

Articles of Association
of

The Japan Society of
Hong Kong Limited

日本文化協會有限公司

Incorporated in Hong Kong on 26 January 2000.

(Adopted by a special resolution dated 28 February 2022)

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

The Japan Society of Hong Kong Limited

日本文化協會有限公司

Mandatory Articles

A. Company Name

The name of the company is **The Japan Society of Hong Kong Limited** 日本文化協會有限公司 (and in these articles, it is called the “**Society**”)

B. Members’ Liabilities

The liability of the members is limited.

C. Liabilities or Contributions of Members

Each person who is a member of the Society undertakes that if the Society is wound up while the person is a member of the Society, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding HK\$100.00 to the Society’s assets-

- (a) for the payment of the Society’s debts and liabilities contracted before the person ceases to be such a member;
- (b) for the payment of the costs, charges and expenses of winding up the Society; and
- (c) for the adjustment, among the contributories, of their rights.

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Part 1

Interpretation

1. Interpretation

(1) In these articles—

these articles (本《章程細則》) means the articles of the Society;

Society (本會) means “Japan Society of Hong Kong Limited 日本文化協會有限公司”;

Unincorporated Society (未組成法團的本會) means the Society before incorporation;

Council (理事會) means the Council of the Society for the time being formed pursuant to the provisions of these articles;

Director (理事) means any person for the time being appointed as a member of the Council;

Member (成員) means a Member of the Society for the time being pursuant to any class of Membership under article 36;

President (會長) means the person elected for the time being to the post of President of the Society pursuant to article 7;

Vice-President (副會長) means the person elected for the time being to the post of Vice-President of the Society pursuant to article 7;

Chairperson (主席) means the person elected for the time being to the post of Chairperson of the Council pursuant to article 7;

Vice-Chairperson (副主席) means the person elected for the time being to the post of Vice-Chairperson of the Council pursuant to article 7;

Secretary General (秘書長) means the person appointed by the President subject to approval by the Council to the post of Secretary General of the Council pursuant to article 38;

Seal (法團印章) means the common seal of the Society;

Month (月) means calendar month;

Year (年) means calendar year;

In writing (書面) means written or produced by any substitute for writing or partly written produced by a substitute for writing.

associated company (有聯繫公司) means—

- (a) a subsidiary of the Society;
- (b) a holding company of the Society; or
- (c) a subsidiary of such a holding company;

Hong Kong SAR means The Hong Kong Special Administrative Region of the People's Republic of China;

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Objects (《宗旨》) means the objects of the Society as expressed in these Articles;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622) of the Laws of Hong Kong including the related subsidiary legislations;

proxy notice (代表通知書)—see article 59 of these articles.

- (1) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Society.
- (3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (4) The regulations in Schedule 3 to the Companies (Model) Notice, Cap.622H, shall form part of these articles save insofar as they are hereby excluded or modified or are inconsistent with the articles contained herein.

Part 2

General Provisions

2. Objects

The objects for which the Society is established ("**Objects**") are specifically expressed below:

- (1) For the advancement of education, to encourage public interest in the cultural achievements of Japan in the arts, literature, philosophy, science, history language, institutions, industries, life and social and economic matters.
- (2) To advance and promote the objects of the Society by providing scholarships and prizes.
- (3) For the advancement of education of Japanese language but not otherwise, on a non-profit making basis, to establish tuition classes, school and institutions for students to learn the Japanese language provided that such school and institutions shall prohibit 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 Society under or by virtue of articles 4 and 75 hereof.
- (4) To establish libraries and provide references, newspapers, magazines and other publication for the objects of the Society.
- (5) To organize speeches, exhibitions, assemblies and seminars for promotion of the objects of the Society.
- (6) In furtherance of the objects of the Society, to act as custodian, trustee or manager of any property or fund for the Society as well as for other charitable organizations having objects similar to those of the Society.
- (7) In furtherance of the objects of the Society, to manage, maintain, and improve all or any part of the property, land, building or buildings of the Society and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Society may think fit.
- (8) To borrow or raise or give security for any moneys required for the Objects upon such security as may be determined and in such manner as the Society may think fit.
- (9) To make donations and to engage in charitable activities for any charitable objects of the Society provided that the recipients of donations which are organizations shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Society under or by virtue of articles 4 and 75 hereof.
- (10) Generally to do all such other lawful things as are incidental or conducive to the pursuit or attainment of the objects of the Society.

