

COMPANIES ORDINANCE (Chapter 32)

**Company Limited by Guarantee
and not having a Share Capital**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

East Kowloon Junior Chamber
(東九龍青年商會)

(As amended by Special Resolutions passed on
7th December 2000 and 18th September 2004)

Incorporated the 7th day of December 1979

HO, WONG & WONG
Solicitors & Notaries
Room 1105, Hang Seng Building,
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Hong Kong.
Tel: 2522 4088

Ref. No.:DW0597M&A

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

East Kowloon Junior Chamber
(東九龍青年商會)

Passed on the 18th day of September 2004

The following resolutions were duly passed at an Extraordinary General Meeting duly convened and held on the 18th day of September 2004 at 2:00 p.m. at Room 316, 3/F., HITEC, 1 Trademart Drive, Kowloon Bay as Special Resolutions:

1. Memorandum of Association

“That the Memorandum of Association of the Chapter be and is hereby amended in the following manner:

1.1 deleting the Clause 3.3 in its entirety and substituting the following new clause:

- ‘3.3 Junior Chamber International Hong Kong
To be affiliated to the Junior Chamber International Hong Kong, the Hong Kong National Organization Member of the Junior Chamber International as a Local Organization Member and to be bound by its rules and regulations.’

1.2 deleting Clause 4 in its entirety and substituting the following new clause:

‘4. No distribution of profit

- 4.1 The income and property of the Chapter, however derived, shall be applied solely towards the promotion of the objects of the Chapter as set out in this Memorandum of Association.
- 4.2 Subject to Clauses 4.4 and 4.5 below, no portion of the income and property of the Chapter shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Chapter.
- 4.3 No member of the Directors or governing body of the Chapter shall be appointed to any salaried office of the Chapter, or any office of the Chapter paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Clause 4.5 below) shall be given by the Chapter to any Director, member of the governing body.
- 4.4 Nothing herein shall prevent the payment, in good faith, by the Chapter of reasonable and proper remuneration to any officer or servant of the Chapter, or to any member of the Chapter not being a Director or member of the governing body of the Chapter in return for any services actually rendered to the Chapter.
- 4.5 Nothing herein shall prevent the payment, in good faith, by the Chapter:-
- to any Director or member of governing body of out-of-pocket expenses;
 - of interest on money lent by any member of the Chapter or its Directors or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - of reasonable and proper rent for premises demised or let by any member of the Chapter or of its Directors or governing body;

- d. of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Chapter or of its Directors or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- 4.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Clauses 4.4 and 4.5 above.”

2. Articles of Association

“That the Articles of Association of the Chapter be and are hereby amended in the following manner:

- 2.1 deleting the word “21” and substituting the word “18” in Article 7;
- 2.2 deleting the word “form” and substituting the word “from” in Article 15;
- 2.3 deleting the word “either” and the words “or as an addition to the existing Directors” in Article 44.
- 2.4 deleting the words “one or more person” and substituting the words “two Directors” in the second sentence of Article 62.
- 2.5 deleting Article 69 in its entirety and substituting the following new article:

‘69. Indemnity

Subject to section 165 of the Ordinance, every Member of the Committee, Auditor and Officer for the time being of the Chapter shall be indemnified out of the funds and assets of the Chapter against any liability incurred by him in good faith in the proper and reasonable performance of his duties in relation to the Chapter in defending any proceedings, other than any liability which attaches to him by law in respect of any negligence, default, breach of duty or breach of trust, 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. Provided that none of the funds or assets of the Chapter shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.’

- 2.6 inserting the following new Article 71 immediately after Article 70:

‘71. Amendments

No addition, alteration or amendment shall be made to or in the Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.”

(Sd.) WONG KIN YEE
Secretary

Hong Kong,

COMPANIES ORDINANCE
(CHAPTER 32)

SPECIAL RESOLUTIONS
OF

EAST KOWLOON JUNIOR CHAMBER
東九龍青年商會

Passed on 7th December 2000

I, Mao Wai Man, Director of EAST KOWLOON JUNIOR CHAMBER 東九龍青年商會, hereby certify that the following resolution was duly passed as a Special Resolution at an Extraordinary General Meeting of the Chapter duly convened and held on the 7th day of December 2000:

Special Resolution

“That the Articles of Association of the Chapter be and is hereby amended by:

1. deleting ‘Associate members’ in Article 4 and substituting ‘Senior Members’;
2. deleting ‘Associate Members’ in the heading of Article 8 and substituting ‘Senior Members’;
3. deleting ‘an Associate Member’ and ‘the Associate Member’ whenever they appear in Article 8 and substituting ‘a Senior Member’ or, as the case may be, ‘the Senior Member’;
and
4. deleting ‘Associate Membership’ in Article 8 and substituting ‘Senior Membership’.”

