

Company No. : 241235

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

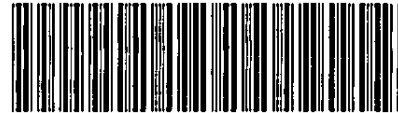
HONG KONG GO ASSOCIATION LIMITED
香港圍棋協會有限公司

Passed on the 10th day of October , 2004

At the Annual General Meeting of the Members of the above-named Company duly convened and held at 1/F, Wang Kee Building, 252 Hennessy Road, Wanchai, Hong Kong and Minutes duly signed by the members on 10th October, 2004, the following resolution was duly passed :

AS A SPECIAL RESOLUTION :

“THAT the regulations in the printed document annexed to this Resolution, which for the purposes of identification has been signed by the Director, be and are hereby approved and adopted as the New Memorandum and Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association thereof.”



22800050981
SR 0241235
20/09/2005

收件日期 RECEIVED
20 -09- 2005
CR 文件收發小組
Central Mail Unit

Chairman
YUNG PO HANG



嘉福秘書有限公司
CARLFORD SECRETARIES LIMITED

Unit A, 7/F, 88 Commercial Building, 28-34, Wing Lok Street, Central, Hong Kong. 香港中環永樂街 28-34 號東成商業大廈 7 字樓 A 室
Tel: (852) 2851 2678 Fax: (852) 2851 2689

18 SEP 2005

Your ref : Company No. 241235

The Officer,
Companies Registry,
Queensway Government Office,
Hong Kong.

Dear Sir,

Re : Hong Kong Go Association Limited

On behalf of our captioned client, we have pleasure to enclose herewith the special resolution of the shareholders of Hong Kong Go Association Limited regarding the adoption a new Memorandum and Articles of Association of which a copy is also attached for filing purpose.

Should you have any query, please contact our Mr. Li at 2851 2678. Thank you for your kind attention.

Yours faithfully,

Carlford Secretaries Limited

For and on behalf of
CARLFORD SECRETARIES LIMITED
嘉福秘書有限公司

.....
Authorized Signature(s)

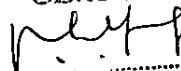
Manager

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
HONG KONG GO ASSOCIATION LIMITED
(香港圍棋協會有限公司)

Incorporated the 10 February 1989

*As adopted in the Annual General Meeting
held on 10 October 2004*

CERTIFIED TRUE COPY



Director
Mr. YUNG Po Hang

No. 241235

(Copy)

CERTIFICATE OF INCORPORATION

I hereby certify that

HONG KONG GO ASSOCIATION LIMITED
(香港圍棋協會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinances, and that this company is limited.

GIVEN under my hand this Tenth day of February, One Thousand Nine Hundred and Eight-nine.

(Sd.)

.....

p. Registrar General
(Registrar of Companies)
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a share capital**

MEMORANDUM OF ASSOCIATION

OF

**HONG KONG GO ASSOCIATION LIMITED
(香港圍棋協會有限公司)**

1. The name of the company is called "HONG KONG GO ASSOCIATION LIMITED (香港圍棋協會有限公司)" (the "Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:
 - (a) To promote and advance the technique and spirit of the game of Go in Hong Kong;
 - (b) To promote, organize and regulate various Go activities and tournaments in Hong Kong;
 - (c) To provide means for facilitate the training of the game of Go with a view to raising the standards of the technique of Go in Hong Kong;
 - (d) To establish affiliations and strengthen connections between the Association and other Go-related organizations in Hong Kong and in other parts of the world;
 - (e) To promote the participation of Hong Kong in international Go tournaments;
 - (f) To liaise with the Government and other Go organizations in Hong Kong and other countries and to join with them in the promotion of all Go activities;
 - (g) To adopt such means of publicizing the activities, exhibitions, productions and products of the Association as may seem appropriate, and to advertise in the press, by

circulars, by posters, by organizing and conducting competitions, by granting prizes, scholarships, rewards and donations, by publishing leaflets, periodicals and books;

