

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
HONG KONG ELECTRICAL CONTRACTORS'
ASSOCIATION LIMITED

香港電器工程商會有限公司

Name changed on 18th day of September 1986

Incorporated the 8th Day of February 1977

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
HONG KONG ELECTRICAL CONTRACTORS
ASSOCIATION LIMITED
香港電器工程商會有限公司

Passed on the 10th day of November, 2006.

At an Extraordinary General Meeting of the abovenamed Association duly convened and held at the Main Hall of Marina Club , 11 Middle Road, Tsimshatsui, Kowloon on 10th November 2006, the following resolution.:-

“That the Articles of Association of the Association be and is hereby amended in by adding to clause 3 (p) the following :-

3 (p) *To join The Hong Kong Federation of Electrical and Mechanical Contractors Limited (“the Federation”) as a Constituent Association; to support the Federation in its role of representing the local electrical and mechanical industry; to participate in activities organized by the Federation for the advancement of the industry; to affiliate with other Constituent Associations for promoting and safeguarding the interest of the members of the Federation; and to abide by the byelaws of the Federation.*

(Sd.)William CHAN

(William CHAN)

Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

WRITTEN RESOLUTION

OF

HONG KONG ELECTRICAL CONTRACTORS'
ASSOCIATION LIMITED

香港電器工程商會有限公司

Passed on the 3rd day of November 2005

At the Extra-ordinary General Meeting of the Association duly convened and held at the Gordon Wu Hall of the B.P. International House, 8 Austin Road, Tsimshatsui, Kowloon, Hong Kong on 3rd November 2005 at 6:30 p.m., the following special resolution was duly passed :-

SPECIAL RESOLUTIONS

That the Memorandum of Association of the Association be amended in the following manner:

- (a) by adding in Clause 3 after sub-clause (p) a further sub-clause as follows:-
 - (q) To join or form alliance with any companies institution, societies or association having objects similar to the Association.
- (b) by deleting in line 11 of Clause 7 the word “Supreme” and replacing the same with “High”.

That the Articles of Association of the Association be altered in the following manner:

- (a) by inserting in Article 1 two (2) new definitions:
“Bye-Laws” mean the Bye-Laws made from time to time by the Executive

Committee in accordance with Article 45 of these Articles.

“Designated Representative” means a person nominated by a Company Member and accepted by the Executive Committee to be the authorized representative of the company Member for all its dealings with the Association.

- (b) by adding at the end of Article 5 the following sentence:

The Executive Committee shall have absolute discretion to approve or reject the nomination of or demand the change of the Designated Representative, and in the case of the demand of change, the Company Member shall within a reasonable time as may be decided by the Executive Committee from time to time, withdraw the Designated Representative or submit a new nomination for consideration by the Executive Committee.

- (c) by adding at the end of Article 6 the following sentence:

A member changing from one membership class to another shall pay the prevailing entrance fee of the new membership class and shall be given credit for the entrance fee previously paid but there shall be no refund for any surplus arising there from.

- (d) by deleting in line 1 of Article 13 the word “calender” and substituting the same with “calendar”.

- (e) by deleting in line 1 of Article 17 “Section 116(2)” and substituting the same with “Section 116(1)”.

- (f) by deleting in line 5 of Article 19 the word “elction” and substituting the same with “election”.

- (g) in Article 36 in lines 2 and 3 the following words “Association other than the Honorary Life Directors” be deleted and substituted with the words “Executive Committee”.

- (h) in Article 37 there shall be inserted in line 2 after the word Association the following words “and in cases where the voting Member is a company, its Designated Representative shall automatically cease to be a director of the Executive Committee if he ceases to be the Designated Representative of the member.”

- (i) in Article 39 in sub-clause (c) insert at the beginning the words “at least in line 1 of the last paragraph of the Article delete the word “Association” and substitute the words “Executive Committee”.

- (j) by adding at the end of Article 40 the following words “consisting of directors of the Executive Committee and Working Groups which may include any person whomsoever.”

- (k) by deleting in line 3 of Article 45 the word “resoved” and substituting the same with “resolved”.

- (l) at the end of Article 50 there be added the following words and sentence “no proxy or alternate may be appointed by any director for the purpose of attending the Executive Committee meetings.”
- (m) in Article 53 sub-clause (b) and (c) be deleted and substituted as follows:
 - (b) all moneys received except a sum of amount to be determined from time to time by the Executive Committee to be kept in the Association to meet sundry expenses, shall be deposited into the bank account opened by the Executive Committee.
 - (c) all cheques shall be signed by two signatories jointly, one each from group A and B as follows:-
 - Group A: The President or the Chairman or one of the Honorary Secretaries;
 - Group B: One of the Vice-Presidents or one of the Honorary Treasurers.
- (n) in Article 58 at the end of sub-clause (c) there be added the words “or in the case of a Designated Representative, his authority is withdrawn by the Company Member”.
- (o) in line 2 of Article 58 sub-clause (f) 223 be deleted.
- (p) by deleting Article 58 sub-clause (g) and substituting the same with “If he is, or the Member company is in cases where the director is a Designated Representative, found guilty of a criminal offence by a court of Hong Kong”.
- (q) in Article 60 there shall be inserted in line 1 after the word invite the following words “or remove”.
- (r) by deleting Articles 61 to 68 in the entirety and substituting the following:-

- 61. The Executive Committee shall 6 weeks before the Annual General Meeting at which the election of the Executive Committee is held elect from its members an Election Committee which shall include one Convenor and at least four Scrutineers.
- 62. The Election Committee shall within 3 weeks of its formation prepare and send to each Voting Member a ballot paper on which shall be listed the names of the candidates the number of which shall exceed the posts vacant by at least 50 per cent. An envelope shall accompany each ballot paper.
- 63. A ballot box sealed by at least 2 persons from the Scrutineers shall be placed in the Association from the day of the ballot papers are sent out to the day of the General Meeting at which the election is held.
- 64. A Voting Member shall on the ballot paper make a mark against each of

the names of the candidates whom he proposes to elect and the number of names marked shall not exceed the number of persons to be elected. The ballot paper shall be signed by the Voting Member personally, placed in the envelope provided and sealed without any marking on the outside otherwise it shall render that vote null and void.