(Sd.) MAO WAI MAN
Director

Hong Kong, 7th December 2000

No. 76019
編號

(COPY)

**COMPANIES ORDINANCE
(CHAPTER 32)**

香港法例第 32 章
公司條例

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

公司更改名稱
註冊證書

I hereby certify that
本人謹此證明

EAST KOWLOON JAYCEES
(東九龍青年商會)

having by special resolution changed its name, is a limited company and
經通過特別決議，已將其名稱更改，該公司為一有限

is now incorporated under the name of
公司，其現在的註冊名稱為

EAST KOWLOON JUNIOR CHAMBER
(東九龍青年商會)

Issued by the undersigned on 3 October 1997.
本證書於一九九七年十 月三日簽發。

(Sd.) Miss H. Chang

.....
*for Registrar of Companies
Hong Kong*

香港公司註冊處處長
〔公司註冊主任張巧雯 代行〕

The Companies Ordinance (Chapter 32)

**Company Limited by Guarantee
and not having a Share Capital**

**Memorandum of Association
of
East Kowloon Junior Chamber**

(東九龍青年商會)

(As amended by Special Resolutions passed on 7th
December 2000 and 18th September 2004)

1. Name:

The name of the Company is East Kowloon Junior Chamber (東九龍青年商會).
(hereinafter called “the Chapter”)

2. Registered Office:

The registered office of the Chapter will be situate in Hong Kong Special Administrative Region.

3. Objects:

The objects for which the Chapter is established are:

3.1 JCI Creed

To promote, develop and advance the principles and the Creed of Junior Chamber International which is as follows:

We believe;

That faith in God gives meaning and purpose to human life;

That brotherhood of man transcends the sovereignty of nations;

That economic justice can best be won by free men through free enterprise;

That government should be of laws rather than of men;

That earth’s great treasure lies in human personality, and

That service to humanity is the best work of life.

(The concept of “God” in the context of the Creed of Junior Chamber International or Declaration of Principles is to be interpreted according to the individual’s own religious belief.)

3.2 Develop individual abilities

To develop the individual abilities and stimulate joint efforts of the individual for the purpose of improving the economic, social and spiritual well-being of mankind by:

development of the awareness and acceptance of the responsibilities of citizenship;

individual participation in internal training programmes to develop leadership potential;

active participation in planning and executing programmes for the development of the individual and the community;

promotion of economic development;

furtherance of understanding, goodwill and co-operation among all peoples;

extending the activities of the Chapter to the maximum degree possible.

3.3 Junior Chamber International Hong Kong

To be affiliated to the Junior Chamber International Hong Kong, the Hong Kong National Organization Member of the Junior Chamber International as a Local Organization Member and to be bound by its rules and regulations.

3.4 Non-religious and non-political

To refrain from involving in any partisan political activities and sectarian matter in religion.

3.5 Acquisition of property

To rent, purchase, take on lease or in exchange, hire, or otherwise acquire a suitable building or buildings or part or parts thereof in Hong Kong or elsewhere and any estate or interest in any rights connected therewith, to fit and furnish the same, or to make arrangements for such building or buildings or part or parts thereof to be properly fitted and furnished;

- 3.6 Management of property
To manage, maintain, improve, and develop all or any part of the property, land, building or buildings of the Chapter 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 Chapter may think fit;
- 3.7 Development of property
To turn to account any land acquired by The Chapter 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, decoration, maintaining, keeping in repair, fitting up and improving any buildings, for the purposes of the Chapter and by paving, draining, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, building owners, tenants and others.
- 3.8 Borrowing money
To borrow or raise or give security for any moneys required for the purposes of the Chapter upon such securities as may be determined and in such manner as the Chapter 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 Chapter or by mortgage or charge upon all or any part of the property of the Chapter both present and future.
- 3.9 Investment
To invest and deal with the moneys of the Chapter not immediately required upon such securities and in such manner as may from time to time be determined;
- 3.10 Co-operation
To engage in any activities in conjunction with other bodies or associations, within the limits of the Chapter's objects and to arrange reciprocal concessions and co-operation with other such bodies or association;
- 3.11 Legislation
To apply for and obtain any local ordinance enactment or regulation or amendment of any existing ordinance enactment or regulation for the furtherance of any of the objects of the Chapter or for the purpose of ratifying or regularizing any act or acts done or not done by or non behalf of the Chapter,
- 3.12 Guarantee
To give guarantees and to give and receive undertakings for the purposes of the Chapter;
- 3.13 Social activities
To arrange social and recreational activities for members and their guests for the purposes of the Chapter;
- 3.14 Charity
To make charitable donations;
- 3.15 Incidental things
Generally to do all such other things as are incidental or conducive to the attainment of the above objects.
Provided that:
- (i) In case the Chapter shall take or hold any property which may be subject to any trusts, the Chapter shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Chapter shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Chapter 32) are hereby excluded.