Provided that :-

- (i) In case the Society shall take or hold any property which may be subject to any trusts, the Society will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Objects of the Society shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

3. Powers of the Society

The Society has power to do any lawful thing which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Society has powers:

- (1) To accept and receive donations, subscriptions and gifts from persons, corporations and to receive and hold monies, right, title or interests in land or any other property for any one or more of the objects of the Society and to give good and valid receipts therefor;
- (2) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the promotion of the objects of the Society, and to construct, maintain and alter any buildings or erections for the objects of the Society;
- (3) To sell, manage, lease, mortgage, invest, dispose of or otherwise deal with all or any monies, right, title or interest in land or any other property of the Society in a proper and prudent manner;
- (4) To invest any money of the Society not immediately required for any of its Objects in such reasonable and prudent manner as is from time to time determined.
- (5) To print and publish any newspapers, periodicals, books, leaflets or printed matters that the Society thinks desirable for the promotion of its Objects;
- (6) To take such steps by personal or written appeals, public meetings, or otherwise as are from time to time considered expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise;
- (7) To organize fund-raising projects and make activities to promote, demonstrate, support and carry out any of the above Objects and to pay and discharge payments and expenses properly incurred for such projects and activities;
- (8) Subject to article 4 and article 30 of the Other Articles, to engage and dismiss employees, agents, contractors and other professions for their services in furtherance of the Objects of the Society; and
- (9) To carry out all or any of the Objects of the Society and do all or any of the above things in Hong Kong and any part of the world.

4. Application of income and property

- (1) The income and property of the Society, however derived, shall be applied solely towards the promotion of the Objects as set out in these articles;
- (2) Subject to sub-article (3), none of the income or property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Society.
- (3) The requirement under sub-article (2) above does not prevent the payment, in good faith, by the Society:
 - (a) of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society not being a director or members of the governing body of the Society in return for any goods or services supplied by him or her to the Society;
 - (b) of reimbursement to a member of the Society for out-of-pocket expenses properly incurred by him or her for the Society;

- (c) of interest on money lent by a member of the Society to the Society at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
- (d) of rent to a member of the Society for premises let by him or her to the Society: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Society 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.

Part 3

The Honorary President, Honorary Vice-Presidents, The Patron, The Vice Patrons,

The President and The Vice-President

Division 1—The Honorary President, Honorary Vice-Presidents, The Patron, The Vice Patrons

5. Honorary President

- (1) The Consul-General of Japan in the Hong Kong SAR for the time being and any person acting as Consul-General of Japan for the time being shall be the Honorary President of the Society.
- (2) Unless otherwise determined by the Council and appointed in accordance with article 25 of these articles, Honorary President shall not be a director of Society

6. Patron, Vice Patrons and Honorary Vice-Presidents

- (1) The Patron, Vice Patron and Honorary Vice-Presidents of the unincorporated Society on the date of incorporation of the Society or as the Council shall appoint from time to time shall be the Patron, Vice Patron and Honorary Vice-Presidents of the Society.
- (2) Unless otherwise determined by the Council and appointed in accordance with article 25 of these articles, Patron, Vice Patrons and Honorary Vice-Presidents shall not be a director of Society.

Division 2—Powers and Responsibilities of The President and The Vice-President

7. Presidents and Vice-Presidents

- (1) There shall be a President and not more than two Vice-Presidents who shall be Members of the Society and who shall be elected at the annual general meeting of the Society.
- (2) The President shall represent the Society at any function or in connection with any matter which the Council think fit.
- (3) In the absence of the President, the Vice-President shall take the President's place and exercise and perform any or all of the rights, powers and duties which the President, if he or she had not been absent, would have exercised or performed.
- (4) Subject to article 25 and unless otherwise determined by the Council, Presidents and Vice-Presidents shall not be a director of Society.

Part 4

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

8. Directors' general authority

- (1) Subject to the Ordinance and these articles, the affairs of the Society are managed by the Council, who may exercise all the powers of the Society.
- (2) An alteration of these articles does not invalidate any prior act of the Council that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the Council by these articles.
- (4) A Council meeting at which a quorum is present may exercise all powers exercisable by the Directors.

