

THE COMPANIES ORDINANCE (Chapter 32)

**Company Limited by Guarantee, and
Not Having a Share Capital**

**MEMORANDUM OF ASSOCIATION
OF
HONG KONG PARALYMPIC COMMITTEE & SPORTS ASSOCIATION FOR
THE PHYSICALLY DISABLED**

香港殘疾人奧委會暨傷殘人士體育協會

1. The name of the Company is "Hong Kong Paralympic Committee & Sports Association for the Physically Disabled "香港殘疾人奧委會暨傷殘人士體育協會" ("the Association")
2. The registered office of the Association will be situated in Hong Kong.
3. The object for which the Association is established is to support people with physical, sensory and mental disabilities in Hong Kong by encouraging and facilitating their participation in sporting activities and assisting in the provision of training, facilities and equipment for this purpose. To further the above object, the Association can carry on the following activities:-
 - (a) To promote and organise sports and physical recreation for the persons with a disability.
 - (b) To provide and maintain proper sporting and ancillary facilities for Paralympic Athletes to foster their development and preparation for local and international games and the practice of all sports for persons with a disability.
 - (c) To organise and encourage participation in local and international sports competitions for persons with a disability.
 - (d) To coordinate and advise on the selection of Hong Kong Paralympic Athletes to represent the Hong Kong Special Administrative Region in international multi-sports games, including but not limited to, the Paralympic Games, the Asian Paralympic Games, All China Games for the Disabled and relevant Youth or Junior Games.
 - (e) To raise the standard of sports for persons with a disability.
 - (f) To ensure that rules of sports competition are observed.
 - (g) To foster the spirit of sportsmanship in Hong Kong.
 - (h) To condemn the use of performance enhancing drugs and doping practices in sport; and to support the latest Anti-Doping Rules of the Sports Federation & Olympic Committee of Hong Kong, China, the Hong Kong Anti Doping Committee, and any international

federations that the Association is affiliated to; and to adopt them wholly as the Association's Anti Doping Policy.

4. In order to facilitate the above objects, the powers for which the Association is established are:-
- (a) To purchase, take on lease or in exchange, to hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein which the Association considers necessary for effectuating any of its objects.
 - (b) To work, use, maintain, improve, sell, allot, surrender, mortgage, charge, lease, dispose of or otherwise deal with all or any part of the property of the Association.
 - (c) To purchase, take on lease or in exchange, hire or otherwise acquire any equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description which is necessary for fulfilling the objects of the Association, and to sell or otherwise dispose of the same.
 - (d) To accept any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
 - (e) To take such steps by personal or written appeals, public meetings or otherwise as is expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, subscriptions or otherwise.
 - (f) To promote, give, support or hold either alone or in conjunction with any other corporation, association, club or person any dinner, meeting, competition, exhibition, sporting activities, concerts, entertainments and performance of any kind for furthering the Association's objects and the raising of money for the objects of the Association and to authorize, give, contribute to and distribute prizes, awards and bonuses in connection therewith.
 - (g) To borrow, raise and give security for money for furthering and conducting to any of the Association's objects in such manner as the Association considers fit, and for that purpose to mortgage, charge or lien upon all or any of the property or assets of the Association (both present and future), and to purchase, redeem or pay off any such securities.
 - (h) To invest and deal with the monies of the Association not immediately required for its objects in a proper and prudent manner as is from time to time determined by the Association.
 - (i) On a non-profit making basis, to print, publish and distribute any newsletters, periodicals, books, circulars, leaflets or other means of communication which the Association considers desirable for the promotion of its objects.
 - (j) To make known by way of advertisement or in any other way the objects of the Association or any analogous activities, courses or projects which the Association desires to sponsor or support.