4. No distribution of profit

- 4.1 The income and property of the Chapter, however derived, shall be applied solely towards the promotion of the objects of the Chapter as set out in this Memorandum of Association.
- 4.2 Subject to Clauses 4.4 and 4.5 below, no portion of the income and property of the Chapter shall be

paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Chapter.

- 4.3 No member of the Directors or governing body of the Chapter shall be appointed to any salaried office of the Chapter, or any office of the Chapter paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Clause 4.5 below) shall be given by the Chapter to any Director, member of the governing body.
- 4.4 Nothing herein shall prevent the payment, in good faith, by the Chapter of reasonable and proper remuneration to any officer or servant of the Chapter, or to any member of the Chapter not being a Director or member of the governing body of the Chapter in return for any services actually rendered to the Chapter.
- 4.5 Nothing herein shall prevent the payment, in good faith, by the Chapter:-
 - a. to any Director or member of governing body of out-of-pocket expenses;
 - b. of interest on money lent by any member of the Chapter or its Directors or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - c. of reasonable and proper rent for premises demised or let by any member of the Chapter or of its Directors or governing body;
 - d. of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Chapter or of its Directors or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- 4.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Clauses 4.4 and 4.5 above.

5. Limited Liability

The liability of the members is limited.

6. Extent of liability

Every member of the Chapter undertakes to contribute to the assets of the Chapter, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Chapter contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding fifty dollars.

7. Winding Up

If upon the winding up or dissolution of the Chapter there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chapter but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Chapter and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Chapter under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Chapter at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. Interpretation

The headings are inserted for convenience only and shall not affect the construction of this Memorandum.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

- (sd.) TANG CHI KEUNG
TANG CHI KEUNG (鄧志強)
170 Electric Road, 8/F, Flat B8,
Carson Mansion,
North Point, Hong Kong. Manager
- (sd.) CHOW CHAN LUM
CHOW CHAN LUM (鄒燦林)
2, Braemar Hill Road,
Ho King View, 20/F, Flat A
Hong Kong. Chartered Accountant
- (sd.) ALLAN TING-KAI LEUNG
ALLAN TING-KAI LEUNG (梁廷楷)
Ming Kung Mansion, Flat A
6th Floor, Tai Koo Shing,
Quarry Bay, Hong Kong. Bank Officer
- (sd.) JOSEPH TUNG YEE
JOSEPH TUNG YEE (童頤)
29-31 Hillwood Road,
5/F., Block C,
Kowloon, Hong Kong. Merchant
- (sd.) DAVID CHENG SHING HONG
DAVID CHENG SHING HONG (鄭盛康)
23B Nassau Road, 8/F.,
Mei Foo Sun Tsuen,
Lai Chi Kok, Kowloon,
Hong Kong. Certified Accountant
- (sd.) PERIANNA MARGARET WONG SOO LAN
PERIANNA MARGARET WONG SOO LAN (黃素蘭)
12B, Four Wind,
4 Mount Davies Road,
Hong Kong. Sales Manager
- (sd.) LI CHING KIT
LI CHING KIT (李澄結)
17, Fung Yi Street, 7/F.,
Kowloon,, Hong Kong. Assistant Manager

Dated the 27th day of October, 1979.

Witness to the above signatures,

(sd.) DUFFY WONG
DUFFY WONG CHUN NAM,
B2, 1/F., New Fortune House
New Praya, Kennedy Town, H.K.
Articled Clerk

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

- (sd.) CHAN PIK MI, ANY
CHAN PIK MI, AMY (陳璧媚)
228 Wanchai Road, 6/F., Flat C,
Hong Kong. Executive Secretary
- (sd.) ANDREW LAM CHI SING
ANDREW LAM CHI SING (林志成)
2 Mercer street, 2/F.,
Central District,
Hong Kong. Certified Public Accountant
- (sd.) WONG WAI PUI, RICKY
WONG WAI PUI, RICKY (黃煒培)
Flat B, 11/F., Wai Sun Building
392 Jaffe Road,
Wanchai, Hong Kong. Certified Accountant
- (sd.) YUNG OI KWAN
YUNG OI KWAN (楊愛群)
Room 1833, Block 11,
Kwai Fong Estate,
Kwai Chung, N. T. Shipping Clerk
- (sd.) WONG TIN JOE
WONG TIN JOE (黃天造)
20H, Tien Shan Mansion,
Tai Koo Shing, Quarry Bay,
Hong Kong. Merchant
- (sd.) SHIU YU-LAM
SHIU YU-LAM (邵汝林)
Room 601, 78 Des Voeux Road,
Central, Hong Kong. Insurance Broker
- (sd.) LEE SIU YAN
LEE SIU YAN (李兆欣)
416 King's Road,
Room 1037, Block C,
North Point, Hong Kong. Programmer

Dated the 27th day of October, 1979.