65. The ballot paper sealed in the envelope provided shall be placed into the ballot box. On the day of the General Meeting at which the election is held the ballot box shall be unsealed in the presence of at least two persons from the Election Committee. Counting and recording of votes and other matters in connection therewith shall be done under the supervision of members of the Election Committee.
66. The counting of the votes shall be completed on the day of the General Meeting at which the election is held. If for any reason such counting is not completed on that day the uncounted ballot papers shall be put back into the ballot box which shall then be sealed and the Election Committee shall hold a meeting among themselves not later than 7 days thereafter for the purpose of completing the counting of votes.
67. The Convenor or his delegate shall be responsible for informing each and every of the candidates so elected who shall elect amongst themselves to the various posts of the Executive Committee.
68. The Convenor or his delegate shall be responsible for informing every Member of the candidates so elected to the various posts of the Executive Committee.

- (s) by deleting Article 70 in the entirety and substituting the following:
 - (a) Each Sub-Committee shall consist of at least 3 members, one of which shall be the Convenor.
 - (b) The Convenor of each Sub-Committee shall submit to the Chairman and Vice-Chairmen a statement of accounts and a report of the activities of the Sub-Committee as directed by the Chairman and Vice-Chairmen.
 - (c) At a Sub-Committee meeting, the Convenor is entitled to a second or casting vote.

(Sd.)William CHAN

(William CHAN)

Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG ELECTRICAL CONTRACTORS

ASSOCIATION LIMITED

香港電器工程商會有限公司

Passed on the 8th day of January, 2001.

At an Extraordinary General Meeting of the abovenamed Association duly convened and held at Tung Yuen Seafood Restaurant, 4/F., Tai Yau Building, 181, Johnston Road, Wanchai, Hong Kong on 8th January 2001, the following resolution.:-

“That the Articles of Association of the Association be and is hereby amended in the following manner:-

Article 20 be amended by deleting the word “20%” in line three and replacing by the word “10%”.

(Sd.) LAU Chun-kay

(LAU Chun-kay)

Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS
OF
HONG KONG AND KOWLOON ELECTRICAL
CONTRACTORS ASSOCIATION LIMITED

(港九電器工程商會有限公司)

Passed on the 1st day of August, 1986.

At an Extraordinary General Meeting of the Members of the abovenamed Association duly convened and held at Maxim's Palace Chinese Restaurant of World Trade Centre, 1st Floor, Causeway Bay, Hong Kong, on Friday, the 1st day of August, 1986 at 8:00 o'clock in the afternoon, the following resolutions were duly passed as Special Resolutions:-

- (A) That the name of the Association be changed to 'HONG KONG ELECTRICAL CONTRACTORS' ASSOCIATION LIMITED (香港電器工程商會有限公司)'.
- (B) That the document submitted to the meeting by the Chairman of the meeting thereof, be approved and adopted as the New Memorandum and Articles of Association of the Association in substitution for and to the exclusion of all the existing Memorandum and Articles of Association thereof.

(Sd.)George Ko

(GEORGE KO)

Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

HONG KONG AND KOWLOON ELECTRICAL
CONTRACTORS ASSOCIATION LIMITED

(港九電器工程師會有限公司)

Passed on the 9th day of September, 1980.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at the Registered Office of the Company, Nos. 195-197 Johnston Road, 8th Floor, Wanchai, Hong Kong, on Tuesday, the 9th day of September, 1980 at 8:00 o'clock in the afternoon, the following resolutions were duly passed as Special Resolutions:-

“A. That Clause 3 of the Memorandum of Association of the Company as amended by the Special Resolution passed on the 6th day of May, 1980 be amended in manner as follows:-

- (1) That Sub-Clause (g) be amend by adding the clause “Provided that nothing herein shall authorize the Association to carry on any activity and/or to use any of its funds in relation to any political or Trade Union activities or to any relations between employer and employee.” immediately after the end thereof.
- (2) That Sub-Clause (h) be amended by adding the clause “Provided that nothing herein shall authorize the Association to carry on any activity and/or to use any of its funds in relation to any political or Trade Union activities or to any relations between employer and employee.” immediately after the end thereof.

B. That the Articles of Association of the Company be amended in manner as follows:-

(1) That Article 6(c), (d), (e), (f), & (g) be deleted and be substituted therefor by the following:-

- 6 (c) Honorary Life Director – Any companies invited by the Executive Committee to become Honorary Life Directors and upon payment of an entrance fee of HK\$15,000.00 or more.
- (d) Life Directors – Any Electrical Contractors invited by the Executive Committee to become Life Directors and upon payment of an entrance fee of HK\$7,500.00 or more.
- (e) Life Members – Any Electrical Contractors approved by the Executive committee to become Life Members upon payment of an entrance fee of HK\$2,000.00 or more.
- (f) Ordinary Members – Any Electrical Contractors approved by the Executive Committee to become Ordinary Members upon payment of an entrance fee of HK\$100.00 and shall thereafter pay in advance quarterly subscription fee of HK\$45.00 which shall become due and payable on the first day of January, April, July and October each year or such other amounts as may be determined by the Committee from time to time.
- (g) Associate Members – Any companies or persons not sufficiently qualified to become Ordinary Members but approved by the Executive Committee to become Associate Members upon payment of an entrance fee of HK\$100.00 and shall thereafter pay in advance subscription fee of HK\$45.00 which shall become due and payable on the first day of January, April, July and October each year or such other amounts as may be determined by the Committee from time to time.

