

ARTICLES OF ASSOCIATION

(As amended by Special Resolution passed on 3rd September 2023)

OF

THE GO ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港圍棋協會有限公司

(Name Changed on 24th April 2023)

—————
Incorporated the 10th day of February 1989
—————

HONG KONG

編號
No. 241235

[C O P Y]

公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明
I hereby certify that

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

已藉特別決議更改其名稱，該公司根據
Having by special resolution changed its name, is now incorporated under the
香港法例第622章《公司條例》註冊的名稱現為
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

THE GO ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港圍棋協會有限公司

本證明書於二〇二三年四月二十四日發出。
Issued on 24 April 2023.

(Sd.) Miss Helen TANG

.....
香港特別行政區公司註冊處處長鄧婉雯
Registry of Companies
Hong Kong Special Administrative Region

註Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

No. 241235
編號

[C O P Y]

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人茲證明

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 Ordinance, and
於本日在香港據公司條例註冊成為
that this company is limited.
有限公司。

Given under my hand this Tenth day of February
簽署於一九八九年二月十日。
One Thousand Nine Hundred and Eighty-nine.

(Sd.) J. Almeida

.....
p. Registrar General
(Registrar of Companies)
Hong Kong

香港註冊總署署長暨公司註冊官
(註冊主任歐美達代行)

COMPANY NO. 241235

THE COMPANIES ORDINANCE

(CHAPTER 622)

SPECIAL RESOLUTION

OF

THE GO ASSOCIATION OF HONG KONG, CHINA LIMITED

中國香港圍棋協會有限公司

PASSED ON THE 3RD DAY OF SEPTEMBER 2023

At an Extraordinary General Meeting of the members of the Company held at its Registered Office on 3rd September 2023, the following Special Resolution was duly passed:

Special Resolution

“That the regulations contained in the attached printed document be and are hereby approved and adopted as the new Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association of the Company.”

(SD.) TSANG PING FAI

TSANG PING FAI
CHAIRMAN

THE COMPANIES ORDINANCE
(Chapter 622 of the Laws of Hong Kong)

Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION
OF
THE GO ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港圍棋協會有限公司
(Name Changed on 24th April 2023)

PART A – MANDATORY ARTICLES

1. * Name

The name of the Association is called “THE GO ASSOCIATION OF HONG KONG, CHINA LIMITED 中國香港圍棋協會有限公司”.

** Name Changed on 24th April 2023.*

2. Objects

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, windows, 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; and
 - (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.
3. 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 115(2) 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 necessaries 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

4. **No distribution of profit**

The income and property of the Association whatsoever derived shall be applied solely towards the objects of the Association as set forth in these Articles; 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.

5. **Members' liabilities**

The liability of the members is limited.

6. **Extent of liability**

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.

7. **Winding up**

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 its 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 4 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.

PART B – OTHER ARTICLES

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles (including both Parts A and B):

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

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

“**Association**” means the company incorporated under the Ordinance as “The Go Association of Hong Kong, China Limited 中國香港圍棋協會有限公司”
(*Name Changed on 24th April 2023*)

“**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 Association

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

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

“**General Meeting**” means a general meeting of the Association, whether it is an AGM or EGM

“**Go**” means a kind of traditional Chinese chess game known as “圍棋”, and in English as “go”

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

“**honorary member**” means a member of the Association whose name has been entered into the register of members of the Association and designated as an honorary member

“**life 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 life member

“**member**” means a member of the Association regardless of the class of membership, and “**membership**” shall be construed accordingly

“**Nomination Closing Date**” has the meaning as defined in Article 4.11

“**Ordinance**” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong

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

“**proxy notice**” has the meaning as defined in Article 3.13(1)

“**student 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 student member

“**virtual meeting technology**” means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting

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

1.2 In these Articles (including both Parts A and B), the following rules of interpretation apply:

- (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, by machine or printed (or partly written and partly printed), or made electronically;
- (c) the headings are for convenience only and shall not affect the construction of these Articles;
- (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; and
- (e) unless otherwise stated, all references to “Article(s)” within this Part B are to Articles in this Part B (and not in Part A).

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, student member, corporate member, honorary member, life member and such other classes of membership as the General Committee may from time to time determine.

Ordinary Member

- 2.3 (1) 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.
- (2) 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.
- (3) An ordinary member has no right to attend General Meetings, but may attend such meetings as an observer only and speak, but has no right to vote or be counted towards forming the quorum of such meetings.