Witness to the above signatures,

(sd.) DUFFY WONG
DUFFY WONG CHUN NAM,
B2, 1/F., New Fortune House
New Praya, Kennedy Town, H.K.
Articled Clerk

The Companies Ordinance (Chapter 32)

**Company Limited by Guarantee
and not having a Share Capital**

**Articles of Association
of
East Kowloon Junior Chamber
(東九龍青年商會)
(As amended by Special Resolutions passed on 7th
December 2000 and 18th September 2004)**

INTERPRETATION

1. Interpretation

In these Articles, unless there is something in the context inconsistent therewith:

“The Chapter” means East Kowloon Junior Chamber (東九龍青年商會)

“The Directors” means the Directors of the Chapter.

“In writing” means written or produced by any substitute for writing or partly another.

“Member” means a member of the Chapter for the time being.

“Membership fees” includes fees upon admission and periodical subscription payable by a member to the Chapter.

“Month” and “Year” respectively means calendar month and calendar year.

“The Office” means the registered office for the time being of the Chapter.

“The Ordinance” means the Companies Ordinance, Chapter 32, and every other ordinance incorporated therewith, or any ordinance substituted therefor and in the case of any such substitution the references herein to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance.

“Rules” means the Memorandum And Articles of Association and by-laws of the Chapter.

“The Seal” means the Common Seal of the Chapter.

“The Secretary” means the Secretary for the time being of the Chapter.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine.

Subject as aforesaid any words or expressions defined in the Ordinance shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles.

The headings are inserted for conveniences only and shall not affect the constructions of these Articles.

2. Purposes

The Chapter is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. Number of members

The membership of the Chapter is limited to 200.

4. Classification of membership

Members shall be divided into the following classes:

- 4.1 Patrons
- 4.2 Honorary Life members
- 4.3 Full members

- 4.4 Senior members (*amended Dec 2000*)
- 4.5 Prospective members

5. Patrons

The Chapter may as it thinks fit, upon the recommendation of the Directors who have resolved by three quarters' majority, resolve by an ordinary resolution to invite any person to become a Patron of the Chapter, who is, in the opinion of the Chapter worthy of such distinction by reason of his position, dignity, fame, achievements, or other suitable qualifications, or distinguished contributions to the Chapter. A Patron shall be accorded all rights and privileges of a Full member save that he shall not be entitled to serve as a Director or on any committee or sub-committee of the Chapter nor have any voting right at any meeting and he shall not be liable to pay any membership fees. A Patron may relinquish his membership any time upon written notice being served on the Chapter. The Chapter may by an ordinary resolution withdraw, revoke, cancel or suspend the membership of a Patron if the Chapter thinks fit. The Chapter shall not at any time have more than 5 Patrons.

6. Honorary Life members

The Chapter may as it thinks fit, upon the recommendation of the Directors who have resolved by three quarters' majority, resolve by an ordinary resolution to invite any person to become an Honorary Life Member of the Chapter, who is, in the opinion of the Chapter worthy of such distinction by reason of his position, dignity, fame, achievements, or other suitable qualifications, or distinguished contributions to the Chapter. An Honorary Life Member shall be accorded all rights and privileges of a Full Member save that he shall not be entitled to serve as a Director nor have any voting right at any meeting and he shall not be liable to pay any membership fees. An Honorary Life Member may relinquish his membership at any time upon written notice being served on the Chapter. The Chapter may by an ordinary resolution withdraw, revoke, cancel or suspend the membership of an Honorary Life Member if the Chapter thinks fit. The Chapter shall not at any time have more than 10 Honorary Life Members.

7. Full Members

Any natural person aged between 18 to 40 years, of good standing, shall be eligible to apply for admission and may be admitted at the absolute discretion of the Directors as a Full Member, upon admission, a Full Member shall be entitled to exercise all rights and privileges of membership of the Chapter save as herein otherwise expressly excepted. A Full Member who has passed his fortieth birthday shall be entitled to retain his Full Membership until the conclusion of the next Annual General Meeting held after his fortieth birthday. A Full Member shall upon his admission as a Full Member pay an Initiation Fee. He shall also pay an Annual Subscription of such amount may from time to time be determined by an ordinary resolution of the members in general meeting in advance on the first day of each year. The annual subscription of a Full Member who is admitted not on the first day of a year shall be reduced on a pro rata basis by the number of complete months lapsed from the first day of the year until his admission. Those members who were Active Members of the Chapter on the commencement of this Article shall be converted into Full Members.

8. Senior Members (*Amended Dec 2000*)

Any natural person of the age 40 years or over, of good standing, shall be eligible to apply for admission and may be admitted at the absolute discretion of the Directors save that a Full Member, upon the expiry of the last day of the year after his fortieth birthday shall be automatically admitted as an Senior Member without application and approved by the Directors and any Initiation Fee. He shall be accorded all rights and privileges of a Full Member save that he shall not be entitled to serve as a Director except for the position of the Immediate Past President nor have any voting right at any general meeting. He shall also pay the Initiation Fee and Annual Subscription as a Full Member does save that a Full Member converting into a Senior Member shall be exempted from payment of any Initiation Fee and his current Annual Subscription in respect of his Full Membership if paid shall be credited as that for his Senior Membership. Provided that if a Senior Member shall elect to have his name removed from the mailing list of the Hong Kong Junior Chamber, the Directors may reduce the Annual Subscription payable by the Senior Member as they deem fit.