(2) That a new Clause be inserted immediately after the end of Article 6 thereof:-

“PROVIDED THAT the Entrance Fee and Subscription Fee herein mentioned shall not apply to those who have been members of the Association on 9th day of September, 1980 and PROVIDED FURTHER THAT the annual subscription herein mentioned shall apply to the annual subscription to be received by the Association commencing from the year 1980.” ”

(Sd.) MARTIN FONG

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Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG AND KOWLOON ELECTRICAL
CONTRACTORS ASSOCIATION LIMITED

(港九電器工程商會有限公司)

Passed on the 6th day of May, 1980.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at the Registered Office of the Company, Nos. 195-197 Johnston Road, 8th Floor, Wanchai, Hong Kong, on Tuesday, the 6th day of May, 1980 at 8:00 o'clock in the afternoon, the following resolution was duly passed as a Special Resolution:-

That Clause 3 of the Memorandum of Association of the Company be amended in manner as follows:

(1) That Sub-Clause (b) thereof be deleted.

(2) That the following sub-clause be inserted immediately after sub-clause (a) thereof:

“(b) To research, investigate and promote excellence in electrical

and electronic work and just and honourable practice on the conduct of business and to suppress malpractice.

(c) To diffuse among its members information on all matters affecting the electrical contracting trade.

(d) To promote the interchange of ideas, methods, etc. on electrical contracting in Hong Kong and other parts of the world.

(e) To Provide for the circulation of newsletters and technical literature, the collection of models, samples, designs, drawings, etc. the delivery of lectures, the holding of classes and practical demonstrations; to establish, form and maintain a library or libraries.

(f) To confer and consult with Government and public bodies, utility

companies, professional and trade Association, labour unions in regard to matters affecting the electrical contracting trade, and give such bodies the views of persons and companies engaged in the electrical contracting trade.

- (g) To promote and originate improvements in the law and regulations of others affecting the members' activities; to support or oppose alterations therein, to effect improvements in relations and generally to watch over and protect the interests of persons engaged in the electrical contracting trade.
- (h) To arrange and promote the adoption of uniform and equitable forms of contracts and other documents used in electrical contracting and encourage the settlement of disputes by arbitration and if so called upon, to act as or nominate arbitrators and umpires in disputes.
- (i) To lend and/or let such available instruments, tools and equipment as may be useful in the contracting trade to members under bye-laws to formulated as and when required.”

(3) That Sub-Clauses (c), (d), (e), (f), (g), (h), and (i) be re-alphabetizes as Sub-Clauses (j), (k), (l), (m), (n), (o) and (p) respectively.

(4) That Sub-Clauses (j) and (k) thereof be deleted.

(Sd.) Martin Fong

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Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
HONG KONG AND KOWLOON ELECTRICAL
CONTRACTORS ASSOCIATION LIMITED
(港九電器工程協會有限公司)

Passed on the 18th day of December, 1979.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at the Registered Office of the Company, Nos. 195-197 Johnston Road, 8th Floor, Wanchai, Hong Kong, on Tuesday, the 18th day of December, 1979 at 8:00 o'clock in the afternoon, the following resolutions were duly passed as Special Resolutions:-

“1. That the name of the Company be changed from HONG KONG AND KOWLOON ELECTRICAL CONTRACTORS ASSOCIATION LIMITED (港九電器工程協會有限公司)” to HONG KONG AND KOWLOON ELECTRICAL CONTRACTORS ASSOCIATION LIMITED (港九電器工程商會有限公司)”.

2. That the Articles of Association of the Company be amended by deleting the whole of the existing Articles of Association and by substituting therefor the new Articles of Association as per the copy presented to the Meeting.”

(Sd.)Martin Fong

Chairman

(COPY)

No. 51511

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

WHEREAS HONG KONG AND KOWLOON ELECTRICAL CONTRACTORS ASSOCIATION LIMITED (港九電器工程協會有限公司) was incorporated as a limited company under the Companies Ordinance on the Eighth day of February, 1977;

AND WHEREAS by special resolution of the Company and with the approval of the Registrar of Companies, it changed its name to HONG KONG AND KOWLOON ELECTRICAL CONTRACTORS ASSOCIATION LIMITED (港九電器工程商會有限公司) on the Eighth day of January, 1980;

AND WHEREAS by a further special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name to HONG KONG ELECTRICAL CONTRACTORS' ASSOCIATION LIMITED (香港電器工程商會有限公司) ;

NOW THEREFORE I hereby certify that the company is a limited company incorporated under the name of HONG KONG ELECTRICAL CONTRACTORS' ASSOCIATION LIMITED (香港電器工程商會有限公司).

GIVEN under my hand this Eighteenth day of September One Thousand Nine Hundred and Eighty-Six.

(Sd.) J. Almeida

p. Registrar General
(Registrar of Companies)
Hong Kong

No. 51511

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Whereas HONG KONG AND KOWLOON ELECTRICAL CONTRACTORS ASSOCIATION LIMITED (港九電器工程協會有限公司) was incorporated in Hong Kong as a limited company under the Companies Ordinance on the Eighth day of February, 1977;

And whereas by special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of HONG KONG AND KOWLOON ELECTRICAL CONTRACTORS ASSOCIATION LIMITED (港九電器工程商會有限公司).

Given under my hand this Eighth day of January One Thousand Nine Hundred and Eighty.

(Sd.) LAI Ming Chi

for Registrar of Companies,
Hong Kong

No. 51511

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

HONG KONG AND KOWLOON ELECTRICAL
CONTRACTORS ASSOCIATION LIMITED

(港九電器工程協會有限公司)

is this day incorporated in Hong Kong under the
Companies Ordinance, and that this Company is
limited.

GIVEN under my hand this Eighth day of
February, One Thousand Nine Hundred and
Seventy-seven.

(Sd.) Leslie FOO
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
HONG KONG ELECTRICAL CONTRACTORS'
ASSOCIATION LIMITED
(香港電器工程商會有限公司)
(Name changed on 18th day of September 1986)

Name Changed
on
18-9-1986

1. The name of the Company is "*HONG KONG ELECTRICAL CONTRACTORS' ASSOCIATION LIMITED (香港電器工程商會有限公司)*" (hereinafter called "the Association").

2. The registered office of the Association will be situate in Hong Kong.

3. The objects for which the Association is established are:-

(a) To establish and promote friendly relationship among its members.