Voting Member

2.4 A person may only be a voting member if: (i) he is already a voting member as at the date of adoption of these Articles and his name has been recorded in the register of members of the Association and designated as a voting member; or (ii) he becomes a voting member by way of the admission procedures set out in Article 2.5 below.

2.5 Any ordinary member or corporate member shall be eligible to apply and be admitted as a voting member if:

- (a) he has been an ordinary member or a corporate member for a continuous or an aggregate period of no less than three years;
- (b) has not any arrears in membership fees outstanding;
- (c) his application for voting membership is proposed by one voting member and seconded by another voting member (both of them should know the candidate personally); and
- (d) (i) his application be approved by the General Committee, or (ii) if for whatever reason his application is not approved by the General Committee, his application be submitted to the next General Meeting for consideration and be approved in the General Meeting,

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 proposing an ordinary member to become a voting member under Article 2.5, each voting member is entitled to propose one candidate within 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 to those attributable to the rights of being an ordinary member:

- (a) To attend General Meetings and has the right to speak, vote thereat and be counted towards forming the quorum of such meetings, and may inspect the books of accounts of the Association, and accordingly where any reference is made in these Articles to the rights and entitlements of members in General Meetings, the word “members” only refers to voting members and does not include any other classes of members; and
- (b) To elect and be elected to become a GC Member.

Student Member

2.8 (1) Any person shall be eligible to apply to become a student member if (i) at the time of applying he is a full-time student at any school or university or tertiary educational institution, whether within or outside of Hong Kong; and (ii) he submits an application to the Association in the form as specified by the Association from time to time (and if he is below the age of 18 at the time of applying the form must be signed on his behalf by his 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 student membership and in respect of a rejected application, the entrance fee must be returned to the applicant without interests.

(2) Every student 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 student member, and that his student membership shall automatically cease upon he is not being a full-time student at any school or university or tertiary educational institution, whether within or outside of Hong Kong.

(3) A student member has no right to attend General Meetings.

Corporate Member

- 2.9 (1) The General Committee may invite or appoint any organization, including without limitation a/an firm, company, corporation, association, institution, school, university, tertiary educational institution and any entity, whether established within or outside of Hong Kong, and whether profit-making or otherwise, to become a corporate 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 corporate 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 corporate member.
- (2) A corporate member shall as long as it remains a member nominate one person as its representative, who shall be deemed as the duly authorized representative of that corporate member for the purposes of its membership and in relation to all dealings with the Association. The representative may be a director or a member of the management body of the corporate member to whom he represents, or such other persons duly authorized by it and who shall be considered by the General Committee in its absolute discretion as suitable to act as a representative.
- (3) A corporate member may change its representative by giving written notice to the General Committee, Provided that in the case of a representative who for whatever reason ceases to be qualified or suitable to act as such, that corporate member shall be under a duty to inform the Association of such a fact within 14 days from the date such cessation happens, and of the name and personal particulars of the substitute representative.
- (4) A corporate member and its representative have no right to attend General Meetings, but the representative may attend such meetings as an observer only and speak, but has no right to vote or be counted towards forming the quorum of such meetings.

Honorary Member

- 2.10 If the General Committee considers that an individual or organization 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 or organization appointed to such honorary position may 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 An honorary member (i) has no right to attend General Meetings, but may attend such meetings as an observer only and speak, but has no right to vote or be counted towards forming the quorum of such meetings; and (ii) does not need to pay any membership fees under Article 2.12.

Life Member

- 2.11A (1) A person shall become a life member if he has paid a life membership fee to the Association, the amount of which shall be as determined by the General Committee from time to time.
- (2) Immediately upon admission, a life member does not need to pay any membership fees under Article 2.12.
- (3) If a life member is already a voting member or an ordinary member before his admission as a life member, his membership status and his rights and obligations under that class of membership shall continue and not be affected, except that he does not need to pay any membership fees under Article 2.12.

Membership Fees

- 2.12 All members (except honorary members and life 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 be expelled if:
- (a) 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;
 - (b) In the opinion of the General Committee, his conduct is or he makes verbal or written remarks or publications which is/are likely to directly or indirectly detrimental to or jeopardize the interests of the Association or bring the Association into disrepute;
 - (c) He fails to pay the annual membership fees for a consecutive period of three years, Provided that his membership shall be reinstated if he pays the arrears in full and gives an explanation acceptable to the General Committee at its sole and absolute discretion; and/or
 - (d) In respect of a voting member, he fails to attend all General Meetings within any three year period,

and in the reasonable opinion of the General Committee the ground(s) for expulsion is/are fully justified, and on that basis the General Committee may decide to expel that member, and such decision of the general Committee shall be final and conclusive.

