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**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**

**ASSOCIATION FOR ENGINEERING AND MEDICAL VOLUNTEER SERVICES**

**工程及醫療義務工作協會**

(adopted by Special Resolution passed on 12 April 2005)

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Incorporated the 5th day of June 1990

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THE COMPANIES ORDINANCE (CHAPTER 32)

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A Company Limited by Guarantee  
and Not Having a Share Capital

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**MEMORANDUM OF ASSOCIATION**

**OF**

**ASSOCIATION FOR ENGINEERING AND MEDICAL VOLUNTEER SERVICES**

**(工程及醫療義務工作協會)**

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- 1st. The name of the Company is “ASSOCIATION FOR ENGINEERING AND MEDICAL VOLUNTEER SERVICES (工程及醫療義務工作協會)” (hereinafter called “The Association”).
- 2nd. The registered office of the Association will be situated in Hong Kong.
- 3rd. The objects for which the Association is established are:-
  - (a) To acquire and take over all or any part of the management, rights and obligations, assets and liabilities of the unincorporated association known as Association for Engineering and Medical Volunteer Services (工程及醫療義務工作協會).
  - (b) To undertake, promote, organize, sponsor, maintain, execute, manage and carry into effect charitable projects for the betterment of the community in Hong Kong and in particular:
    - (i) to serve the public through the practices of the professionals in the

engineering, medical and related fields;

- (ii) to arouse the concern of the professionals in the engineering, medical and related fields and the public of the needs of their professional help; and
  - (iii) to involve the professionals in the engineering, medical and related fields in volunteer services.
- (c) To promote, organize, sponsor, maintain, provide, manage and establish libraries, classes, training courses, services and other schemes and facilities for any one or more of the objects of the Association.
  - (d) To manufacture, buy, sell, distribute and generally deal in any plant, machinery, equipment, apparatus, tools, goods or things of any description, which in the opinion of the Association may be conveniently dealt with by the Association in connection with any one or more of the objects of the Association.
  - (e) To apply for, register, purchase, or by other means acquire protect by all necessary lawful means, prolong and renew, anywhere in the world, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Association may acquire or propose to acquire for any one or more of the objects of the Association.
  - (f) To research and develop any technique, materials product and invention for any one or more of the objects of the Association.
  - (g) To study and investigate into all kinds of technical problems and to provide consultation, solution, information and training of personnel in all respects for any one or more of the objects of the Association.
  - (h) To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property which may be deemed necessary or

convenient for any one or more of the objects of the Association.

- (i) To construct, maintain and alter any houses, buildings, or works necessary or convenient for any one or more of the objects of the Association.
- (j) To take any gifts of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (k) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, entrance fees, annual subscriptions, or otherwise for any one or more of the objects of the Association.
- (l) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of any one or more of the objects of the Association.
- (m) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (n) To borrow and raise money for any one or more of the objects of the Association on such terms and on such security as it may think fit.
- (o) To invest and deal with the moneys of the Association not immediately required for its purposes as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, rules and regulations of the Association and resolutions of the Association in General Meetings and subject also as herein provided.
- (p) To support and to aid in the establishment of any other associations formed for any one or more of the objects of the Association provided that any such other association shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof and that the Association shall not thereby acquire any subsidiary.

- (q) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.

- 4th. (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (b) Subject to clause (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however, to the Members of the Association.
- (c) No member of the Executive Committee shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause (5) below) shall be given by the Association to any member of the Executive Committee.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association not being a member of the Executive Committee of the Association in return for any services actually rendered to the Association.

(e) Nothing herein shall prevent the payment, in good faith, by the Association:-

(i) to any members of the Executive Committee of out-of-pocket expenses;

(ii) of interest on money by any Member of the Association or its Executive Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(iii) of reasonable and proper rent for premises demised or let by any Member of the Association or of its Executive Committee;

(iv) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Association or its Executive Committee 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.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clause (4) and (5) above.

5th. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum and Articles of the Association for the time being in force, unless and same shall have been previously submitted to and approved by the Registrar of Companies in writing.