As amended
by a Special
resolution on
6-5-1980

(b) To research, investigate and promote excellence in electrical and electronic work and honourable practice on the conduct of business to suppress malpractice.

As amended
by a Special
resolution on
6-5-1980

(c) To diffuse among its members information on all matters affecting the electrical contracting trade.

As amended
by a Special
resolution on
6-5-1980

(d) To promote the interchange of ideas, methods, etc. on electrical contracting in Hong Kong and other parts of the world.

As amended
by a Special
resolution on
6-5-1980

(e) To provide for the circulation of newsletters and technical literature, the collection of models, samples, designs, drawings, etc., the delivery of lectures, the holding of classes and practical demonstrations; to establish, form and maintain a library or libraries.

As amended
by a Special
resolution on
6-5-1980

(f) To confer and consult with Government and public bodies, utility companies, professional and trade Association, labour unions in regard to matters affecting the electrical contracting trade, and give such bodies the views of persons and companies engaged in the electrical contracting trade.

As amended
by a Special
resolution on
6-5-1980

(g) To promote and originate improvements in the law and regulations of others affecting the member's activities; to support or oppose alterations therein, to effect improvement in relations and generally to watch over and protect interests

Clause added by a Special resolution on 9-9-1980

of persons engaged in the electrical contracting trade. *Provided that nothing herein shall authorize the Association to carry on any activity and/or to use any of its funds in relation to any Trade Union activities or to any relations between employer and employee.*

As amended by a Special resolution on 6-5-1980

- (h) To arrange and promote the adoption of uniform and equitable forms of contracts and other documents used in electrical contracting and encourage the settlements of disputes by arbitration and if so called upon, to act as or nominate arbitrations and umpires in disputes. *Provided that nothing herein shall authorize the Association to carry on any activity and/or to use any of its funds in relation to any Trade Union activities or to any relations between employer and employee.*

As amended by a Special resolution on 9-9-1980

- (i) To lend and/or let such available instruments, tools and equipment as may be useful in the contracting trade to members under bye-laws to be formulated as and when required.

As amended by a Special resolution on 6-5-1980

- (j) To raise funds to accomplish the above objects or any or part of them.

Sub-clause (j) and (k) be deleted by a Special resolution on 6-5-1980

- (k) To borrow any money required for the purposes of the association upon such securities as may be determined.

Sub-clause (j),(k),(l),(m) (n),(o) and (p) re-alphabetized by a Special resolution on 6-5-1980

- (l) To purchase, accept mortgage of, take on lease, or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may think necessary or convenient for the purposes of the Association.

- (m) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.

- (n) To establish branch association or associations in any district in Hong Kong.

Clause added by a Special resolution on 3-11-2005

- (o) To join or form alliance with any companies institution, societies or association having objects similar to the Association.

Clause added by a Special Resolution on 10-11-2006

- (p) *To join The Hong Kong Federation of Electrical and Mechanical Contractors Limited (“the Federation”) as a Constituent Association; to support the Federation in its role of representing the local electrical and mechanical industry; to participate in activities organized by the Federation for the advancement of the industry; to affiliate with other Constituent Associations for promoting and safeguarding the interest of the members of the Federation; and to abide by the byelaws of the Federation.*

4. The liability of the Members is limited.

5. The income and property of the Association whencesoever derived, shall be

applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profits to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, or other person, in return for any services actually rendered to the Association, nor prevent the payment of reasonable interest on money lent or reasonable and proper rent for premises demised or let by any members of the Association; provided that 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 that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Association.

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 afterwards, 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 Ten Dollars.

7. If upon the winding-up of the Association there remains, after satisfaction of all 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 5 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution, and in default thereof by a Judge of the *High Court* of Hong Kong as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. 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 expenditures 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.

Word
amended by
a Special
resolution on
3-11-2005

9. The Association shall be non-political in nature and in its activities and shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Association would make it a trade union.

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

Names, Address and Descriptions of Subscribers.

(Sd.) Cheng Yiu Fai (鄭耀輝),

Ground Floor,

No. 138 Java Road,

Hong Kong.

Merchant.

(Sd.) Chan Ping Chuen (陳炳全),

Ground Floor,

No. 32 Jardine's Crescent,

Hong Kong.

Merchant.

(Sd.) Ng Wing Cheong (吳榮昌),

Ground Floor,

No. 26 Possession Street,

Hong Kong.

Merchant.

Date the 18th day of December, 1976.

WITNESS to the above signatures:

(Sd.) Paul Li
Solicitor,
Hong Kong.

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

Names, Address and Descriptions of Subscribers.

(Sd.) Tam, Shang-too Henry (譚尚滔),
13th Floor,
No. 1, Hysan Avenue,
Causeway Bay,
Hong Kong.
Merchant.

(Sd.) Lai Heung (賴香),
Ground Floor,
No. 238, Lockhart Road,
Hong Kong.
Merchant.

Date the 18th day of December, 1976.

WITNESS to the above signatures:

(Sd.) Paul Li
Solicitor,
Hong Kong.

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

Names, Address and Descriptions of Subscribers.

(Sd.) Tam Chan (譚 燦),

Ground Floor,

No. 2 On Lok Lane,

Hong Kong.

Merchant.

(Sd.) Wong Loi (黃 來),

Ground Floor,

No. 136 Third Street,

Hong Kong.

Merchant.

(Sd.) Chan Wing Fat (陳永發),

Ground Floor,

No. 20 Sands Street,

Hong Kong.

Merchant.

Date the 18th day of December, 1976.

WITNESS to the above signatures:

(Sd.) Paul Li

Solicitor,

Hong Kong.

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

Names, Address and Descriptions of Subscribers.

- (Sd.) Kwong Kam Wah (龐錦華),
Ground Floor,
Flat D,
Paterson Street,
Great George Bldg.,
Hong Kong.
Merchant.
- (Sd.) Wong Yuen Tik (黃元迪),
Ground Floor,
No. 22 Jardine's Bazaar,
Hong Kong.
Merchant.
- (Sd.) Yiu Foo (姚富),
Ground Floor,
No. 108 Java Road,
North Point,
Hong Kong.
Merchant.