- 2.15 Any member may resign voluntarily his membership by giving 7 days' notice in writing to the Association of his intention to resign, Provided that the General Committee may in its absolute discretion refuse to accept the resignation of a member who is subject of an allegation(s) falling within the scope of Article 2.14.
- 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 correspondence address or contact details 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 physical venue and/or through using virtual meeting technology, and at such time as the General Committee may determine from time to time. Only voting members are 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 voting members as provided in section 566 of the Ordinance.

Notice

- 3.4 In convening an AGM, a notice of not less than 21 days, and in convening an EGM, a notice of not less than 14 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 (i) specify the physical venue and/or the virtual meeting technology to be used for holding such General Meeting, (ii) specify date and time of such General Meeting, (iii) in case of any special business, state the general nature and particulars of such special business; and (iv) contain a statement specifying a voting member's right to appoint a proxy under section 596(1) of the Ordinance.

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. For this purpose, a voting member who attends a General Meeting by using virtual meeting technology is to be regarded as being 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. A proxy may be elected to be the Chairman of a General Meeting by a resolution passed at the 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 (either in person or by proxy) shall constitute 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 every voting member present in person, and every proxy present who has been duly appointed by a voting member entitled to vote on the resolution has one vote. 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. The minutes of all meetings shall be open to the inspection of all voting members.
- 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 does not have a second or casting vote and must declare the resolution as not carried.
- 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 (1) A voting member is able to exercise the right to speak at a General Meeting when he is in a position to communicate to all those attending the meeting, during the meeting, and any information or opinions that he has on the business of the meeting.

- (2) A voting member is able to exercise the right to vote at a General Meeting when: (i) he is able to vote during the meeting on resolutions put to the vote at the meeting; and (ii) his vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other voting members attending the meeting.
- (3) The General Committee may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a General Meeting, it is immaterial whether any two or more voting members attending it are in the same place as each other.
- (5) Two or more voting members who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.
- (6) A voting member who attends a General Meeting by using virtual meeting technology is to be regarded as attending that General Meeting if he uses the virtual meeting technology specified in the notice of the meeting, and is able to exercise his rights to speak and vote at that General Meeting.

Proxy Notices

- 3.13 (1) A proxy may only validly be appointed by a notice in writing (a “**proxy notice**”) that:
- (a) states the name and correspondence address of the voting member appointing the proxy;
 - (b) identifies the person appointed to be that voting member’s proxy and the General Meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the voting member appointing the proxy; and
 - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the General Meeting in relation to which the proxy is appointed.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
 - (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a General Meeting.
 - (5) Unless a proxy notice indicates otherwise, it must be regarded as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
 - (6) If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the voting member appointing the proxy.

- (7) A proxy notice does not take effect unless it is received by the Association at least 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting.
- (8) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment only takes effect if it is received by the Association at least 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting.
- (9) A proxy's authority in relation to a resolution is to be regarded as revoked if the voting member who has appointed the proxy:
 - (a) attends in person the General Meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the voting member is entitled to exercise.
- (10) A voting member who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the voting member.
- (11) A vote given in accordance with the terms of a proxy notice is valid despite (i) the previous death or mental incapacity of the voting member appointing the proxy; or (ii) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed, Provided that it does not apply to situation where notice in writing of the death, mental incapacity or revocation is received by the Association at least 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting.

4. GENERAL COMMITTEE

Numbers of GC Members and Officers

- 4.1 (1) The Association shall have a General Committee and the number of which shall not be less than 5 and not more than 13.
- (2) The GC Members may elect from among themselves a Chairman, a secretary and an honorary treasurer:
 - (a) The Chairman is to act as the chief representative of the Association in all its external affairs and has full executive powers in conducting the business of the Association; subject to his availability, the Chairman normally signs all papers in the name of the Association and presides at all AGMs, EGMs and General Committee meetings;
 - (b) The secretary (or company secretary, as the case may be) is to generally assist the Chairman in the dispatch of all day-to-day operations and affairs of the Association; and
 - (c) The honorary treasurer, is to be responsible for:
 - (i) the collection of all subscriptions, donations, or other monies due to Association and the payment of the same into the bank account of the Association;
 - (ii) the making of any disbursement in the sum not exceeding HK\$5,000, and in the event that any disbursement exceeds this amount he must not settle the same without the prior approval of the General Committee;