- (h) To sponsor or provide for the delivery and holding of lectures, exhibitions, public meeting, classes and conferences calculated directly or indirectly to advance the game of Go whether professional or amateur in or outside Hong Kong;
- (i) To accept, obtain, collect and receive monies and funds by way of contributions, donations, subscriptions, legacies, grants, or any other lawful method, and to accept and receive gifts or property of any description (whether subject to any special trusts or not) for or towards the above purposes or any of them;
- (j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects;
- (k) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided, Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus, distribution in specie or otherwise howsoever by way of profit to its members;
- (l) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of the Association and to furnish and maintain the same to be used by members, visitors and other persons either gratuitously or for payment;
- (m) To carry on any other business or activity and do any act or thing which in the opinion of the Association is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Association's property or assets or otherwise to advance the interests of the Association or its members;
- (n) To manage, maintain, improve, and develop all or any part of the property, land, building or buildings of the Association and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Association may think fit, and, in particular, for shares, debentures or securities of any company purchasing or acquiring any interest in the same;
- (o) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined;
- (p) To raise money by subscription or other lawful means for the purpose of the above object or any of them;
- (q) To borrow or raise and give security for any moneys required for the purposes of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities

of the Association or by mortgage or charge upon all or any part of the property of the Association both present and future;

- (r) To guarantee in any manner, or to enter into any indemnity or other arrangements in relation to the discharge of any liabilities or the observance or performance of any kind of obligations of the Association;
 - (s) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuating funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are in the employment or service of the Association, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid;
 - (t) To promote hold and participate in exhibitions in Hong Kong or elsewhere and to organize all other activities for the purposes of all or any of the objects of the Association;
 - (u) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of or affiliate or amalgamate with any other bodies whose objects are similar or in part similar to those objects of the Association or the establishment or promotion of which may be beneficial to the Association;
 - (v) To do all or any of the above things as principal, agent, contractor, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
 - (w) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects or as the General Committee or governing body of the Association considers to be desirable for the benefit of the Association, Provided that:
 - (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers; and
 - (iii) the powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) (the "Ordinance") are hereby expressly excluded.
4. The subsidiary objects which are subordinate and ancillary to, and intended for carrying out, the main objects as set out in the preceding clause are as follows:
- (a) To invest and deal with the moneys of the Association not immediately required, upon such investments and securities and in such manner allowed by law as may from time to time be determined;
 - (b) Subject to the provision of section 17 of the Ordinance to acquire purchase take on lease or in exchange hire or otherwise acquire lands buildings easements rights or property real or personal and also to invest money upon mortgages of any land buildings messuages or tenements or upon mortgages debentures stocks funds shares or

securities of any corporation or company and also to purchase acquire and possess any goods of necessities and chattels or whatsoever nature and kind;

- (c) To grant sell convey assign surrender exchange partition yield up mortgage demise reassign transfer or otherwise dispose of any land buildings messuages tenements mortgages debentures stocks funds shares or securities furniture or any goods and chattels whatsoever which are for the time being vested in or belonging to the Association upon such terms as the Association may deem fit;
 - (d) To construct maintain improve alter and develop by demolition and reconstruction all or any part of the property land building or buildings of the Association and to develop and turn to account any land acquired by the Association or in which it is interested and in particular by laying out and preparing the same for building purposes erecting constructing altering pulling down demolishing rebuilding decorating maintaining keeping in repair fitting up and improving any buildings and by paving draining letting on building lease or building agreement and by advancing money to and entering into contracts and agreements of all kinds with developers land investment companies land mortgage companies banks financiers builders owners tenants and others;
 - (e) To borrow or raise any money required for the purposes of the Association upon such securities as may be determined and in such manner as the Association shall think fit;
 - (f) To enter into any agreement with the Government or authority whether local or otherwise that may seem conducive to the objects of the Association or any of them or to obtain from any such government or authority any rights privileges and concessions which the Association may think desirable to obtain and to carry out exercise and comply with any such arrangements rights and concessions; and
 - (g) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
5. The income and property of the Association whatsoever derived shall be applied solely towards the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profits to the members of the Association, Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association in return for any services actually rendered to the Association.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding HK\$10.
8. If upon the winding-up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of his or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5

hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by such judge of the court of Hong Kong as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to such provisions then to some charitable objects.

9. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the members. And at least in every year the amounts of the Association should be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

We, the several persons whose names, address and descriptions are hereto and subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Subscribers
<p>(Sd.) SIU Wang Ngai (蕭弘毅) Block I, 18th Floor, Flat E, Greenview Court, Castle Peak Road, Tsuen Wan New Territories. Solicitor</p>
<p>(Sd.) SIU Tze Tuen (蕭子端) Block D, 23rd Floor, Flat "S", Kwong Sang Hong Building, 188 Wanchai Road, Hong Kong. Civil servant</p>

Dated the 3rd day of December, 1988.

WITNESS to the above signatures :-

(Sd.) Vincent W. S. LO
Solicitor
Connaught Centre 4th Floor
No. 1 Connaught Place
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a share capital**

ARTICLES OF ASSOCIATION

OF

**HONG KONG GO ASSOCIATION LIMITED
(香港圍棋協會有限公司)**

1. INTERPRETATION

1.1 In these Articles unless there is something in the subject or context inconsistent therewith:

“AGM” means an annual general meeting of the members of the Association

“Articles” means these articles of association as they may from time to time be modified or amended in accordance with the provisions hereof

“Association” means the company incorporated under the Ordinance as “Hong Kong Go Association Limited (香港圍棋協會有限公司)”

“Auditor” means the auditor of the Association from time to time

“Chairman” means the chairman of the General Committee from time to time

“EGM” means an extraordinary general meeting of the members of the Association

“General Committee” means the general committee of the Association for the time being

“General Committee Member” means a member of the General Committee

“General Meeting” means either an AGM or EGM

“Go” means the game of “Go”, and which commonly known in Chinese as “圍棋”

“group member” means a group member of the Association whose name has been entered into the register of members of the Association and is designated as a group member

“honorary member” means a member of the Association (who may be an individual or a corporation) whose name has been entered into the register of members of the Association and is designated as an honorary member

“ordinary member” means an ordinary member of the Association whose name has been entered into the register of members of the Association and is designated as an ordinary member

“member” means a member of the Association and includes ordinary member, voting member, junior member, group member and honorary member (and such other classes of members as the General Committee may approve from time to time) and “membership” shall be construed accordingly

“Ordinance” means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong

“voting member” means a member of the Association whose name has been entered into the register of members of the Association and is designated as a voting member

1.2 In these Articles:

- (a) terms shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall (if not consistent with the subject or context) be taken as having the same respective meanings as defined in the Ordinance;
- (b) “in writing” includes writings by hand or machine or printed or partly written and partly printed;
- (c) the headings are for convenience only and shall not affect the construction of these Articles; and
- (d) words importing the singular number shall include the plural and *vice versa* and words denoting the masculine gender shall denote the feminine and neuter genders.

2. **MEMBERS**

Number

2.1 The number of voting members shall not exceed 1,000.

Classes and Admission

2.2 The membership of the Association shall consist of ordinary member, voting member, honorary member, group member and such other classes of membership as the General Committee may from time to time determine.

Ordinary Member

2.3 Any person at or above the age of 18 and of good character and conduct shall be eligible to apply to become an ordinary member by submitting an application to the Association in the form as specified by the Association from time to time and which shall be signed by the candidate and, together with the entrance fee, be delivered to the registered office of the Association. The General Committee shall have the power to accept or reject an application for ordinary membership and in respect of a rejected application, the entrance fee shall be returned to the applicant without interests.