9. Prospective Members

Any natural person aged between 20 years and 6 months and 40 years, of good standing, shall be eligible to apply for admission and may be admitted at the absolute discretion of the directors as a Prospective Member. Upon admission, a Prospective Member shall be entitled to exercise all rights and privileges of a Full Member save that he shall not be entitled to serve as a Director nor have any voting right at any General Meeting of the Chapter. His membership shall terminate upon the expiry of six months after his admission as a Prospective Member or his admission to other class of membership, or his fortieth Birthday whichever is the earlier. A Prospective Member shall upon his admission as a Prospective Member pay an Entrance Fee of such amount as may from time to time be determined by an ordinary resolution of the members in general meeting which shall be credited towards his Initiation fee upon his admission as a Full Member.

10. Applications

Every candidate applying for any membership except Patronship or Honorary Life Membership shall be proposed by one and seconded by another Full Member. Every such application shall be in writing, signed by the candidate, his proposer and seconder in such form as the Directors may prescribe.

11. Omission

Any omission from or inaccuracy or misrepresentation in the particulars relating to or the description of any candidate shall render his election voidable at the absolute discretion of the Directors.

12. Rules

On the admission of a Member, the fact shall be notified to him by the Chapter and a copy of the Memorandum and Articles of Chapter and the by-laws of the Chapter shall be so forwards to him. A Member shall upon his admission be bound by all the rules and regulations of the Chapter.

13. Non-election

In the event of any candidate whose application has been rejected a notice thereof in writing shall be given to him, his proposer and seconder.

14. Rights not transferable

The rights and privileges of a member shall be personal to himself and not be transferable by his own act or by operation of law and cease upon his death or upon his ceasing from any cause to be a member hereunder.

15. Withdrawal of membership

Any member not being a Patron or Honorary Life Member may withdraw from the Chapter by giving one month's previous notice in writing to the Chapter.

16. Liability for membership fees

Any person who shall for any cause cease to be a member shall remain liable for and shall pay to the Chapter all membership fees and other moneys which at the time of his ceasing to be a member shall be due from him to the Chapter. Any membership fee paid by a member in advance shall not be refunded upon his ceasing to be a member. No member shall exercise any right or privilege of membership until he shall have paid his membership fee or other moneys due from him to the Chapter.

17. Cessation of membership

17.1 If the membership fees of any member are not paid within thirty days of written notification by the Chapter, his membership may cease at the absolute discretion of the Directors. The Directors may at their absolute discretion, reinstate such member on the payment of all his outstanding membership fees.

17.2 If any member shall violate the Rules of the Chapter from time to time made, or if such Member's conduct in or out of the Chapter shall, in the Director shall, after enquiry, resolve by at least a three quarters' majority to expel such Member from the Chapter. Such Member, however, shall have the right by written notice to the Directors within 14 days of being notified in writing of the

passing of such resolution to request for the calling of an Extraordinary General Meeting to determine this matter. The Directors shall thereupon by giving at least 14 days' notice, all an Extraordinary General Meeting to determine such appeal. At such Extraordinary General Meeting, such appeal shall be determined by an ordinary resolution.

GENERAL MEETINGS

18. Annual General Meeting

The Chapter shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Chapter and that of the next. Provided that so long as the Chapter holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and places as the Directors shall appoint.

19. Extraordinary General Meeting

All general meetings other than annual general meetings shall be called extraordinary general meetings.

20. Convening of Extraordinary General Meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong Special Administrative Region sufficient Directors capable of acting to form a quorum, any Director or any member of the Chapter may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

21. Notice

Any annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Chapter other than an annual general meeting or a meeting for the passing of a special resolution, shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Chapter in general meeting, to such persons as are, under the Articles of the Chapter entitled to receive such notice from the Chapter:

Provided that a meeting of the Chapter shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed –

- (a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

22. Accidental omission

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

23. Business

All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the income and expenditure accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

24. Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 15 Members present in person shall be a quorum.

25. Failure to muster a quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

26. Chairman

The President of the Chapter shall preside as chairman at a general meeting and may delegate the chairmanship of the election proceedings of the general meeting to the Immediate Past President. If there be no such President or if at any meeting he shall not be present within five minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their member (or, if no Director be present or if all the Directors present decline to take the chair, the Members present shall choose one of their member) to be chairman of the meeting.

27. Adjournment

The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28. Method of voting

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –

- (a) by the chairman; or
- (b) by at least 10 members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the rights to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Chapter shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

29. Time for poll

A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. Except as aforesaid, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

30. Cast vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to second or casting vote.

31. Number of votes

Every Full Member shall have 1 vote.

