

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

**THE HONG KONG FORMER IMMIGRATION SERVICE STAFF
ASSOCIATION LIMITED**

香港前入境處職員協會有限公司

Incorporated the 19th day of November, 2004.

(Revised on the 24th day of November 2011)

HONG KONG

THE COMPANIES ORDINANCE (CHAPTER 32)
Company Limited by Guarantee and Not Having a Share Capital
MEMORANDUM OF ASSOCIATION
OF
THE HONG KONG FORMER IMMIGRATION SERVICE STAFF
ASSOCIATION LIMITED
香港前入境處職員協會有限公司

1. The name of the Company is “The Hong Kong Former Immigration Service Staff Association Limited 香港前入境處職員協會有限公司” (hereinafter called “the Association”).
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
 - a. To promote the welfare and well-beings of the members;
 - b. To strengthen communications and to enhance mutual help among members;
 - c. To encourage, promote and organise social recreational and cultural activities and good relations amongst members;
 - d. To represent the members in its dealing with government departments and in particular to maintain a close relationship with the Immigration Department and its staff associations and to render support to their activities when required;
 - e. To accept, manage and run entrusted funds for charity purposes; and
 - f. To do all such things as are incidental or conducive to the above objects or any of them.
4. (1) 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.

(2) Subject to sub-clauses (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 howsoever, to the members of the Association.

(3) No member of the Executive Committee of the Association 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 sub-clause (5) below) shall be given by the Association to any member of the Executive Committee.

- (4) 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 service actually rendered to the Association.
- (5) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (a) to any member of its Executive Committee of out-of-pocket expenses;
 - (b) of interest on money lent 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;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of 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.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceases 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 HK\$10.00 (ten dollars).
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, this 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 objectives 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 above, 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 this provision cannot be effected, then to some charitable object.

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

Name, addresses and descriptions of subscribers	
(Sd.) Pang Kue Chuen Patrick (彭鉅銓)	Retiree
(Sd.) Hui Kung Shun (許拱辰)	Retiree
(Sd.) Chan Yee Wai Vincent (陳依偉)	Retiree
(Sd.) Tse Chor Kin Freddy (謝礎堅)	Retiree
(Sd.) Wong Kwong Chung (王廣松)	Retiree
(Sd.) Wong Shiu Pui John (黃兆培)	Retiree

Dated the 5th day of October, 2004.

WITNESS to the above signatures:

(Sd.) Chung Pui Lam,
Solicitor,
Hong Kong, SAR
Rooms 1601-1606, 16th Floor,
ING Tower,
308-320 Des Voeux Road Central,
Hong Kong.

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Interpretation

1. In these articles:-

“the Association”	means the abovenamed Association
“the Executive Committee”	means the Executive Committee for the time being of the Association
“Member” or “Members”	means member or members of the Association
“the Ordinance”	means the Companies Ordinance, Chapter 32 as may be amended from time to time
“President”	means the President of the Association elected pursuant to these Articles
“Seal”	the common seal of the Association
“Secretary”	means any person appointed to perform the duties of the Secretary of the Association pursuant to these Articles

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing words in a visible form.

Words importing masculine gender shall include feminine gender.

When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association shall have the

meanings so defined.

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

Members

3. The Association is declared to consist of an unlimited number of Members.
4. The subscribers to the Memorandum and Articles of Association and the following founder members shall be Members of the Association upon formation of the Association.
5. The founder members of the Association are as follows:-
 - 1) Chu Hak-kong, Victor (朱克剛)
 - 2) Chow Yuk-kwan (周鈺錕)
 - 3) Law Yiu-tung, Tony (羅耀通)
 - 4) Leung Ka-ching (梁嘉靖)
 - 5) Lo Hin-cheung, Elaine (羅衍璋)
 - 6) Lui Kwai-hung (呂桂雄)
 - 7) Ng Lin-kuen, Nancy (伍連娟)
 - 8) Ng Sue-ping (伍仕炳)
 - 9) Ting Wing-chuen (丁永泉)
6. Every person who desires to become a member of the Association shall submit an application in writing in such form as the Executive Committee may from time to time prescribe.
7. The Association shall have five categories of membership who satisfy the following requirements:-