6th Clauses 4 and 5 of this Memorandum of Association contain conditions on which a licence is granted to the Association in pursuance of Section 21 of the Companies Ordinance (Cap.32).

7th The liability of the Members is limited.

- 8th Every Member of the Association undertakes to contribute to the assets for the Association, 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 Association 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 the sum of HK\$100.00.
- 9th If upon the winding up or dissolution of the Association 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 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 amongst 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 a Judge of the High Court of the 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.
- 10th True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the Members. Once at least in every year, the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly authorized Auditor or Auditors.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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Names, Addresses and Descriptions of Subscribers

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Mr. Chan Fan (陳帆) (Sd.) Chan Fan

Engineer

Mr. Eddie Herbert Li (李華剛) (Sd.) Eddie Herbert Li

Engineer

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Dated this 22nd day of March, 1990

WITNESS to the above signatures:

(Sd.) Roger Wong  
Solicitor,  
Hong Kong



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**ARTICLES OF ASSOCIATION**

**OF**

**ASSOCIATION FOR ENGINEERING AND MEDICAL VOLUNTEER SERVICES**

**(工程及醫療義務工作協會)**

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**Preliminary**

- 1st. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 32, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there is something in the subject or context inconsistent therewith, the interpretation shall be as follows:-

“The Association” means ASSOCIATION FOR ENGINEERING AND MEDICAL VOLUNTEER SERVICES (工程及醫療義務工作協會).

“Hong Kong” has the same meaning provided in the Interpretation and General Clauses Ordinance, Chapter 1 of the Laws of Hong Kong.

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

“The Articles” means the Articles of Association of Association for Engineering and Medical Volunteer Services.

“Member” means a member of the Association.

“Executive Committee” means the Board of Directors of the Association for the time being.

“Chairman” means the Chairman of the Association for the time being.

“Vice-Chairman” means the Vice-Chairman of the Association for the time being.

“Director” means a Director of the Association for the time being.

“Secretary” means the Honorary Secretary of the Association for the time being.

“Treasurer” means the Honorary Treasurer of the Association for the time being.

“Annual General Meeting” means the yearly general meeting of the Members of the Association and includes the First General Meeting of the Members of the Association.

“Extraordinary General Meeting” means the general meeting of the Members of the Association convened under the Articles.

“General Meeting” means a general meeting of the Members of the Association whether annual or extraordinary.

“Special Resolution” has the meaning assigned to it by the Ordinance.

“The Registered Office” means the Registered Office of the Association for the time being.

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

“In writing” or “written” includes handwritten, printed, lithographed, typewritten, and other modes of representing or reproducing words in a visible form or partly by one and partly by another of those means.

Words importing the singular number only include the plural number and vice visa and words importing the masculine gender include the feminine gender and the neuter gender and vice visa.

## **Membership**

- 2nd. The number of Members with which the Association proposes to be registered is 100.
- 3rd. The Association is established for the purpose expressed in the Memorandum of the Association.
- 4th. The First Members of the Association shall be:-
  - (a) The Subscribers of the Memorandum of Association; and
  - (b) Every person who was at the date of incorporation of the Association a member of the unincorporated association known as Association for Engineering and Medical Volunteer Services (工程及醫療義務工作協會) and who within 2 months from the date of incorporation shall not have given notice in writing to the Association that he does not desire to be a Member of the Association.
- 5th. MEMBERS: Every person over the age of 21 and of sound mind who is interested in the promotion of the activities of the Association may apply for membership as a Member of the Association. Every Member shall be entitled to attend and vote at all General Meetings.
- 6th. Any person who wished to apply for membership shall sign and deliver to the Executive Committee at the Registered Office a written application which must be countersigned by the proposer who must be a Member. All applications for membership shall be subject to the approval of the Executive Committee whose decision shall be final and in case of rejection the Executive Committee

is not bound to tender any reason therefor.