Date the 18th day of December, 1976.
WITNESS to the above signatures:

(Sd.) Paul Li
Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF
HONG KONG ELECTRICAL CONTRACTORS'
ASSOCIATION LIMITED

(香港電器工程商會有限公司)

(Name changed on 18th day of September 1986)

Preliminary

1. In these Articles, unless the context otherwise requires : -

“The Ordinance” means the Companies Ordinance (Cap. 32) or any statutory modification or re-enactment for the time being in force or any ordinance replacing or repealing the same.

“The Association” means any the above named Association.

“Member” means any member of the Association.

“The Executive Committee” means the Executive Committee of the Association constituted by the directors and presided by the Chairman as hereinafter more particularly described.

“The President” means the President of the Association for the time being.

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

“The Chairman” means the Chairman of the Executive Committee for the time being.

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

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

“Annual General Meeting” means a yearly general meeting of the Association.

“Extraordinary General Meeting” means a general meeting of the Association specially summoned as an Extraordinary General Meeting Under these Articles.

“Extraordinary or Special Resolution” means an Extraordinary or Special Resolution of the Association passed in accordance with Section 116 of the Ordinance.

“Financial Year” means the period from 1st April in one year to the 31st March in the next succeeding year.

“Month” means calendar month.

“Seal” means the Common Seal of the Association.

“These Presents” means and includes these Articles of Association from time to time in force.

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

“In Writing” or “Written” means and includes printing, lithographing and other modes of representing or reproducing words in a visible form.

Definition added by a Special resolution on 3-11-2005

“Bye-Laws” *mean the Bye-Laws made from time to time by the Executive Committee in accordance with Article 45 of these Articles*

Definition added by a Special resolution on 3-11-2005

“Designated Representative” *means a person nominated by a Company Member and accepted by the Executive Committee to be the authorized representative of the company Member for all its dealings with the Association.*

Words importing masculine gender shall include feminine and neuter genders; words importing the singular shall include the plural and vice versa and words importing persons shall include corporations.

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, expression 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.

Members

2. For the purpose of registration the number of members of the Association is unlimited.
3. The subscribers to the Memorandum of Association and such other persons as shall be admitted as members in accordance with these Articles, and none others, shall be members of the Association and shall be entered in the Register of the Association accordingly.
4. Any company or person registered to carry on business in electrical contracting and/or related to the electrical contracting trade in Hong Kong for more than five years and/or others as may be approved by the Executive Committee may apply for membership of the Association.
5. Every application for membership of the Association shall be made in writing signed by the applicant and two proposers who must be members of the Association, and shall be in such form as the Executive Committee may from time to time prescribe. The Executive Committee shall have absolute discretion to approve or reject the application without assigning any reason therefor. Upon such application being approved by the Executive Committee and upon payment of the fees hereinafter provided the applicant shall become a member of the Association. *The Executive Committee shall have absolute discretion to approve or reject the nomination of or demand the change of the Designated Representative, and in the case of the demand of change, the Company Member shall within a reasonable time as may be decided by the Executive Committee from time to time, withdraw the Designated Representative or submit a new nomination for consideration by the Executive Committee.*

Clause
added by a
Special
resolution on
3-11-2005

6. There shall be seven classes of members:-

(a) Honorary Life Presidents – Such persons of distinction or possessed of specialized knowledge as may be invited by the Executive Committee to become Honorary Life Presidents.

(b) Life Presidents – Past Presidents of the Association and others invited by the Executive Committee to become Life Presidents.

As amended
by a Special
resolution on
9-9-1980

(c) Honorary Life Directors – Any companies invited by the Executive Committee to become Honorary Life Directors and upon payment of an entrance fee of HK\$15,000.00 or more.

As amended
by a Special
resolution on
9-9-1980

(d) Life Directors – Any Electrical Contractors invited by the Executive Committee to become Life Directors and upon payment of an entrance fee of HK\$7,500.00 or more.

As amended
by a Special
resolution on
9-9-1980

(e) Life Members – Any Electrical Contractors approved by Executive Committee to become Life Members upon payment of an entrance fee of HK\$2,000.00 or more.

As amended
by a Special
resolution on
9-9-1980

(f) Ordinary Members – Any Electrical Contractors approved by the Executive Committee to become Ordinary Members upon payment of an entrance fee of HK\$100.00 and shall thereafter pay in advance quarterly subscription fee of HK\$45.00 which shall become due and payable on the first day of January, April, July and October each year or such other amounts as may be determined by the Committee from time to time.

As amended
by a Special
resolution on
9-9-1980

(g) Associate Members – Any companies or persons not sufficiently qualified to become Ordinary Members but approved by the Executive Committee to become Associate Members upon payment of an entrance fee of HK\$100.00 and shall thereafter pay in advance subscription fee of HK\$45.00 which shall become due and payable on the first day of January, April, July and October each year or such other amounts as may be determined by the Committee from time to time.

Clause added
by a Special
resolution on
9-9-1980

PROVIDED THAT the Entrance Fee and Subscription Fee herein mentioned shall not apply to those who have been members of the Association on 9th day of September, 1980 and PROVIDED FURTHER THAT the annual subscription herein mentioned shall apply to the annual subscription to be received by the Association commencing from the year 1980.

Clause
added by a
Special
resolution
on
3-11-2005

A member changing from one membership class to another shall pay the prevailing entrance fee of the new membership class and shall be given credit for the entrance fee previously paid but there shall be no refund for any surplus arising there from.