- | | |
|----------------------|--|
| (a) Full Member | There shall be 2 kinds of Full Member:- <ol style="list-style-type: none">i) Former members of the Immigration Service under the Immigration Service Ordinance Cap 331 who have retired from the Service;ii) Former members of the Immigration Service under the Immigration Service Ordinance Cap. 331 who had not less than 10 years Immigration Service and who are not less than 50 years of age. |
| (b) Associate Member | There shall be 3 kinds of Associate Member:- <ol style="list-style-type: none">i) Retired Civil Servants;ii) Hong Kong Government pensioners; oriii) Former Civil Servants who are not less 50 years of age; |

and who have worked in the Immigration Department for not less than 5 years, irrespective of rank and grade.

(c) Dependant Member The spouse of any Full Member, Life Member or Associate Member.

(d) Life Member There shall be 3 kinds of Life Member:-

- i) Life Full Member is a member of (a) above;
- ii) Life Associate Member is a member of (b) above; or
- iii) Life Dependent Member is a member of (c) above;

and who is willing to and pays for 10 years subscription fees of the appropriate category at any time.

Life Members shall enjoy the same privileges and rights as their respective categories of membership and reference in these Articles to any category of membership shall include a Life Member of that category.

(e) Honorary Member Any philanthropist, donors, benefactors and patrons of the Association. An Honorary member shall enjoy all privileges except the right to vote and be voted into the offices of the Association.

7A. No amendment to the requirements for Full Members effected on 24th November 2011 shall affect the validity of membership of any person who had become a Full Member before that date.

8. The applications for membership shall be determined by the Executive Committee. The Executive Committee shall have full power to approve or impose any such condition(s) as it deems appropriate, or refuse any application, without assigning any reason whatsoever. The Executive Committee may also consider and accept application(s) from those who may not comply with the requirements set out in paragraph 7 above.

9. (a) Notwithstanding anything in these Articles, the only members who shall have the right to be given notice of and to attend meetings to vote and be voted into the offices of the Association are Full members and Life Full members.

(b) Except for Life Members and Honorary Members, all Members are liable to pay the annual subscription at a sum to be determined by the General Meeting from time to time.

10. The rights and privileges of a Member shall be personal to himself, not transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing for whatsoever reason to be a member.

Disqualification of Member

11. A Member shall cease to be a Member:-

(a) If he resigns by notice in writing given to the Executive Committee, such resignation will take effect one month after the receipt of the notice by the Executive Committee or on such earlier date

as the Executive Committee shall determine.

- (b) If by a special resolution of all members of the Executive Committee, it is declared that his conduct has been prejudicial to the good name of the Association, and that his membership be terminated, his membership shall be terminated provided that before the resolution is passed, the Member shall be given a fair opportunity to appeal before a general meeting of the Association on his own behalf, or with legal counsel or solicitor.
- (c) The annual subscription or any other moneys required to be paid by him was not fully paid within 180 days when it becomes due.

General Meetings

- 12. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting 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 Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it needs 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 place as the Executive Committee shall decide.
- 13. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 14. The Executive Committee 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 sufficient members of the Executive Committee capable of acting to form a quorum, not less than 20 of the aggregate of Full Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

Notices of General Meetings

- 15. 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 of the Association, 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 at the meeting; 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 percent of the total voting rights of all the Members entitled to attend and vote at that meeting.

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

Proceedings at General Meetings

17. All business transacted at an extraordinary general meeting, and at an annual general meeting shall be deemed special with the exception of the consideration of the accounts, balance sheets, and the report of the Executive Committee and the election of the members of the Executive Committee in place of those retiring and the determination of the remuneration, if any, of the auditors.

18. Twenty Full members personally present or by proxy shall be a 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 throughout the meeting, save as herein otherwise provided.

19. 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, 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.

20. Subject to Article 21, the President shall preside as chairman at every general meeting of the Association.

21. The President, if any, of the Executive Committee shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, members of the Executive Committee present shall elect one of their members to be chairman of the meeting.

22. The President 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.

23. 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 show of hands) demanded by at least two full 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 unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
24. If a poll is duly demanded, it shall be taken in such manner as the President (or other person presiding at such meeting) directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or 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 a second or casting vote.
26. A poll demanded on the election of a chairman of the meeting, 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 may direct.
27. Any resolution of the Members of the Association in writing signed by all the Full Members for the time being, in whatever part of the world they may be, shall be valid and binding as a resolution of the Association.