- 7th. The entrance fee and annual subscription for membership shall be such sum as the Association in General Meeting may from time to time determine.
- 8th. Every Member shall be entitled to enjoy any right and privilege as Member subject to the Articles. Every Member shall be bound to observe and comply with the Articles and resolutions of the Executive Committee to protect the reputation of the Association and to pay the necessary entrance fee, subscription and any other payment due to the Association. If any Member shall fail to pay any sum which may be due from him to the Association for a period of 2 months after the same has become due, a reminder shall be sent to him calling his attention thereto, and if he shall still fail to pay the same within 1 month from the date of posting of such reminder, a final reminder shall be sent to him. If the amount due shall remain unpaid within 1 month from the date of posting of the final reminder, such defaulting Member shall ipso facto cease to be a Member; provided that if at any time the defaulting Member shall give a satisfactory explanation to the Executive Committee and upon payment of all arrears, he may in the absolute discretion of the Executive Committee be re-admitted as Member without payment of any entrance fee.
- 9th. The membership of any Member who has become bankrupt or of unsound mind or is found lunatic shall ipso facto be terminated. Any Member who acts in a way that is prejudicial to or jeopardizes the interest of the Association shall be liable to be expelled from the Association by a resolution of the Association in General Meeting.
- 10th. Any Member may terminate his membership by giving 14 days' notice in writing to the Association of his intention so to do, and upon the expiration of the said notice he shall cease to be a Member.
- 11th. Any Member who shall, through whatever cause, cease to be a Member, shall nevertheless remain liable for payment to the Association of all moneys which at the time of his ceasing to be Member are due from him to the Association and no entrance fee subscription for donation or any part thereof shall be returned to him in any event.

## **General Meetings**

- 12th. The Association shall in each year hold a general meeting and its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
- 13th. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 14th. The Executive Committee may, whenever it thinks 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.

## **Notice of General Meetings**

- 15th. An 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 Association 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 Association in General Meeting, to such persons as are, under the Articles entitled to receive such notices from the Association:

Provided that a meeting of the Association, 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.

16th. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member or persons entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

17th. 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 accounts, balance sheets and the reports of the Executive Committee 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.

18th. No business shall be transacted at any General Meeting unless a quorum of Member 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, 5 Members present in person or by proxy shall be a quorum.

19th. If within an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Member, 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 Executive Committee may determine, and if at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting the Members present either in person or by proxy shall be a quorum.

20th. The Chairman, and in his absence the Vice-Chairman shall preside as chairman at every General Meeting. If there are no such Chairman and Vice-Chairman, or if they shall not be present within 15 minutes after the time appointed for the

holding of the meeting or are willing to act or are absent from Hong Kong or have given notice to the Association of their intention not to attend the meeting, the Directors present shall elect one of their number to be chairman of the meeting.

- 21st. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
- 22nd. The chairman of any General Meeting 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 General Meeting is adjourned for 15 days or more, notice of the adjourned meeting shall be given as in the case of an original General 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 General Meeting.
- 23rd. 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 by at least 2 Members present in person or by proxy entitled to vote and, unless a poll is so demanded, a declaration by the chairman of the meeting 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 Association 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.
- 24th. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner as the chairman of the General Meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25th. In the case of an equality of votes, whether on a show of hands or on a poll, the resolution shall again be put to the vote of the meeting immediately in the same

manner, and in the case of an equality of votes occurring again, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

26th. 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.

### **Votes of Members**

27th. Every Member whether present in person or by proxy, shall unless he is also an Honorary Advisor of the Association, have one vote whether on a show of hands or on a poll.

28th. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid.

29th. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a Member.

30th. The instrument appointment a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority shall be deposited at the Registered Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

31st. An instrument appointing a proxy shall be in the following form, or any other form which the Executive Committee may approve:-



“To: Association for Engineering and Medical Volunteer Services:

I, \_\_\_\_\_ of \_\_\_\_\_  
(name of Member) (address)

being a Member of the Association for Engineering and Medical Volunteer

Services, hereby appoint \_\_\_\_\_  
(name of proxy)

of \_\_\_\_\_  
(address)

\_\_\_\_\_ as my proxy to vote for me and on my behalf at

the (Annual or Extraordinary, as the case may be) General Meeting of the

Association to be held on the \_\_\_\_\_, day of \_\_\_\_\_, and at any

adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_.