32. Admissibility

No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

33. Exercise of votes

On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

PROXIES

34. To attend and vote

A member may attend by proxy any general meeting which he is entitled to attend in person and, on a poll but not otherwise, vote by proxy on any resolution at any such meeting on which he would, if present in person, otherwise be entitled to vote. A proxy need not be a member of the Chapter.

35. General proxy

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which the Directors may approve:

EAST KOWLOON JUNIOR CHAMBER

(東九龍青年商會)

I, _____, of _____ being a Member
of the above-named Chapter hereby appoint _____
of _____, or failing him, _____ of _____
, as my proxy to vote for me on my behalf at the (annual or
extraordinary, as the case may be) general meeting of the Chapter to be held on the day of
20 ____, and at any adjournment thereof.

Signed this _____ day of _____ 20 __.

36. Special proxy

Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which the Directors may approve:

EAST KOWLOON JUNIOR CHAMBER

(東九龍青年商會)

I, _____, of _____ being a Member
of the above-named Chapter hereby appoint _____ of _____
, or failing him, _____ of _____, as my proxy to
vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the
Chapter to be held on the day of _____ 20 __, and at any adjournment thereof.

Signed this _____ day of _____ 20 __.

This form is to be used (* in favour of / against) the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

37. Execution of proxy form

An instrument appointing a proxy shall be signed by the appointor or his attorney.

38. Delivery of proxy form

An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, and failing previous registration which the Chapter, the power of attorney or a certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the office) at least 48 hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purpose of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

39. Rights of proxy

An instrument appointing a proxy shall be deemed to include the right to demand or join in the demanding a poll, and the same right to speak at the meeting as the appointor has.

40. Invalidation

A vote cast by proxy shall not be invalidated by the previous death or insanity of the appointor or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Chapter at the office at least 48 hours before, the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

DIRECTORS

41. Number of members

The Directors shall consist of not less than 7 and not more than 19 elected members and the ex-officio member. The Immediate Past President of the Chapter shall be the ex-officio member of the Directors for 1 year from the date of his retirement as President. The elected Directors shall include a President, not more than 4 Vice-Presidents, a Secretary and a Treasurer.

42. Term of office

The appointment of the Directors shall be for one calendar year. The Directors, other than the Immediate Past President, shall be elected each year at the Annual General Meeting. A retiring Director not being the President shall be eligible for re-election but shall not seek re-election to the post he is then holding save and except that an outgoing Vice-President may seek re-election to a Vice-Presidency with a scope of responsibilities substantially different from that of his previous or existing Vice-Presidency provided that a member shall not be entitled to be elected continuously or otherwise to Vice-Presidency for in total more than four calendar years.

43. Qualification

Subject to the exception that the Immediate Past President may be either a Full Member or a Senior Member, all Directors must be Full Members of the Chapter. A member shall have served as a Director or officer of the Chapter before he shall be qualified to be elected to the position of Vice-President, Secretary or Treasurer. A member shall have served as either a Vice-President or Secretary or Treasurer before he shall be qualified to be elected to the position of President.

44. Co-option

The Directors shall have power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Director so appointed shall hold office only until the next following new year, and shall be eligible for re-election.

45. Casual vacancy

The office of a Director shall be vacated in any of the following events, each of which shall, without prejudice to the creation of a casual vacancy in any other manner, for the purposes of these Articles be regarded as creating a casual vacancy, namely:

- (a) if he shall become prohibited by law from acting as a Director or shall cease to be qualified under these Articles to act as a Director;
- (b) if he shall resign by notice in writing signed by him and lodged with the Secretary or if he shall by notice in writing signed by him offer to resign and the Directors shall resolve to accept such offer, and so that in either such case the office of Director shall be vacated with effect from the date and/or time of or (if later) specified in such notice or offer or, if none, from the date on which it is so left or, as the case may be, accepted;
- (c) if he shall have a receiving order made against him or shall make any arrangement or composition with his creditors generally;
- (d) if in Hong Kong or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
- (e) if he shall be removed from office by Special Resolution in accordance with the Ordinance.

46. Nomination

Nomination to the Directors shall be in writing and signed by a proposer and a seconder both of whom shall be Full Members of the Chapter and endorsed by the candidate by way of confirmation of his consent to act if elected. Nominations shall be delivered to the Secretary 14 clear days before the annual general meeting at which the election is to take place and the Secretary shall within 7 clear days thereafter notify members of the nominations.

47. Election

The election of Directors at an annual general meeting shall take place in the following manner:

- (a) Each Member present shall be given a list of the entirety of the candidates written in alphabetical order (hereinafter called "the ballot paper") on which he shall mark or otherwise indicate in the manner set forth on the ballot paper those candidates whom he votes for as Directors. No Member shall indicate more names than there are vacancies to be filled and in the event that any Member shall do so his ballot paper shall be invalid.
- (b) The ballot papers shall be counted and checked by the scrutineers appointed by the Chairman from amongst the Members present, who shall prepare as soon as may be the results of the ballot showing the total number of votes in favour of each candidate and hand the same to the Chairman who shall announce the names of the successful candidates.