Votes of Members

28. Subject to Article 29, every Member who is eligible to vote shall have one vote. The vote may be given either personally or by proxy.
29. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association have been fully paid.
30. On a poll votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing signed by the appointer or his duly authorized attorney in writing. A proxy need not be a Member.
32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is

signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association not less than 48 hours before the time holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be valid.

33. An instrument appointing a proxy may be in any form which the Executive Committee may from time to time approve.
34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation of such death, insanity or revocation as aforesaid shall have been received by the Association before the commencement of the meeting or adjourned meeting at which the proxy is used.

Honorary Appointments

36. The Executive Committee may, from time to time in its discretion and on such terms as it thinks fit, appoint person or persons, of any nationality and/or locality, competent in and/or concerned with matters of interest to the Association and further of good repute to be Advisors and other Honorary Notaries of the Association under the titles of Honorary Advisor, Honorary President, Honorary Vice President or other posts for a tenure of two years or otherwise to advise the Association and/or the Executive Committee, general or specifically on any issue, subject or matter. Such Advisors and Honorary Notaries shall not be entitled to vote in any meetings and shall not have any executive function or power other than those delegated, if any, by the Executive Committee. The Executive Committee will invite the serving Director of Immigration while in the term of his office to be the Honorary Patron.
37. The holder of any Honorary posts shall cease to hold his office:-
 - (a) Upon expiry of this term of appointment.
 - (b) If he resigns by notice in writing given to the Executive Committee, such resignation will take effect one month after the receipt of the notice by the Executive Committee or on such earlier date as the Executive Committee shall determine.
38. If by a special resolution of all members of the Executive Committee, it is declared that his conduct has been prejudicial to the good name of the Association, and that his office be terminated, his office shall be terminated provided that before the resolution is passed, he shall be given a fair opportunity to make representation to the Executive Committee before its final decision.

The Executive Committee

39. The Association shall have an Executive Committee consisting of not less than 5 and not more than 20 members. They are:-
- (a) 1 President
 - (b) not more than 3 Vice Presidents
 - (c) not more than 3 Secretaries
 - (d) not more than 3 Treasurers
 - (e) not more than 16 Committee Members
40. The members of the first Executive Committee shall be determined in writing by the subscribers of the Association. The subsequent members of the Executive Committee shall be determined by the Full Members in the annual general meetings.
41. The President, Vice President, Secretary and Treasurer of the Executive Committee shall be elected from the members of the Executive Committee by means of voting amongst themselves and all Members of the Executive Committee will hold office for no more than 2 years and retire at every alternate annual general meeting.
42. The retiring members of the Executive Committee shall be eligible for re-election except that the President and the Vice President shall not serve in the same office for more than two consecutive terms.
43. A member of the Executive Committee who ceases to be a member of the committee shall, within 14 days of his ceasing to be a member, hand over to the secretary or, if the secretary is not readily available, the President or Vice President or in their absence of the committee any books or records of account, papers, documents and other records in respect of the control, management and administration of the Association together with any movable property belonging to the Association that are under his control or in his custody or possession.
44. If a casual vacancy occurs in the office of the President or Vice President of the Executive Committee:-
- (a) The Association may, by a resolution passed at a general meeting of the Association convened by the Executive Committee for that purpose, appoint a Full Member to fill the vacancy till the next annual general meeting of the Association; or
 - (b) in the case where no general meeting of the Association has been so convened, the members of the Executive Committee may instead appoint from amongst themselves a member to act as President or Vice President, as the case may be, till the next annual general meeting of the Association.

45. If a casual vacancy occurs in any other office of the Executive Committee, the Executive Committee may appoint a Full Member to fill the vacancy till the next annual general meeting.
46. The Secretary of the Executive Committee shall be the secretary of the Association for the purpose of company registration.