9. The duties of the Directors

- (1) The Chairperson shall convene the General Meeting and Council Meeting, as well as co-ordinate all of the affairs of the Society.
- (2) The Vice Chairperson shall assist the Chairperson in his or her duties and act in his or her place when he or she is absent or otherwise unable to act.
- (3) Save and except the President and Vice-President, other Directors shall take responsibility for the management of the various activities of the Society as decided by the Council.

10. Members' reserve power

- (1) The members may, by special resolution, direct the Council to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the Council have done before the passing of the resolution.

11. Directors may delegate

- (1) Subject to these articles, the Council may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the Council so specify, the delegation may authorize further delegation of the Council powers by any person to whom they are delegated.
- (3) The Council may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

12. Committees

- (1) The Council may co-opt Sub-Committee members from among the Individual Members and Non-Members to assist the Directors and officers in their duties and delegate such power to them as they may deem necessary to enable them to perform the tasks assigned to them.
- (2) The Council may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.

- (3) The committees must comply with the rules.

Division 2—Decision-taking by the Council

13. Council to take decision collectively

A decision of the Council may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 14 of these articles.

14. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Council meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a Council meeting.

15. Calling Council meetings

- (1) Any director may call a Council meeting by giving notice of the meeting to the directors or by authorizing the Society secretary to give such notice.
- (2) Notice of a Council meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a Council meeting must be given to each director, [but need not be in writing.]

16. Participation in Council meetings

- (1) Subject to these articles, directors participate in a Council meeting, or part of a Council meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a Council meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a Council meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

17. Quorum for Council meetings

- (1) The quorum for Council meetings may be fixed from time to time by a decision of the Council, but must be no less than one third of the total number of directors.
- (2) At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (3) The quorum shall be present at the time when the meeting when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
- (4) A Council meeting at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Council.

18. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for Council meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

19. Chairing of Council meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time.
- (4) The Chairperson, failing whom the Vice-Chairperson, shall take the chair of all Council meetings
- (5) If the chairperson and/or the Vice-Chairperson is/are not participating in a Council meeting within 5 minutes of the time at which it was to start or is/are unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

20. Chairperson's casting vote at Council meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the Council meeting shall have a second or casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

21. Conflicts of interest

- (1) This article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Society that is significant in relation to the Society's operations ; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director and the director's alternate must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Society;
 - (b) an arrangement for the Society to give any security to a third party in respect of a debt or obligation of the Society for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or

- (c) subject to article 4 and article 30 of Other Articles, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Society or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

22. Supplementary provisions as to conflicts of interest

- (1) subject to article 4 and article 30 of the Other Articles, a director may hold any other office under the Society (other than the office of auditor) in conjunction with the office of director for a period and on terms that the Council determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Society—
 - (a) with regard to the tenure of the other office mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Society in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Society for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Society may be a director or other officer of, or be otherwise interested in—
 - (a) any Society promoted by the Society; or
 - (b) any Society in which the Society may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the Society for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other Society unless the Society otherwise directs.

23. Validity of acts of meeting of the Council

The acts of any meeting of the Council or of a committee of the Council or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

24. Record of decisions to be kept

- (1) The Council must ensure that the Society keeps a written record of every decision taken by the Council under article 13 of the Other Articles for at least 10 years from the date of the decision.

- (2) The Council shall cause minutes to be made in books provided for the purpose of—
 - (a) all appointment of officers made by the Council;
 - (b) the names of the Directors present at each meeting of the Council and of any Sub-Committee; and
 - (c) all resolutions and proceedings at all meetings of the Society, and of the Council, and of Sub-Committee.

25. The Council's discretion to make further rules

Subject to these articles, the Council may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

26. Appointment and retirement of directors

- (1) The Council shall consist of not more than 20 Directors.
- (2) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinary resolution; or
 - (b) by a decision of the directors.
- (3) Unless otherwise specified in the appointment, a director appointed under paragraph (2)(a) holds office for an unlimited period of time.
- (4) An appointment under paragraph (2)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.
- (5) A director appointed under paragraph (2)(b) must—
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if the Society has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Society's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.
- (6) Only the following persons shall have the right to be appointed or be elected as the Director of the Council:
 - (a) an individual selected by a Corporate Member being representative of that Corporate Member, and nominated by 2 Members;
 - (b) an Individual Member nominated by 2 Members; or
 - (c) a Couple Member nominated by 2 Members.