Every ordinary member who has been admitted under this Article shall have his name recorded in the register of members of the Association and designated as an ordinary member.

Voting Member

2.4 A person who is already a voting member as at the date of adoption of these Articles shall *ipso facto* be a voting member for the purposes of these Articles and such person shall have his name recorded in the register of members of the Association and designated as a voting member.

2.5 Any ordinary member shall be eligible to be admitted as a voting member as follows:

(a) He has been an ordinary member for a continuous period of three years, has not any arrears in membership fees outstanding, is proposed by one voting member and seconded by another voting member (both of them should know the candidate personally) and be so approved by the General Committee for admission as voting member; or

(b) He has been an ordinary member for a continuous period of less than three years, has not any arrears in membership fees outstanding, in the opinion of the General Committee has made contributions of whatsoever kind extraordinarily beneficial to the Association and/or to the game of Go, is proposed by one voting member and seconded by another voting member (both of them should know the candidate personally) and be so approved by the General Committee for admission as voting member,

and every voting member who has been admitted under this Article shall have his name recorded in the register of members of the Association and designated as a voting member.

2.6 In respect of proposing an ordinary member to become a voting member under Article 2.5(a) or (b), each voting member is entitled to propose one candidate in every calendar year only. For the avoidance of doubt, there shall be no restriction on the number of candidate(s) seconded by a voting member in every calendar year.

2.7 Each voting member is entitled to the following specific rights in addition those attributable to the rights of being an ordinary member:

(a) To attend General Meetings and has the right to vote thereat; and

(b) To elect and be elected to become a General Committee Member.

Junior Member

2.8 Any person below the age of 18 shall be eligible to apply to become a junior member by submitting an application to the Association in the form as specified by the Association from time to time and which shall be signed on behalf of the candidate by his/her parent or guardian and, together with the entrance fee, be delivered to the registered office of the Association. The General Committee shall have the power to accept or reject an application for junior membership and in respect of a rejected application, the entrance fee shall be returned to the applicant without interests.

Every junior member who has been admitted under this Article shall have his name recorded in the register of members of the Association and designated as a junior member and that his/her junior membership shall automatically cease upon he/she reaches the age of 18.

Group Member

- 2.9 The General Committee may invite or appoint any organization (local or overseas) to become a group member where in the opinion of the General Committee such organization has an association with the game of Go and is beneficial to the promotion and development of Go in Hong Kong and/or furtherance of the objects of the Association. Every group member who has been admitted under this Article shall have its name recorded in the register of members of the Association and designated as a group member.

Honorary Member

- 2.10 If the General Committee considers that an individual or corporation is of merit and/or holds an office which is deserving of recognition, the General Committee may invite or appoint him/it to be an honorary member and be given the title as it considers appropriate, including without limitation, Honorary Chairman, Honorary President, Honorary Member, Honorary Adviser, Patron, etc. Unless the General Committee determines otherwise, any person invited or appointed to such honorary position shall be entitled to attend and advise the meetings of the General Committee and General Meetings but shall not be counted towards forming the quorum or entitled to vote at such meetings.
- 2.11 Articles 2.12 and 2.13 shall not apply to honorary members.

Membership Fees

- 2.12 All members (except honorary members) are required to pay (i) an entrance fees upon admission and (ii) annual membership fees, both of which shall be in such amounts as may be recommended from time to time by the General Committee and approved in the General Meeting.
- 2.13 A member who is in financial difficulty may petition to the General Committee for remission of the annual membership fees provided that no such remission shall be granted to such member for more than two years.