48. Chairman of meetings

The President, failing whom the Vice-Presidents present shall elect among themselves a Vice-President to take the chair, of all Directors' meetings. If neither be present within 5 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number to chair the meeting.

49. Quorum

The quorum necessary for the transaction of the business of the Directors shall be a majority of members of the Directors in office. A meeting of the Directors at which a quorum is present when the meeting

proceeds to business shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

50. Votes

Questions arising at any meeting of the Directors shall be determined by a majority of votes. The chairman of any meeting shall have a second or casting vote.

51. Declaration of material interest

A Director who is in any way, whether directly or indirectly, materially interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with the Chapter and which is of significance in relation to the Chapter's business shall declare the nature of his interest at the earliest meeting of the Directors at which it is practicable for him to do so, in accordance with the Ordinance. A general notice to the Directors by a Director stating that, by reason of facts specified in the notice, he is to be regarded as interested in contracts, arrangements or transactions or proposed contracts, arrangements or transactions of any description which may subsequently be made or contemplated by the Chapter shall be deemed for the purposes of this Article to be a sufficient declaration of this interest, so far as attributable to those facts, in relation to any contract, arrangement or transaction of that description which may subsequently be made or contemplated by the Chapter but no such general notice shall have effect in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction unless it is given before the date on which the question of entering into the same is first taken into consideration on behalf of the Chapter.

52. Interested Director's vote

A Director may not vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he may be counted in the quorum at any meeting of the Directors at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration provided that he has, where relevant, first disclosed his interest in accordance with the immediately preceding Article.

53. Short of quorum

The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by these Articles the continuing Directors or Director may act for the purpose of filling such vacancies or of summoning general meetings, but not for any other purposes. If there be no Directors or Director able or willing to act, then any two Members may summon a general meeting for the purpose of appointing Directors.

54. Resolutions in writing

A resolution in writing signed by all the Directors shall be as effective as a resolution duly passed at a meeting of the directors and may consist of several documents in the like form each signed by one or more directors.

55. Minutes

The Directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Chapter and of the Directors and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

56. Committees

The Directors may delegate any of their powers of discretion to committees consisting of one or more directors and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option

to the committee of members of the Chapter other than Directors and for such co-opted members to have voting rights as members of the committee.

57. Regulations of Committee meetings

The meetings and proceedings of any committee consisting of two or more persons shall be governed mutates mutandis by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are not superseded by any regulations made by the Directors under the last preceding Article.

58. Defects in appointment

All acts done by any meeting of Directors or of any committee, or by any person acting as a Director or as a member of any committee, shall as regards all persons dealing in good faith with the Chapter notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote or form part of a quorum, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote and form part of a quorum.

59. Powers

The business and affairs of the Chapter shall be managed by the Directors who may, subject to the Ordinance or by these Articles, exercise all such powers of the chapter as are not by the Ordinance or by these Articles required to be exercised by the Chapter in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the directors by any other Article.

60. Specific powers

Without prejudice to the general powers conferred as aforesaid and the other powers conferred by these Articles, it is hereby expressly declared that the directors shall subject to the proviso herein below appearing have the following powers, that is to say, power:

60.1 Formation expenses

To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Chapter.

60.2 Purchase

To purchase or otherwise acquire for the Chapter or sell or otherwise dispose of any property, rights or privileges which the Chapter is authorized to acquire at such price and generally on such terms and conditions as they shall think fit.

60.3 Employees

To engage, suspend or dismiss the employees of the Chapter and to fix and vary their salaries or emoluments.

60.4 Legal proceedings

To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Chapter or its officers, or otherwise concerning the affairs of the Chapter and also to compound and allow time for payment or satisfaction of any debts due and or any claims or demands by or against the Chapter.

60.5 Arbitration

To refer any claims or demands by or against the Chapter to arbitration and observe and perform the awards.

60.6 Receipts

To make and give receipts, releases and other discharges for moneys payable to the Chapter and for claims and demands of the Chapter.

60.7 Investment

To invest, lend or otherwise deal with any of the moneys or property of the Chapter in such manner as they think fit having regard to the Chapter's Memorandum of Association and from time to time to vary or realise any such investment.