- (iii) the preparation of the statement of accounts and balance sheet for the Auditors and for scrutiny at the AGMs; and
 - (iv) the keeping of accounts and vouchers, with a statement in such form as the General Committee may from time to time determine.
- (3) The terms of office of the following positions are as follows:
- (a) The term of office of the Chairman is three years, and at every three AGMs the Chairman must retire from office; any vacancy of Chairman must be elected among GC Members at the meeting of the General Committee held immediately after such vacancy is created in the relevant AGM, and any GC Member retiring as Chairman at the relevant AGM is eligible for re-election as Chairman in the year he retires;
 - (b) The term of office of officers other than the Chairman is one year, and at every AGM such officers must retire from office; any vacancy of such officers must be elected among GC Members at the meeting of the General Committee held immediately after such vacancies are created in the relevant AGM, and any GC Members retiring as such officers at the relevant AGM are eligible for re-elections to the same offices in the year they retire; and
 - (c) Notwithstanding the above, upon resignation of one or more officers or if for whatever reason an officer ceases to be a GC Member (and for that reason he ceases simultaneously to hold such office), the General Committee may elect among themselves to fill such a vacancy, and any such officer so elected is to hold office only until the next following AGM.
- (4) The General Committee may invite or appoint professionals or expert advisers as honorary advisers (or whatever honorary titles it considers appropriate) for a term, at a remuneration and on conditions as the General Committee thinks fit. Any person invited or appointed to such honorary position may attend and advise the General Committee meetings and General Meetings but may not vote or be counted towards forming the quorum of such meetings.

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 have all the powers set out in Article 4.1(2)(a) above, and in addition 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 GC Member or sub- committee of the General Committee but such GC 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 GC Members for the time being, or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office. The GC 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 GC Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by draw lots among them. A retiring GC Member shall be eligible for re-election. For this purpose the Chairman shall be subject to his term of office under Article 4.1(3)(a) and not be subject to retirement by rotation or be taken into account in determining the number of GC Members to retire.

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 GC Member either to fill a casual vacancy or any vacancy not filled by election but so that the total number of GC Members shall not at any time exceed the maximum number fixed in accordance with these Articles. Any GC Members so appointed shall hold office only until the next following AGM and shall then be eligible for re-election.

Termination of Office

- 4.10 The office of a GC 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 GC Member.

Nomination and Election

- 4.11 A GC Member 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 after the day of the notice of that AGM. Nominations shall be delivered to the registered office of the Association on or before the Nomination Closing Date.
- 4.12 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 GC Members.
- 4.13 If the candidates running for election are more in number than the vacancies, any candidate who has submitted an nomination under Article 4.11 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

- 4.14 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 GC 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; and
 - (f) Election results obtained under this Article shall take effect as from the conclusion of the AGM.

Proceedings of the General Committee

- 4.15 The General Committee shall meet at least once every three 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 GC Members so request.
- 4.16 The quorum necessary for the transacting of the business of the General Committee shall be five. A GC Member interested in the subject matter of the discussion or resolution shall be counted in the quorum notwithstanding his interest therein.
- 4.17 The General Committee may conduct their meetings physically and/or through using virtual meeting technology 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.

Management of Financial Affairs

- 4.18 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.
- 4.19 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.
- 4.20 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 the requirements in 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 voting members entitled to receive notice of AGM.
- 5.5 Every account of the Association, when laid before and adopted 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 his last known address in Hong Kong or to any other last known correspondence address as notified by him 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 as authorised in these Articles 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

- (1) A GC Member or former GC Member may be indemnified out of the Association's assets against any liability incurred by the GC Member to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
- (2) Paragraph (1) above only applies if the indemnity does not cover:
 - (a) Any liability of the GC Member to pay (i) a fine imposed in criminal proceedings; or (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) Any liability incurred by the GC Member:
 - (i) in defending criminal proceedings in which the GC Member is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the GC Member;
 - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the GC Member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the GC Member; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the GC Member relief.
- (3) A reference in paragraph (2)(b) above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3) above, a conviction, judgment or refusal of relief (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b) above, an appeal is disposed of if (a) it is determined, and the period for bringing any further appeal has ended; or (b) it is abandoned or otherwise ceases to have effect.

10. INSURANCE

The General Committee may decide to purchase and maintain insurance, at the expense of the Association, for a GC Member against:

- (a) Any liability to any person attaching to the GC Member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association; or
- (b) Any liability incurred by the GC Member in defending any proceedings (whether civil or criminal) taken against the GC Member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.

11. AUDITOR'S INSURANCE

- (1) The General Committee may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated company of the Association, against:
 - (a) Any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be); or
 - (b) Any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be).
- (2) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Ordinance.