Signature : \_\_\_\_\_”

32nd. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **The Executive Committee**

- 33rd. (a) Unless otherwise determined by the Association in General Meeting, the Association shall have an Executive Committee consisting of not less than 7 nor more than 12 Directors including the Chairman, the Vice-Chairman, the Secretary and the Treasurer.
- (b) The names of the first Directors shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them.
- 34th. Subject to the Articles, the term of office of a Director shall commence immediately after the conclusion of the Annual General Meeting at which the election of Directors takes place until the next election of Directors to be held biennially at the Annual General Meeting. A retiring Director shall be eligible for re-election.
- 35th. The Executive Committee shall have power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy.
- 36th. The Association may by Special Resolution remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Association and such Director.
- 37th. The Association may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Committee under Article 35 the Association in General Meeting may appoint any person to be a Director to fill a casual vacancy. The person appointed to fill such a vacancy shall be subject to retirement at the forthcoming election of Directors.
- 38th. Only Members are eligible for election as Directors. No remuneration of whatever kind shall be paid to the Directors either directly or indirectly.
- 39th. The office of a Director shall ipso facto be vacated:-
- (a) if he becomes bankrupt;
  - (b) if he is found lunatic or becomes of unsound mind;
  - (c) if he shall for more than 6 months have been absent without permission

- of the Executive Committee from meetings of the Executive Committee held during that period;
- (d) if he resigns his office by 3 months' notice in writing to the Association;
  - or
  - (e) if he ceases to be a Member.

### **Borrowing Powers**

40th. The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, whether outright or as security for any debt, liability or obligation of the Association.

### **Power and Duties of the Executive Committee**

41st. The business of the Association shall be managed by the Executive Committee which may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by the Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Ordinance or the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

42nd. Subject always to Clause 4 of the Memorandum of Association, a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Association's business) with the Association shall, if his interest in the contract or proposed contract is material, declare the nature of his interest at a meeting of the Executive Committee in accordance with Section 162 of the Ordinance; provided that he shall not vote in respect of any such contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted and he shall not be counted in the quorum present at the meeting when any such contract or arrangement is under consideration.

- 43rd. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed by at least 2 directors or one director and one secretary or treasurer.
- 44th. The Executive Committee shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Executive Committee;
  - (b) of all the names of the Directors and members of a sub-committee present at each meeting of the Executive Committee and of any sub-committee of the Executive Committee;
  - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of sub-committees of the Executive Committee, and every Director present at any meeting of the Executive Committee or sub-committee of the Executive Committee shall sign his name in a book to be kept for that purpose.

### **Proceedings at the Executive Committee**

- 45th. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. The Chairman, or the Secretary may, and the Secretary on the requisition of 2 Directors shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any Director for the time being absent from Hong Kong.
- 46th. The quorum for a meeting of the Executive Committee shall be 4 Directors present.
- 47th. The continuing Directors may act notwithstanding any vacancy in the Executive Committee, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the

number of Directors to that number, or of summoning a General Meeting, but for no other purpose.

- 48th. The Association shall have one Chairman, one Vice-Chairman, one Secretary and one Treasurer to be elected by and from amongst the Directors.
- 49th. The Chairman, or in his absence the Vice Chairman shall preside at all meetings of the Executive Committee. If there is no such Chairman and Vice-Chairman, or if at any meeting they are not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
- 50th. The Executive Committee may delegate any of its powers to sub-committees consisting of such Members as it thinks fit provided that every such sub-committee shall consist of at least 1 Director and that only Members shall be eligible to be elected as members and the Committee Chairman of every such sub-committee; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.
- 51st. The Committee Chairman of every such sub-committee shall preside at all meetings of that sub-committee; if at any meeting the Committee Chairman of the sub-committee is not present within 15 minutes after the time appointed for holding the same, the Members present may choose one of their number to be chairman of the meeting.
- 52nd. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-committee present. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 53rd. All acts done by any meeting of the Executive Committee or of a sub-committee of the Executive Committee, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

54th. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Executive Committee, and consisting of one document or of separate copies prepared and/or circulated for the purpose shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held.