Cessation of Membership

- 2.14 A member shall cease to be a member or shall be removed or expelled, if:
- (a) He gives notice of resignation in writing to the Association (which shall be served at the Association's registered office) and his membership shall cease at the date as specified in such notice or in the absence of such specified date, at the expiration of one month after receipt of such notice by the Association;
 - (b) In the opinion of the General Committee, he violates in a material respect any of these Articles or any rules and regulations published by the General Committee from time to time;
 - (c) In the opinion of the General Committee, his conduct is such as is likely to injure or jeopardize the interests of the Association or bring the Association into disrepute;

- (d) In the opinion of the General Committee, he makes verbal or written remarks or publications which is/are directly or indirectly detrimental to the interests of the Association; or
- (e) He fails to pay the annual membership fees for a consecutive period of three years, Provided that his membership shall be restituted if he pays the arrears in full and gives an explanation acceptable to the General Committee at its sole and absolute discretion.

- 2.15 A voting member shall cease to be a voting member or shall be removed or expelled, if he fails to attend all General Meetings within any three year period.
- 2.16 When for whatever reason a person ceases to be a member, the Association shall not in any way be liable to return any entrance fee or annual membership fee paid by such member before he ceases to be a member.
- 2.17 Members who change their places of residence shall give prompt notice to the Association (for the attention of the Association's secretary).

3. GENERAL MEETINGS

General

- 3.1 The AGM shall be held in accordance with the relevant requirements in the Ordinance and shall be convened at such place and time as the General Committee may determine from time to time. All voting members shall be entitled to receive notice of, and to attend, the AGM.
- 3.2 The ordinary business of an AGM shall be to receive and consider the accounts, balance sheet and the report of the General Committee and the Auditor, the election of members of General Committee and the appointment and fixing of the remuneration of the Auditor. All other businesses transacted at an AGM shall be deemed special business.
- 3.3 The General Committee may whenever they think fit convene an EGM, and an EGM may also be convened on the requisition of such requisitionists as provided in section 113 of the Ordinance. All voting members shall be entitled to receive notice of, and to attend, the EGM.

Notice

- 3.4 In convening a General Meeting, a notice of not less than 21 days shall be sent by post to all voting members and by way of posting such notice at the registered office of the Association. The notice shall specify the venue, date and time of such General Meeting, and in case of any special business, the general nature and particulars of such special business.

Proceedings

- 3.5 No business shall be transacted at any General Meeting unless a quorum of voting members is present at the time when the General Meeting proceeds to business and such quorum shall consist of not less than 5 voting members personally present.
- 3.6 The Chairman shall preside as chairman at every General Meeting if the Chairman shall not be present within 15 minutes after the time appointed for holding the General Meeting, the voting members present shall choose one of their numbers to be the chairman of that General Meeting.

- 3.7 If within 15 minutes from the time appointed for the General Meeting a quorum is not present, that meeting, if convened upon the requisition of voting members, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting and if a quorum is not present within 15 minutes from the time appointed for the meeting the voting members present shall be a quorum.
- 3.8 Save for election by voting papers pursuant to Article 4.15, at a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the chairman of the General Meeting that a resolution has been carried or otherwise on majority on show of hands shall be conclusive.
- 3.9 A resolution has been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- 3.10 In case of an equality of votes, the chairman of the General Meeting, at which the show of hands takes place, shall be entitled to a second or casting vote.
- 3.11 The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting shall not invalidate the proceedings at that meeting.
- 3.12 The minutes of all meetings shall be open to the inspection of all members.

4. **GENERAL COMMITTEE**

Number of General Committee Members

- 4.1 The Association shall have a General Committee and the number of which shall not be less than 5 and not more than 13, provided that a resolution shall be passed at every AGM to determine the exact number of General Committee Members (which however must be within the upper and lower limits as specified herein) for the period starting from the date of the first meeting of the General Committee following that AGM till the date of the next AGM. The General Committee Members shall elect among themselves one Chairman, one secretary and one honorary treasurer. Only voting members who are individuals shall be eligible to become a General Committee Member.