Powers and Duties of the Executive Committee

47. (a) The business of the Association shall be managed by the Executive Committee, who 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 these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these 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.
- (b) The Executive Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertakings and property, or any part thereof.
48. The Executive Committee may make by-laws for regulating the affairs of the Association which shall not have been regulated by these Articles which shall be binding on all members, and may from time to time revoke, alter or replace any such by-laws. In particular and without prejudice to the generality of the foregoing, the Executive Committee may make such by-laws in regard to all or any of the following matters :-
- (a) as to the rights and privileges (so far as not provided for by these presents) which shall be accorded to the Members of the Association;
- (b) as to the organization, management and conduct of social cultural and recreational events;
- (c) as to the arrangements for reciprocal concessions or other matters with other associations;
- (d) as to any other matter as to the operation of the Association not already provided for by the Memorandum and Articles of Association thereof for the time being in force, provided always
- (i) that no by-laws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Association.
- (ii) that any by-laws may be cancelled, modified or amended by Special Resolution of any general or extraordinary general meeting.
49. The Executive Committee may delegate any of its powers to subcommittees to be appointed by it

consisting of such persons as it shall think fit, and may from time to time, revoke such delegation or revoke the appointment of and discharge any sub-committee or its member either wholly or in part, every sub-committee so appointed shall, in the exercise of the powers so delegated, conform to any rules or directions that may from time to time be imposed on them by the Executive Committee.

50. The Executive Committee shall have the power to designate by resolution or otherwise any person or persons, whether or not a member of the Executive Committee, to act on behalf of the Association subject to such limitations or revocation as may be determined by the Executive Committee from time to time.

51. (a) The Executive Committee shall have the power to sign cheques or pay out cash of the Association by its key members of the Executive Committee, namely, the President, the Vice President, Treasurer and the Secretary. Subject as hereinafter provided, for a sum up to \$100,000, the authority of the Treasurer or the Secretary and one of the key members is required; for a sum over \$100,000, the authority of the Treasurer or the Secretary and two of the key members are required.

The method of signing cheques and operating bank account(s) shall be subject to alternation to such other manner or manners by the Executive Committee as it may from time to time determine.

(b) All promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case in the same manner as in paragraph (a) above.

52. The Executive Committee shall cause minutes to be made in the books provided for the purpose:-

(a) of all appointments and removals of the members of the Executive Committee;

(b) of the names of the members present at each meeting of the Executive Committee, and of any subcommittee; and

(c) of all resolutions and proceedings at all meetings of the members, and of the Executive Committee and subcommittee(s).

Seal

53. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Association. Every instrument to which the seal shall be affixed shall be signed by the President or Vice President and one Executive Committee member or such other member as the Executive Committee may from time to time determine.

Executive Committee Meeting

54. An Executive Committee shall meet and dispatch business at least once in every period of 3 calendar months.
55. (1) A meeting of an Executive Committee:-
- (a) may be convened at any time by the President or the Vice President (if any) in the absence of the President; and
 - (b) shall be convened by the secretary at the request of any 2 Full Members thereof, within 14 days of receiving such request.
- (2) Notice of a meeting of the Executive Committee shall be served by the secretary upon each member of the Executive Committee at least 7 days before the date of the meeting and every such notice shall specify; the place, date and time of such meeting and the resolutions (if any) that are to be proposed.
- (3) Service of a notice required to be served under subparagraph (2) may be effected.
- (a) personally; or
 - (b) by post addressed to the member of the Executive Committee at his last known address; or
 - (c) by facsimile transmission, electronic or digital means to the e-mail address of the members of the Executive Committee.
- (4) If the Executive Committee resolves that it shall meet at specified intervals and the resolution specifies the place, dates or days and times of such meetings, the secretary shall serve a copy of such resolution, and a copy of any subsequent resolution of the Executive Committee affecting the same, upon each member of the Executive Committee by such means as are referred to in subparagraph (3)(a), (b) or (c), and subparagraph (2) shall not apply in the case of any such meeting.
56. The quorum at a meeting of the Executive Committee shall be not less than 50% of the total number of the Executive Committee members.
57. (1) A meeting of the Executive Committee shall be presided over by:-
- (a) the President; or
 - (b) in the absence of the President, the Vice President (if any); or
 - (c) in the absence of the President and the Vice President (if any), a member appointed

as President for that meeting by the members present.