27. Retiring director eligible for re-election at annual general meeting

- (1) A retiring director is eligible for re-election to the office.
- (2) Where the number of retiring directors seeking for re-election to the Council exceeds 20, the names of all retiring directors shall be included in a secret ballot and each Member entitled to vote shall choose 20 of the names contained on the ballot.
- (3) Where the number of retiring directors seeking for re-election to the Council is less than or equal to 20, all such retiring directors shall be deemed to be re-elected Directors of the Council.

28. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Society or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

29. Termination of director's appointment

A person ceases to be a director if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the directors' permission from Council meetings held during that period; or
- (f) is removed from the office of director by a Special Resolution of the Society in accordance with the Ordinance.

30. Directors' remuneration

No directors or members of the governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in article 4(3) of the Other Articles) shall be given by the Society to any directors or members of the governing body of the Society.

31. Directors' expenses

Subject to article 4 of the Other Articles, the Society may reimburse for any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Society; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Society.

Division 4—Directors' Indemnity and Insurance

32. Indemnity

- (1) Only in furtherance of the Objects of the Society but not otherwise, a director or former director of the Society may be indemnified out of the Society's assets against any liability incurred by the director to a person other than the Society or an associated company of the Society in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or associated company of the Society (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—

- (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the Society, or an associated company of the Society, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the Society by a member of the Society or of an associated company of the Society, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Society by a member of the associated company of the Society or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

33. Insurance

Only in furtherance of the Objects of the Society but not otherwise, the Council may decide to purchase and maintain insurance, at the expense of the Society, for a director of the Society, or a director of an associated company of the Society, against—

- (a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Society or associated company of the Society (as the case may be); or
- (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Society or associated company of the Society (as the case may be).

Division 5—Secretary General and Company Secretary

34. Appointment and removal of Secretary General and Company Secretary

- (1) Subject to article 4 and article 30 of Other Articles, the daily operations of the Society shall be managed and controlled by the Secretary General who shall be appointed by the President which appointment shall be approved by the Council.
- (2) Subject to article 4 and article 30 of these articles, the Council may appoint a Secretary General for a term, at a remuneration and on conditions they think fit.
- (3) The Secretary General shall be the Company Secretary of the Society.

- (4) The Secretary General shall be removed from office by a resolution of the Council in accordance with these articles.

Part 5

Members

Division 1—Becoming and Ceasing to be Member

35. Number of Members

The number of members with which the Society proposes to be registered is unlimited.

36. Classes of Membership

The membership of the Society shall consist of five classes, namely:

- (a) Honorary Members;
- (b) Corporate Members;
- (c) Individual Members;
- (d) Couple Members;
- (e) Associate Members; and
- (f) Student Members.

37. Application for Membership

- (1) Application for Membership shall be submitted to the Secretary General in writing.
- (2) The Council may accept or reject any application without giving any reason.

38. Admission to Membership

- (1) All existing Members of the Unincorporated Society at the date of the incorporation shall automatically become Members of the Society.
- (2) A person may become a Member of the Society only if—
 - (a) that person has completed an application for membership in a form approved by the Council; and
 - (b) the Council has approved the application.
- (3) A person may become a Honorary Member of the Society only if—
 - (a) that person be conferred on the recommendation and subsequent approval of the Council.
- (4) Persons from such group as students or other young people who have not attained the age of 18 years may be accepted as Associate Members or Student Members at a lower Membership rates.
- (5) On being admitted to be the Membership of the Society, a copy of the Articles of Association of the Society shall be forwarded to each Member by the Society. Every Member shall be bound absolutely by the Articles of the Society and any bye-laws made thereunder.

39. Cessation of Membership

A member shall cease to be a Member of the Society in any of the following circumstance—

- (a) Upon demise;
- (b) Resignation;
- (c) Default in payments of subscriptions and/or other debts due to the Society for more than three months and after notice of default served by the Secretary General provided that he/she may be re-admitted as a Member at any time at the Council

upon payment of all arrears of subscriptions and/or other debts then due from such Member.

- (d) Expulsion by a unanimous resolution of the Council.

40. Membership and Rights not transferable

- (1) Membership is not transferable.
- (2) The rights of a member be personal to himself or herself and shall not be transferable by his or her own act or by operation of law, and shall cease upon his or her ceasing from any cause to be a Member as specified in article 39 of the Other Articles.