Membership Fee and Annual Subscriptions

7. (a) Honorary Life Presidents and Life Presidents of the Association are exempted from membership fee and annual subscriptions.
 - (b) An Honorary Life Director shall pay the membership fee as shall be determined from time to time by the Executive Committee and be exempted from paying any further annual subscriptions.
 - (c) A Life Director shall pay the membership fee as shall be determined from time to time by the Executive Committee and be exempted from paying any further annual subscriptions
 - (d) A Life Member shall pay the membership fee as shall be determined from time by the Executive Committee and be exempted from paying any further annual subscriptions.
 - (e) An Ordinary Member shall pay the membership fee and the annual subscriptions as shall be determined from time to time by the Executive Committee.
 - (f) An Associate Member shall pay the membership fee and the annual subscriptions as shall be determined from time to time by the Executive Committee.
8. All annual subscription as shall be determined from time to time by the Executive Committee shall be paid in advance. A member shall not be entitled to any of the right or privileges or membership whilst his subscription is in arrear.

Expulsion

9. Any member whose subscription shall remain unpaid for one year after the same shall have become due and shall have had notice thereof for two times specifying a time limit for payment within two weeks of which one week for the

first time and second time respectively shall cease ipso facto to be a member of the Association and shall forfeit all right in and claim upon the Association, but may be reinstated at the discretion of the Executive Committee on payment of all arrears and subject to such other terms and conditions as the Executive Committee shall think fit.

10. When a member ceases to be a member of the Association either by resignation or otherwise, he shall forfeit all rights in and claim upon the Association.

11. If any member shall willfully refuse to comply with the provisions of the Memorandum or Articles or Bye-laws of the Association, or shall be guilty of any conduct unworthy of a respectable person or likely to be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Executive Committee provided that at least 7 days before the meeting at which such resolution is passed he shall have notice thereof, and of the intended resolution for his expulsion, and that he shall before the passing of such resolutions have an opportunity of giving in writing any explanation or defence he may think fit. A member expelled under this Article shall forfeit all rights in and claim upon the Association, or shall have no claim of the property of the Association.

General Meetings

12 . The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place, as the Executive Committee may determine.

13. A general meeting shall be held once in every *calendar* year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as the Executive Committee shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which the meetings are to be convened by the Executive Committee.

14. The above-mentioned general meetings shall be called Annual General Meetings; all other general meetings shall be called Extraordinary General Meetings.

Word
amended by a
Special
resolution on
3-11-2005

15. The President or a Life President of the Association and 5 directors of the Executive Committee or at least half of the directors of the Executive Committee may, whenever he or they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on the requisition in writing of not less than one-tenth of the total number of Voting Members of the Association.

16. In case of an Extraordinary General Meeting requisitioned by a Life President, the Executive Committee or Members, the Life President, the Executive Committee or the Members requisitioning such meeting to be called, shall in the notice requisitioning such meeting, set out business to be transacted at such meeting.

Notice of General Meetings

Letter
amended by
a Special
resolution on
3-11-2005

17. Subject to the provisions of Section 116(1) of the Ordinance relating to special resolutions, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served), but inclusive of the day in which notice is given specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter provided, 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; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

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

Proceed of General Meetings

Word
amended by a
Special
resolution on
3-11-2005

19. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at the annual meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Executive Committee and auditors, the *election* of directors of the Executive Committee and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors.

Quorum %
rate
amended by
a special
resolution on
8-1-2001

20. 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; save as herein otherwise provided 10% of the voting members personally present or by proxy present shall be a quorum.

21. 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.

22. The President shall preside as chairman at every meeting of the Association.

23. If at any time the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, one of the Vice-Presidents shall be chairman and if none of the Vice-Presidents is also willing to act as chairman, then the members present shall choose some one of their number to be the chairman.

24. The chairman of the meeting may (and shall if so directed by the meeting) adjourn any 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 ten 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.

25. 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 the declaration of the result of the show of hands) demanded by at least 10 members present in person or by proxy, and 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 an entry to that effect in the book of the 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, that resolution.

26. If a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. In 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 a second or casting vote.

28. A poll demanded on the election of a chairman or a question of an adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting will with the consent of the meeting direct.

29. In order to give equal opportunity to all who desire to address the meeting and to save unnecessary delay, no member except with the permission of the chairman of the meeting may speak for more than 10 minutes at a time.

Vote of Members

30. Life President, Life Directors, Honorary Life Directors, Life Members and Ordinary Members shall each be entitled to one vote personally.

31. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

32. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

33. On a poll votes may be given either personally or by proxy.

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Association.

34. 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 of attorney or authority shall be deposited at the registered office of the Association not less than forty-eight 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.

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

**HONG KONG ELECTRICAL CONTRACTORS’
ASSOCIATION LIMITED**
(香港電器工程商會有限公司)

“I _____ of _____
being, a member of Hong Kong Electrical Contractors’ Association Limited, hereby
appoint _____ of _____
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 _____

The Executive Committee

As
amended by
a Special
resolution on
3-11-2005

36. Unless otherwise determined by the Association in general meeting, the number of directors of *the Executive Committee* shall be not less than 15 and not more than 50.

As
amended by
a Special
resolution on
3-11-2005

37. The directors of the Executive Committee, shall be elected from amongst the voting members of the Association, *and in cases where the voting Member is a company, its Designated Representative who shall automatically cease to be a director of the Executive Committee when he ceases to be the Designated Representative of the Member.* Their term of office shall be two years but any director of the Executive Committee is eligible for re-election.

38. Any casual vacancy occurring in the Executive Committee may be filled up by a member appointed by the Executive Committee but person so chosen shall be subject to retirement at the same time as if he had become a director of the Executive Committee on the day on which the director in whose place he was appointed was last elected a director of the Executive Committee.

39. The Executive Committee shall consist of :-

- (a) A President and four Vice-Presidents;
- (b) A Chairman and four Vice-Chairmen;
- (c) *At least 2* Honorary Secretaries and 2 Honorary Treasurers;
- (d) The other Directors of the *Executive Committee*.

As amended by a Special resolution on 3-11-2005

The directors of the *Executive Committee* shall elect amongst themselves, a person to serve and the office mentioned in (a), (b) and (c) herein, and any office which may be created by the Association or the Executive Committee, but no person shall be eligible for any office for more than 3 consecutive terms.