Powers and Duties

- 4.2 The General Committee shall have power to manage the business and affairs of the Association, including its money and property, and shall exercise all such powers and do all such acts and things as may be exercised or done by the Association but subject nevertheless to the provisions of the Ordinance and of these Articles from time to time; and further provided that no such regulation shall invalidate any prior act of the General Committee which shall have been valid if such regulation has not been made.
- 4.3 The General Committee shall have full power to utilize the funds of the Association for the benefit and welfare of the Association and in the best interest of the Association.
- 4.4 The General Committee shall have the power to appoint and remove employees and to fix the amount of their remuneration and determine their terms and conditions of employment. .

- 4.5 The Chairman shall act as the authorised representative of the Association in all its external affairs and shall exercise all such executive powers in respect of all matter as provided herein and all resolution duly passed by the Association and all its sub-committees.
- 4.6 The General Committee may delegate to any person, agents and/or appoint one or more sub-committee(s), to take charge of various specific matters of the Association.
- 4.7 No salary remuneration or allowance shall be paid to any General Committee Member or sub-committee of the General Committee but such General Committee Members shall be reimbursed all out-of-pocket expenses which may be reasonably incurred by them in connection with any services rendered to the Association.

Retirement

- 4.8 At every AGM one-third of the elected General Committee Members for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest but not exceeding one-third, shall retire from office. The elected General Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became elected General Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by draw lots among them. A retiring elected General Committee Member shall be eligible for re-election. The Chairman shall not be subject to retirement by rotation or be taken into account in determining the number of General Committee Members to retire, and the term of the Chairman shall be three years.

Casual Vacancy

- 4.9 The General Committee shall have power at any time and from time to time to appoint any incumbent voting member to be a General Committee Member either to fill a casual vacancy or any vacancy not filled by election but so that the total number of General Committee Members shall not at any time exceed the maximum number fixed in accordance with these Articles. Any General Committee Members so appointed shall hold office only until the next following AGM and shall then be eligible for re-election.
- 4.10 The General Committee shall have the power to invite persons of good reputation or high standing in society as Honorary Chairman or Honorary Advisors or any other honorary positions to the General Committee and/or to the Association.

Disqualification

- 4.11 The office of a General Committee Member shall be terminated if:
- (a) he ceases to be a voting member and in such case, the termination shall take effect at the same time of such cessation;
 - (b) he resigns his office by notice in writing to the Association; or
 - (c) in the reasonable opinion of the General Committee, that he should cease to be a General Committee Member.

Nomination and Election

- 4.12 General Committee Members retiring at an AGM shall be eligible for re-election without nomination. Nomination to the General Committee shall be in writing and signed by the candidate to confirm his consent to act if elected. In giving notice to convene an AGM, the General Committee shall also give a notice to the voting members inviting them to submit

nominations to the General Committee on or before a day (the "Nomination Closing Date") which shall not be more than seven clear days before the specified day for holding that AGM. Nominations shall be delivered to the registered office of the Association on or before the Nomination Closing Date.

- 4.13 If the candidates running for election are not more in number than the vacancies, the persons so running for election shall, as from the next AGM, be deemed to be duly elected General Committee Members.
- 4.14 If the candidates running for election are more in number than the vacancies, any candidate who has submitted an nomination under Article 4.12 may within 14 days from the Nomination Closing Date at his own discretion withdraw his nomination; but if the candidates still remain in excess of the number to be elected, the election shall be conducted by voting papers at the relevant AGM as hereinafter provided.