- 60.8 To borrow
To borrow money on behalf of the Chapter and to pledge, mortgage or hypothecate any of the property of the Chapter.
- 60.9 Current accounts
To open a current account with themselves for the Chapter and to advance any money to the Chapter with or without interest and upon such terms and conditions as they shall think fit.
- 60.10 Negotiations
To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Chapter as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purposes of the Chapter.
- 60.11 Remuneration
To remunerate any officer or other person employed by the Chapter and to pay a gratuity or pension or allowances on retirement to any person who has held any other salaried office with the Chapter or to his widow or dependents and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.
- 60.12 Land
To sell, improve, manage, exchange, lease, let, mortgage or turn to account all or any part of the land, property, rights and privileges of the Chapter.
- 60.13 Reserve
To employ, invest or otherwise deal with any Reserve Fund or Reserve Funds in such manner and for such purposes as the Directors may think fit.
- 60.14 Mortgage
To execute, in the name and on behalf of the Chapter in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Chapter such mortgages of the Chapter's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- 60.15 Agent
From time to time to provide for the management of the affairs of the Chapter in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Chapter with such powers (including power to sub-delegate) and upon such terms as they think fit.
- 60.16 Rules
From time to time to make, vary or repeal rules and by-laws for the regulation of the business of the Chapter, its officers and servants provided always that any such rules and by-laws may be set aside by a resolution of general meeting of the Chapter.
- 60.17 Delegation
To delegation any or all of the powers herein to any Director or other person or persons as the Directors may at any time think fit.
- 60.18 Petition
To petition the Government or any Court Tribunal Authority or other body in the name of the Chapter.
- 60.19 Incidental matters.
To enter into such contracts, and do all such acts and things as they may think expedient for the purposes of the Chapter.

61. Cheques

All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Chapter shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two of the President, Vice-Presidents, Secretary and Treasurer provided that the Directors may resolve to require counter-signature by any person as the Directors deem fit in addition to the signatures of any two of the said four office bearers.

62. Seal

The Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors. Every instrument to which the Seal shall be affixed shall be signed autographically by any two Directors authorized for the purpose by the Directors, and where any instrument to which the Seal is affixed is so signed the Seal shall, as regards all persons dealing in good faith with the Chapter, be deemed to have been affixed to that instrument with the authority of the Directors.

ACCOUNTS

63. Accounts

The Directors shall cause proper books of account to be kept with respect to:

- 63.1 all sums of money received and expended by the Chapter and the matters in respect of which the receipt and expenditure takes place;
- 63.2 all sales and purchases of goods by the Chapter and
- 63.3 the assets and liabilities of the Chapter

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Chapter's affairs and to explain its transactions.

64. Inspection

The books of account shall be kept at the Office of the Chapter, or, subject to section 121(3) of the Ordinance, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chapter or any of them shall be open to the inspection of Members not being Director and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Chapter except as conferred by status or authorized by the Directors or by the Chapter in general meeting.

65. Annual accounts

The Directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Chapter in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Chapter in general meeting together with a copy of the Directors report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of , and every holder of debentures, if any, of the Chapter:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Chapter is not aware or to more than one of the joint holders of any debentures.

66. Audit

Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

67. Service

A notice may be given by the Chapter to any member either personally or by sending it by post to him or to his registered address. 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.

68. Persons to receive notice

Notice of every general meeting shall be given in any manner hereinbefore authorized to:

- 68.1 every member except those members who have not supplied to the Chapter an address within Hong Kong for the giving of notices to them; and

68.2 the auditors for the time being of the Chapter.

69. Indemnity

Subject to section 165 of the Ordinance, every Member of the Committee, Auditor and Officer for the time being of the Chapter shall be indemnified out of the funds and assets of the Chapter against any liability incurred by him in good faith in the proper and reasonable performance of his duties in relation to the Chapter in defending any proceedings, other than any liability which attaches to him by law in respect of any negligence, default, breach of duty or breach of trust, 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. Provided that none of the funds or assets of the Chapter shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

70. Winding up

The Provisions of Clause 7 of Memorandum of Association relating in the winding up or dissolution of the Chapter shall effect and be observed as if the same were repeated in these Articles.

71. Amendments

No addition, alteration or amendment shall be made to or in the Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.

Names, Addresses and Descriptions of Subscribers

- (sd.) CHAN PIK MI, AMY
CHAN PIK MI, AMY (陳璧媚)
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ANDREW LAM CHI SING (林志成)
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Hong Kong. Certified Public Accountant
- (sd.) WONG WAI PUI, RICKY
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Kwai Chung, N.T. Shipping Clerk
- (sd.) WONG TIN JOE
WONG TIN JOE (黃天造)
20H, Tien Shan Mansion,
Tai Koo Shing,
Quarry Bay, Hong Kong Merchant
- (sd.) SHIU YU-LAM
SHIU YU-LAM (邵汝林)
Room 601, 78 Des Voeux Road,
Central, Hong Kong Insurance Broker
- (sd.) LEE SIU YAN
LEE SIU YAN (李兆欣)
416 King's Road,
Room 1037, Block C,
North Point, Hong Kong Programmer

Dated the 27th day of October, 1979.

Witness to the above signatures.

(sd.) DUFFY WONG
DUFFY WONG CHUN NAM,
B2, 1/F., New Fortune House
New Praya, Kennedy Town, H.K.
Articled Clerk