As amended by a Special resolution on 3-11-2005

40. The Chairman and Vice-Chairman of the Executive Committee may if necessary appoint different Subcommittees *consisting of directors of Executive Committee, and Working Groups which may include any person whomsoever*.

As amended by a Special resolution on 3-11-2005

Powers and Duties of the Executive Committee

41. The Executive Committee shall see that all resolutions of the general meetings of the Association are properly carried out.

42. The President representing the Association in all its matter shall direct the Chairman to assume control of all its affairs. The Chairman shall conduct and manage all matters in accordance with the provisions of these Articles and of all resolutions of the Association and of the Executive Committee.

43. One of the Vice-Presidents shall be appointed or elected to act on behalf of the President during his absence.

44. The business of the Association including its money and property except in a sale or mortgage of the immovable property of the Association shall be managed by the Executive Committee which, in addition to the powers and authorities and

discretions by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by Ordinary Resolutions expressly directed or required to be exercised or done by the Association in general meeting subject nevertheless to the provisions of the ordinance and of these presents, and to any regulations from time to time made by the Association; but no regulation so made shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

Word
amended by
a Special
resolution
on
3-11-2005

45. In the event of any special matters, the Executive Committee may if necessary institute for the time being such rules and bye-laws as may be *resolved* by a simple majority of the directors present at a meeting of the Executive Committee.

46. The Executive Committee shall have power to engage suitable persons to assist them in carrying out their duties at such salaries as the Executive Committee may think fit and the salaries shall be paid out of the funds of the Association.

Proceedings of Executive Committee

47. The Executive Committee shall hold its meetings at least once every three months.

48. An Extraordinary meeting of the Executive Committee may be called upon the requisition in writing by at least one-fifth of the directors of the Executive Committee.

49. No business shall be transacted at any meeting of the Executive Committee unless a quorum is present at the time when the meeting proceeds to business. Such quorum shall be 10 directors of the Executive Committee.

50. Each director of the Executive Committee who fails to attend five successive meetings shall give a satisfactory explanation to the Executive Committee for his failure to so attend, failing which the Executive Committee shall write to enquire of the reason of his absence. In the absence of any sufficient reason assigned therefor after the expiration of two weeks from receipt of a notice from the Executive Committee the defaulting director shall be deemed to have tendered his resignation.

Clause added by a Special resolution on 3-11-2005

No proxy or alternate may be appointed by any director of the Executive Committee for the purpose of attending the Executive Committee meetings.

51. If any director of the Executive Committee or any Honorary Officer during his term of office shall injure the name of the Association or prevent the proper conduct of the affairs of the Association or embezzle any of the funds of the Association, the Association may by an extraordinary resolution remove such director of the Executive Committee or Honorary Officer before the expiration of his period of office and the Executive Committee may by resolution appoint another person in his stead.

Minutes

52. The Executive Committee shall cause minutes to be duly entered in the books provided for the purposes :-

- (a) of all appointments of offices.
- (b) of the names of the directors present at each meeting of the Executive Committee.
- (c) of orders made by the Executive Committee.
- (d) of all resolutions and proceedings of general meetings and meetings of Executive Committee.

Management of Money and Property

53. The management and control of all moneys and assets of the Association except in a sale or mortgage of the immovable property of the Association, shall be vested in the Executive Committee and:-

- (a) proper books shall be kept with all kinds of investments and money transaction and audit purposes.
- (b) all money received except a sum of amount to be determined by the Executive Committee from time to time to be kept at the Association office to meet sundry expenses, shall be deposited into the bank account opened by the Executive Committee.

Clause (b) and (c) be replaced by a Special resolution on 3-11-2005

Clause (b)
and (c) be
replaced
by a Special
resolution on
3-11-2005

(c) all cheques shall be signed by two signatories jointly, one each from group A and B as follows:-

Group A: The President or one of the Honorary Secretaries;

Group B: One of the Vice-Presidents or one of the Honorary Treasurers.

54. If it is necessary to sell or mortgage any property of the Association it shall be decided by an ordinary resolution of a general meeting of the Association by simple majority.

55. If a considerable amount of money is deposited with the Bank, the same shall be applied in investment as the Executive Committee, after paying due consideration as the security of and interest producing from such investment, may decide.

56. If the Executive Committee shall have managed the property and assets of the Association in accordance with the powers vested in them by these Articles and having taken such due care in the carrying out of their duties and there is still an unexpected loss, then the Executive Committee shall not be responsible for the same.

57. In the event of the Association being short of funds, the Executive Committee shall have power at any time to devise means of raising money for its use.

Disqualification of Directors of the Executive Committee

58. The office of a director of the Executive Committee shall ipso facto be vacated:-

(a) If he becomes bankrupt or suspends payment or compounds with his creditors.

(b) If he is found lunatic or becomes of unsound mind.

(c) If he ceases to be a member of the Association *or in the case of a Designated Representative, his authority is withdrawn.*

(d) If by notice in writing to the Association he resigns his office.

(e) If he is removed by an extraordinary resolution of general meeting of the members of the Association.

Clause added
by a Special
resolution on
3-11-2005

As amended
by a Special
resolution on
3-11-2005

(f) If he becomes prohibited from being a member by reason of any order made under Sections Sections 162 or 275 of the Ordinance.

Replace (g)
by a Special
resolution on
3-11-2005

(g) *If he is, or the Member company is in cases where the director is a Designated Representative, found guilty of a criminal offence by a court of Hong Kong.*

Directors' Interest in Contract

59. (a) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest at a meeting of the Executive Committee in accordance with Section 162 of the Ordinance;

(b) A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Honorary Advisers

AS
amended by
a Special
resolution on
3-11-2005

60. The Executive Committee may invite *or remove* any person or persons to be honorary adviser or advisers of the Association but no honorarium shall be payable to such honorary adviser or advisers.

Election

Articles
61-68 be
replaced by a
Special
resolution on
3-11-2005

61. The Executive Committee shall 6 weeks before the Annual General Meeting at which the election of the Executive Committee is held elect from its members an Election Committee which shall include one Convenor and at least four Scrutineers.