### **Election of Directors**

55th. The election of Directors shall take place biennially at the Annual General Meeting.

56th. Every candidate for election as a Director shall be proposed by one and seconded by another Member. Every such nomination shall be made in writing in such form as the Executive Committee may from time to time determine, signed by the candidate and by his proposer and seconder, to reach the Registered Office not less than 7 days before the date of the Annual General Meeting at which the election shall take place.

57th. Every Member shall be entitled to propose and second such number of candidates as he thinks fit for election as Directors at any one election, provided that the number of candidates proposed by him shall not exceed the number of vacancies available for the offices of Directors.

58th. If the number of candidates nominated does not exceed the number of vacancies available for the offices of Directors, then, subject to Article 33, the chairman of that Annual General Meeting shall declare that those candidates are ipso facto elected as Directors. Otherwise, the election shall proceed with by means of balloting and the candidates who have the most votes shall be elected as Directors.

59th. The Secretary shall, notwithstanding his retirement from office in accordance with the Articles, forthwith summon a meeting of the newly elected Directors, to be held within 14 days after the date of the Annual General Meeting at which the election of Directors takes place, for the election of the Chairman, Vice-Chairman, Secretary and Treasurer as provided in the Articles.

## **Honorary Advisors**

- 60th. The Association in General Meeting may, upon the recommendation of the Executive Committee, invite any person whether a Member or not to become an Honorary Advisor of the Association for such terms as it may determine who, in the opinion of the Executive Committee, is worthy of such distinction by reasons of his fame, position, outstanding qualifications, or who has rendered distinguished services to the Association; provided that any such person may relinquish his office at any time upon 3 months' notice in writing being given to the Association.
- 61st. A Director shall not be eligible for invitation as an Honorary Advisor of the Association. Every such person is not required to make any payment of entrance fee or subscription during his term of office and shall, subject to the Articles, be entitled to enjoy all facilities and take part in the functions and activities of the Association. Every such person shall have no right to attend any General Meeting unless he is also a Member but he shall have no right to vote and shall not be eligible for election as a Director.

## **The Seal**

- 62nd. The Executive Committee shall provide for the safe custody of the Seal which shall not be used except by the authority of a resolution of the Executive Committee, and every instrument to which the Seal shall be affixed shall be signed by 2 Directors.

## **Accounts**

- 63rd. The Executive Committee shall cause proper books of account to be kept with respect to :-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.

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 Association's affairs and to explain its transactions.

- 64th. The books of account shall be kept at the Registered Office, or subject to section 121 (2) of the Ordinance at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Directors.
- 65th. The Executive Committee 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 Association or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.
- 66th. The Executive Committee shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 67th. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Executive Committee 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 and person entitled to receive notices of General Meetings.

### **Audit**

- 68th. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.



## **Notices**

- 69th. Notice of every General Meeting shall be given to every Member entitled to attend and vote thereat, every person as is under the Articles entitled to receive such notice and such other persons as the Executive Committee may determine provided that it shall not be necessary to give notice of a General Meeting to any Member for the time being absent from Hong Kong.
- 70th. A notice may be given by the Association to any Member or person entitled to receive the same either personally or by ordinary post to be sent to him to his address registered with the Association. When 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 at the expiration of 24 hours after the letter containing the same is posted.

## **Winding Up**

- 71st. The provisions of Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated herein.

## **Indemnity**

- 72nd. Subject to section 165 of the Ordinance, every Director, agent, auditor, Secretary and other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in the proper or reasonable discharge of his duties in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 358 of the Ordinance in which relief is granted to him by the Court provided that none of the assets of the Association shall be applied either directly or indirectly 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.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

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Names, Addresses and Descriptions of Subscribers

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Mr. Chan Fan (陳帆) (Sd.) Chan Fan

Engineer

Mr. Eddie Herbert Li (李華剛) (Sd.) Eddie Herbert Li

Engineer

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Dated this 22nd day of March, 1990

WITNESS to the above signatures:

(Sd.) Roger Wong  
Solicitor,  
Hong Kong