- (2) Subject to provision of these Articles, all acts, matters or things authorised or required to be done by the Executive Committee may be decided by a resolution passed by a majority of the votes of its members present at the meeting.
 - (3) At a meeting of the Executive Committee, each member present shall have one vote on a question before the committee and if there is an equality of vote the person presiding over the meeting shall have a casting vote.
 - (4) The secretary shall keep minutes of the proceedings at every meeting of the Executive Committee;
 - (5) The minutes referred to in subparagraph (4) shall be certified by the person presiding over the meeting as containing a true record of the proceedings of the meeting of the Executive Committee to which they relate.
58. Any resolution of the Executive Committee of the Association in writing signed by all the members of the Executive Committee for the time being, in whatever part of the world they may be, shall be valid and binding as a resolution of the Executive Committee of the Association.

Disqualification of Executive Committee Member

59. An Executive Committee Member shall be disqualified if he:-
- (a) has been declared bankrupt;
 - (b) has entered into composition with his creditors;
 - (c) has at any time been sentenced to any term of imprisonment whether or not suspended;
 - (d) if by a special resolution of all members of the Executive Committee, it is declared that his conduct has been prejudicial to the good name of the Association, and that his membership be terminated, his membership shall be terminated provided before the resolution is passed, he shall be given a fair and prior opportunity to appeal before the general meeting of the Association on his own behalf or with legal counsel or solicitor;
 - (e) absents himself from 3 or more consecutive meetings of the Executive Committee without approved by the Executive Committee;
 - (f) becomes insane or on account of his health incapable to carry out his duty.

Account

60. 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 take 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.

61. The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee think fit.
62. The Executive Committee shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure statement, balance sheets, group accounts (if any) and reports as are referred to in those sections.
63. The Executive Committee shall appoint Auditors whose duties are to be regulated in accordance with the Ordinance.
64. The Executive Committee will ensure that notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who have not supplied to the Association an address for the giving of notices to them; and
 - (b) the auditors for the time being of the Association.

Indemnity

65. The Executive Committee members, auditors, and other officers for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by them 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.

Service of Notice to Members

66. (1) A notice may be given by the Executive Committee to any Member either personally or by sending it by post, facsimile transmission, or electronic or digital means to him or to his last known address,

or to the address supplied by him to the Association for the giving of notice to him.

- (2) (i) Notice given personally shall be deemed given at the time of its deliver.
- (ii) 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 at the expiration of in case the address is in Hong Kong 48 hours, in any other case 7 days after the letter containing the same is posted.
67. Notice sent by facsimile transmission, electronic mail or digital means shall be deemed given at the time of its actual transmission provided that the Executive Committee has not received any indication that the facsimile transmission or electronic mail message has not been successfully transmitted to the intended recipient.
68. In the event of a change of address of a member, notification of the new address shall be given to the Secretary to facilitate communication.

Winding Up

69. The provisions of Clauses 6 and 7 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.
70. Save as aforesaid, the Association shall not be dissolved except with the consent of not less than two-thirds of all Full Members of the Association expressed in person or by proxy at an Extraordinary General Meeting or Special Meeting convened for the purpose.

Miscellaneous

71. The following sections of the Electronic Transactions Ordinance (Ordinance No.1 of 2000) shall apply in respect of electronic transactions, if any, used by the Association:-
5. Requirement for writing.
6. Digital signatures.
7. Presentation or retention of information.
8. Retention of information in electronic record.
15. When sections 5, 6 & 7 apply to transactions between persons who are not government entities.
16. Sections 5, 6, 7 and 8 will not have effect if their operation effects other statutory requirements.

Name, addresses and descriptions of subscribers

(Sd.) Pang Kue Chuen Patrick (彭鉅銓)	Retiree
(Sd.) Hui Kung Shun (許拱辰)	Retiree
(Sd.) Chan Yee Wai Vincent (陳依偉)	Retiree
(Sd.) Tse Chor Kin Freddy (謝礎堅)	Retiree
(Sd.) Wong Kwong Chung (王廣松)	Retiree
(Sd.) Wong Shiu Pui John (黃兆培)	Retiree

Dated the 5th day of October, 2004.

WITNESS to the above signatures:

(Sd.) Chung Pui Lam,
Solicitor,
Hong Kong, SAR
Rooms 1601-1606, 16th Floor,
ING Tower,
308-320 Des Voeux Road Central,
Hong Kong.