- (k) To enter into any arrangements or contracts with any governments or authorities, municipal, local or otherwise or any person or company that are conducive to the objects of the Association or any of them, and to obtain from any such government, authority, person or company any rights, privileges and concessions which the Association considers desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- (l) To obtain any Order in Council, enactment or Ordinance for enabling the Association to carry out any of its objects and to oppose any proceedings or applications which is considered calculated directly or indirectly to prejudice the Associations interests.
- (m) To establish relationship with, to support, to promote or assist in establishing or promoting, to subscribe to or become a member of, to support, to amalgamate with or to enter into any partnership with, any charitable association, club or company whose objects are similar or in any part similar to the objects of the Association and having the restrictions on distribution of income and dividends to Members to an extent as imposed in Clause 5 hereof or the establishment or the promotion of which may be beneficial to the Association.
- (n) To co-operate with any associations or clubs having objects similar to the objects of the Association in any way which the Association shall think proper and to enter into or adopt any agreement or arrangement with such associations or clubs.
- (o) To purchase or otherwise acquire and undertake all or any part of the property, liabilities and engagements of any charitable organization, club or company having objects altogether or in part similar to those of the Association and having the restrictions on distribution of income and dividends to Members to an extent as imposed in Clause 5 hereof.
- (p) To undertake and execute any trusts or any agency activity which may lawfully be undertaken by the Association and are conducive to any of the objects of the Association.
- (q) To support and subscribe to any local or other charities and to grant donations for any charitable purposes, provided that the recipients which are organizations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association by virtue of Clause 5 hereof and subject to Clause 5 hereof to give gratuity, pension or allowance on retirement to any servant or the dependants of any servant of the Association and to make payments or contributions to any fund or insurance for the purchase or provision of any such gratuity, pension or allowance.
- (r) To take over the management, assets and liabilities of an unincorporated association namely “HONG KONG SPORTs ASSOCIATION FOR THE PHYSICALLY DISABLED 香港傷殘人士體育協會”.
- (s) To act as a national or affiliate member of local and international sports federations which are pertinent to the mission and visions of the

International Paralympic Committee.

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

Provided that :

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
5. (a) 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 this Memorandum of Association.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever to the members of the Association.
- (c) No member of the Executive Committee or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in (e) below) shall be given by the Association to any member of the Executive Committee or governing body.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee or governing body of the Association in return for any service actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (i) to any member of its Executive Committee or governing body of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or its Executive Committee or governing body at a rate per year not exceeding two per cent (2%) above the prime rate established for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any

member of the Association or of its Executive Committee or governing body;

(iv) of remuneration of other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly made in accordance with (d) and (e) above.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

10. The Association 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 controlling interest has previously been approved by the Registrar of Companies in writing.

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, Addresses and Descriptions of Subscribers

FANG SIN YANG, HARRY (方心讓)

	(Sd.) FANG SIN YANG, HARRY (Doctor)
ELIZABETH KAY BARNES	(Sd.) ELIZABETH KAY BARNES (Merchant)
FAN KAM PING, JP (范錦平)	(Sd.) FAN KAM PING, JP (Principal)
CHAN KING LAU (陳景流)	(Sd.) CHAN KING LAU (Director)
WONG KI LIM, MBE (黃紀廉)	(Sd.) WONG KI LIM, MBE (Retired)
LEE KWOK FOY (李國奎)	(Sd.) LEE KWOK FOY (Director)

Names, Addresses and Descriptions of Subscribers

(Continued)

DR. YORK CHOW (周一嶽)	(Sd.) DR. YORK CHOW (Hospital Chief Executive)
JENNY FUNG MA KIT HAN (馮馬潔嫻)	(Sd.) JENNY FUNG MA KIT HAN (Manager)
CHIANG TAK CHEUNG (蔣德祥)	(Sd.) CHIANG TAK CHEUNG (Secretary)
ANTHONY CORREA (高安政)	(Sd.) ANTHONY CORREA (Accountant)
NG CHAK LIN (伍澤連)	(Sd.) NG CHAK LIN (Secretary)
CHAN SAI HONG (陳世康)	(Sd.) CHAN SAI HONG (Physiotherapist)