62. The Election Committee shall within 3 weeks of its formation prepare and send to each Voting Member a ballot paper on which shall be listed the names of the candidates the number of which shall exceed the posts vacant by at least 50 per cent. An envelope shall accompany each ballot paper.

63. A ballot box sealed by at least 2 persons from the Scrutineers shall be placed in the Association from the day of the ballot papers are sent out to the day of the General Meeting at which the election is held.

64. A Voting Member shall on the ballot paper make a mark against each of the names of the candidates whom he proposes to elect and the number of names marked shall not exceed the number of persons to be elected. The ballot paper

Articles
61-68 be
replaced by a
Special
resolution on
3-11-2005

shall be signed by the Voting Member personally, placed in the envelope provided and sealed without any marking on the outside otherwise it shall vander that vote null and void.

65. The ballot paper sealed in the envelope provided shall be placed into the ballot box. On the day of the General Meeting at which the election is held the ballot box shall be unsealed in the presence of at least two persons from the Election Committee. Counting and recording of votes and other matters in connection therewith shall be done under the supervision of members of the Election Committee.

66. The counting of the votes shall be completed on the day of the General Meeting at which the election is held. If for any reason such counting is not completed on that day the uncounted ballot papers shall be put back into the ballot box which shall then be sealed and the Election Committee shall hold a meeting among themselves not later than 7 days thereafter for the purpose of completing the counting of votes.

67. The Convenor or his delegate shall be responsible for informing each and every of the candidates so elected who shall elect amongst themselves to the various posts of the Executive Committee.

68. The Convenor or his delegate shall be responsible for informing every Member of the candidates so elected to the various posts of the Executive Committee.

69. Only Voting Members of the Association residing in Hong Kong shall be eligible to be nominated for election to be members of the Executive Committee.

Sub-Committees

70. (a) Each Sub-Committee shall consist of at least 3 members, one of which shall be the Convenor.

(b) The Convenor of each Sub-Committee shall submit to the Chairman and Vice-Chairmen a statement of accounts and a report of the activities of the Sub-Committee as directed by the Chairman and Vice-Chairmen.

(c) At a Sub-Committee meeting, the Convenor is entitled to a second or casting vote.

Article 70
deleted and
replaced by
(a) (b) & (c)
by a Special
resolution on
3-11-2005

Seal and Cheque

71. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, unless and until the Executive Committee shall otherwise determine. Any 2 directors appointed by the Executive Committee shall sign every instrument to which the seal shall be so affixed.

72. Unless and until the Executive Committee shall otherwise determine all cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all contracts and instruments entered into by the Association shall be signed by 2 directors of the Executive Committee duly authorised by the Executive Committee, one of whom being the President or any of the Vice-Presidents or the Chairman and other being one of the Honorary Treasurers or one of the Honorary Secretaries.

Accounts

73. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place and assets and liabilities of the Association.

74. The books of account shall be kept at the registered office of the Association, or at such other place as the Executive Committee may think fit, and shall always be open to the inspection of the members of the Executive Committee.

75. 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 the members not being directors, and no member (not being a directors) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the directors or by the Association in general meeting.

76. The Executive Committee shall from time to time in accordance with section 122 of the Ordinance, cause to be prepared and laid before the Association in

general meeting such income and expenditure account, balance sheet and reports as are referred to in that section.

77. 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 auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meeting of the Association.

Audit

78. Auditors shall be appointed and their duties regulated in accordance with Sections 131,140 and 141 of the Ordinance.

Notices

79. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, envelop or wrapper, addressed to such member at his registered place of address.

80. Any member whose registered place of address is not in Hong Kong, may from time to time notify in writing the Association of an address in Hong Kong, which shall be deemed his registered place of address within the meaning of the last preceding Article.

81. As regards those members who have no registered place of address in Hong Kong, a notice posted up in the registered office of the Association shall be deemed to be well served on them at the expiration of twenty four hours after it is so posted up.

82. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelop or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelop or wrapper containing the notice was properly addressed and sent at the post office. And a Certificate in writing signed by the Chairman of the Association that the letter, envelop or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

83. Notice of every general meeting shall be given in the same manner hereinbefore authorised to every member except those members who (having no

registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notice to them. No other persons shall be entitled to receive notices of general meeting.

Winding Up

84. The provisions of Clause 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.

Names, Addresses and Descriptions of Subscribers

(Sd.) Cheng Yiu Fai (鄭耀輝),
Ground Floor,
No. 138 Java Road,
Hong Kong.
Merchant.

(Sd.) Chan Ping Chuen (陳炳全),
Ground Floor,
No. 32 Jardine's Crescent,
Hong Kong.
Merchant.

(Sd.) Ng Wing Cheong (吳榮昌),
Ground Floor,
No. 26 Possession Street,
Hong Kong.
Merchant.

Date the 18th day of December, 1976.

WITNESS to the above signatures:

(Sd.) Paul Li
Solicitor,
Hong Kong.

Names, Addresses and Descriptions of Subscribers

(Sd.) Tam, Shang-too Henry (譚尚滔),
13th Floor,
No. 1, Hysan Avenue,
Causeway Bay,
Hong Kong.
Merchant.

(Sd.) Lai Heung (賴香),
Ground Floor,
No. 238, Lockhart Road,
Hong Kong.
Merchant.

Date the 18th day of December, 1976.

WITNESS to the above signatures:

(Sd.) Paul Li
Solicitor,
Hong Kong.

Names, Addresses and Descriptions of Subscribers.

(Sd.) Tam Chan (譚 燦),
Ground Floor,
No. 2 On Lok Lane,
Hong Kong.
Merchant.

(Sd.) Wong Loi (黃 來),
Ground Floor,
No. 136 Third Street,
Hong Kong.
Merchant.

(Sd.) Chan Wing Fat (陳永發),
Ground Floor,
No. 20 Sands Street,
Hong Kong.
Merchant.

Date the 18th day of December, 1976.

WITNESS to the above signatures:

(Sd.) Paul Li
Solicitor,
Hong Kong.