Election by Voting Papers

- 4.15 If an election by voting papers be necessary, the following procedures shall be carried out as follows:
- (a) Before the relevant AGM is held, the General Committee shall appoint three scrutineers (who shall not in whatever way be interested in the election) from the voting members;
 - (b) At the time when the relevant resolution relating to election of General Committee Member(s) is proposed at the AGM, the scrutineers shall distribute a voting paper to every attending voting member;
 - (c) Not more than 30 minutes after the distribution of the voting papers, the scrutineers shall collect from the voting members all voting papers and that the scrutineers are entitled to treat any voting papers returned back to them beyond such time limit as invalid;
 - (d) As soon as the voting papers have been examined and counted and the results of the election ascertained by the scrutineers, the scrutineer shall make and sign a report in which they shall state the total number of voting paper received, the number rejected and the grounds for rejections (if any), the total number of votes in favour of each candidate, and the names of those who are duly elected, and shall hand such report to the chairman of the AGM, who shall then read out the report at the AGM;
 - (e) The scrutineers report shall be conclusive as to the facts of the election notwithstanding any irregularity or informality, Provided always that if there be an equality of votes the chairman of the AGM may give such second or casting vote as may be necessary to remove the equality and complete the election; and
 - (f) Elections results obtained under this Article shall take effect as from the conclusion of the AGM.

Proceedings of the General Committee

- 4.16 The General Committee shall meet at least once every six months at such time and at such place as shall be determined by the Chairman. In addition, the Chairman shall also call meetings of the General Committee if two General Committee Members so request.

- 4.17 The quorum necessary for the transacting of the business of the General Committee shall be five. A General Committee Member interested in the subject matter of the discussion or resolution shall be counted in the quorum notwithstanding his interest therein.
- 4.18 The General Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided on a show of hands. Minutes of every General Committee meeting shall be opened to the inspection of the voting members at all reasonable times.

Management of Financial Affairs

- 4.19 The management and control of all money shall be vested in the General Committee and the proper books and accounts shall be kept by the honorary treasurer. Any cash in hand exceeding such amount as may from time to time be specified by the General Committee shall be deposited into such bank as the General Committee may direct. All cheques shall be signed by the Chairman and/or the honorary treasurer and/or any other designated member of the General Committee.
- 4.20 The General Committee shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under these Articles.
- 4.21 Where the Association is in need of funds for the purpose of carrying into effect of its objects, the General Committee shall have power at any time to borrow or raise money upon such securities and on such terms as the General Committee shall think fit.

5. ACCOUNTS

- 5.1 The Association shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association the matter in respect of which the receipt and expenditure take place and the assets and liabilities of the Association.
- 5.2 The books of account shall be kept at the registered office of the Association or at such other place or places as the General Committee shall think fit and audited accounts of the Association shall be opened to the inspection of the voting members at all reasonable times.
- 5.3 The General Committee shall from time to time in accordance with section 122 of the Ordinance cause to be prepared and laid before the Association in AGM such income and expenditure account and balance sheet as are referred to in that section.
- 5.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be placed before the Association in AGM together with a copy of the Auditor's report shall not less than 21 days before the day of meeting be sent to members entitled to receive notice of AGM.
- 5.5 Every account of the Association, when admitted and approved by an AGM, shall be conclusive except as regards any error discovered therein within three months next after approval. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

6. SEAL

The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the General Committee. Every instrument to which the seal of the Association should be affixed shall be signed by the Chairman and countersigned by another member of the General Committee.

7. AUDITORS

Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

8. NOTICES

8.1 A notice may be given by the Association to any member by sending it by post to its last known address in Hong Kong or to any other last known correspondence address as notified by it to the Association from time to time. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

8.2 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:

- (a) every voting member except those who have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of General Meetings.

9. INDEMNITY

Every member of the General Committee, Auditor and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.

10. WINDING UP

The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

(*Sd.*) SIU Wang Ngai (蕭弘毅)
Block I, 18th Floor,
Flat E, Greenview Court,
Castle Peak Road,
Tsuen Wan
New Territories.
Solicitor

(*Sd.*) SIU Tze Tuen (蕭子端)
Block D, 23rd Floor,
Flat "S",
Kwong Sang Hong Building,
188 Wanchai Road,
Hong Kong.
Civil servant

Dated the 3rd day of December, 1988.

WITNESS to the above signatures :-

(*Sd.*) Vincent W. S. LO
Solicitor
Connaught Centre 4th Floor
No. 1 Connaught Place
Hong Kong