41. Fees

- (1) Every Members except the Honorary Members shall pay, as and when due, all contributions, subscriptions or fees (hereinafter called "Fees") for which he/she may be liable in accordance with these articles or any rules made in pursuance thereof.
- (2) All Fees shall be payable in advance at such rates and such times as the Council may from time to time determine subject to such limits from time to time imposed by the Society.
- (3) The Council may in cases of ill health, misfortune, advanced age, or on other compassionate grounds, in its opinion sufficient, remit or reduce the Fees payable by any Member.
- (4) Paid fees to the Society shall not be refundable.

Division 2—Organization of General Meetings

42. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Society must, in respect of each financial year of the Society, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors or Council may, if they think fit, call a general meeting.
- (3) If the directors or Council are required to call a general meeting on the requisition of 15 Members or under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors or Council do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

43. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;

- (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

44. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Society must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

45. Accidental omission to give notice of general meetings

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

46. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

47. Quorum for general meeting

- (1) At least 15 Members of the Society consisting with no less than less than one half of the Council members present in person or by proxy constitute a quorum at a general meeting.
- (2) The authorized representative of a member organization shall be counted in the quorum.
- (3) Save as herein otherwise provided, no business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

48. Chairing general meetings

- (1) If the chairperson of the Council, failing whom the Vice-Chairperson, is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the Council of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the Society of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Society passed at the meeting.

49. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Society.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the Society; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

50. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.

- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

51. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

52. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

53. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 10 Members present in person or by proxy; or

- (c) any Member or Members present in person or by proxy and representing at least 10% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

54. Number of votes a member has and qualifications for voting

- (1) On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—
 - (a) each Individual Member present in person has 1 vote;
 - (b) each Corporate Member present in person has 1 vote;
 - (c) each of the Couple Member present in person has 1 vote;
 - (d) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.
- (2) No member shall be entitled to vote at a general meeting either personally or by proxy or as proxy for another Member or to exercise any other right conferred by Membership in relation to meetings of the Society if any sum presently payable by him or her to the Society remains unpaid for more than 1 month.

55. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

56. Time for poll

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

57. Admissibility

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

58. Exercise of votes

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

59. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and

- (d) is delivered to the Society in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Society requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

60. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

61. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Society—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Society—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

62. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of the member.

63. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the member appointing the proxy; or

- (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Society—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

64. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the Society secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 6

Miscellaneous Provisions

Division 1—Communications to and by Society

65. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Society under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Society for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Society that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

66. Common seal

- (1) A common seal may only be used by the authority of the Council.

- (2) A common seal must be a metallic seal having the Society's name engraved on it in legible form.
- (3) Subject to paragraph (2), the Council may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Society has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Society and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the Society;
 - (b) the Society secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

67. No right to inspect accounts and other records

A person is not entitled to inspect any of the Society's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the Society.

68. Adviser and Consultants

The Council shall have power to appoint such advisers and consultants as it may in its opinion deem necessary to assist the Society in the achievement of its Objects.

69. Auditor's insurance

- (1) Only in furtherance of the Objects of the Society but not otherwise, the Council may decide to purchase and maintain insurance, at the expense of the Society, for an auditor of the Society, or an auditor of an associated company of the Society, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Society or associated company of the Society (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Society or associated company of the Society (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

70. Records of Society

The Council must cause the information of the Society to be adequately recorded for future reference as required by the Ordinance.

71. Accounts

- (1) The Council must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong

Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

- (2) The Council must keep donations receipts and accounting records as required by the Ordinance.
- (3) The Council 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 Society or any them shall be open to the inspection of members of the Society not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or an order under section 740 of the Ordinance or authorized by the Council or by the Society in general meeting.

72. Audit

Auditors shall be appointed and their duties regulated in accordance with sections 393 to 428 and 575 of the Ordinance.

73. Cheque

All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments shall be signed, drawn, endorsed, otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine, provided that they should be signed by at least 1 Director.

74. Donations

To make donations and accept donations for any charitable objects of the Society provided that the recipients of donations which are organizations shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Society under or by virtue of articles 4 and 75 hereof.

75. Net Assets on Winding up and Dissolution

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, 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 Society under or by virtue of article 4 hereof and this article, such institution or institutions to be determined by a resolution of the members of the Society 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 the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

76. Amendments to Articles of Society

No addition, alteration or amendment shall be made to or in the Articles of the Association of the Society, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

77. Restriction on formation of subsidiary

The Society shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.