Names, Addresses and Descriptions of Subscribers

(Continued)

CHIEN PING (錢平)

(Sd.) CHIEN PING
(Senior Medial Officer)

MAK KWAI SING (麥桂成)

(Sd.) MAK KWAI SING
(Chief Inspector)

CHUNG WAI MAN (鍾惠文)

(Sd.) CHUNG WAI MAN
(Physiotherapist)

LAM JAMES JOSEPH (林國基)

(Sd.) LAM JAMES JOSEPH
(Senior Medial Officer)

CHAN SZE KIT (陳仕傑)

(Sd.) CHAN SZE KIT
(Civil Servant)

DR. LAM KWONG CHIN (林光前)

(Sd.) DR. LAM KWONG CHIN
(Doctor)

Names, Addresses and Descriptions of Subscribers

(Continued)

WONG CHIU WAH (黃超華)

(Sd.) WONG CHIU WAH
(Clerk I)

PETER RULL, MBE

(Sd.) PETER RULL, MBE
(Director)

Date the 22nd day of July 1997.

WITNESS to the above signatures :-

(sd.) YIP KING KWONG
YIP KING KWONG
(Executive Secretary)

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**ARTICLES OF ASSOCIATION
OF
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香港殘疾人奧委會暨傷殘人士體育協會

INTERPRETATION

1.1. In these Articles, unless there is something in the subject or context inconsistent therewith:-

"Annual General Meeting"	means the yearly general meeting of the members of the Association.
"Articles"	means the Articles of Association from time to time of the Association.
"Association"	means the above-named Hong Kong Paralympic Committee & Sports Association for the Physically Disabled 香港殘疾人奧委會暨傷殘人士體育協會
"Auditor"	means the person(s) or firm appointed auditor of the Association for the time being.
"Executive Committee"	means the elected officers of the Association for the time being.
"Extraordinary General Meeting"	means a general meeting of the Members of the Association other than the Annual General Meeting.
"general meeting"	means a general meeting of the Members of the Association whether annual or extraordinary.
"Members"	means the members of the Association for the time being entered on the Register of Members.
"month"	means calendar month.
"Ordinance"	means the Companies Ordinance, Chapter 32 of the laws of Hong Kong and all statutory modifications or amendments thereof for the time being in force.
"Paralympic Athletes"	means persons engaging in Paralympic Sports who have an impairment that leads to a permanent and verifiable activity limitation such that they

encounter difficulties in executing activities, such impairment thus limiting those persons' ability to compete equitably in elite sport with other persons who are without impairment.

"Paralympic Sports" means sports which are practiced within the ambit of the International Paralympic Committee and Asian Paralympic Committee.

"Register of Members" means the register of all Members of the Association to be kept pursuant to the Ordinance.

"Seal" means the common seal of the Association.

"In writing" and "writing" shall include printing, typing, Braille, facsimile transmission and other modes of reproduction and representation of words in a visible form.

Where appropriate words importing the singular number shall include the plural and words importing the feminine shall include the masculine and neuter and the converse shall also apply in each case, save where otherwise indicated by the sense of the Article.

These Articles shall be construed with reference to the provisions of the Ordinance and subject as aforesaid the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance PROVIDED THAT in the event of a conflict between the terms of the Ordinance in the interpretation of a term used in these Articles the former shall prevail.

The Articles of Association shall govern the internal affairs of the Association and its relationship with Members.

NUMBER OF MEMBERS

- 2.1 The number of Members with which the Association proposes to be registered is 1,000 but the Executive Committee may from time to time register an increase of Members.
- 2.2 Subject to the endorsement of the Association in general meeting, the Executive Committee may, when they think fit, create any class or classes of Members and determine the rights and benefits of any new class of Members.
- 2.3 The Subscribers of the Memorandum of Association and such other persons as the members of the Executive Committee shall admit to membership shall be Members of the Association.

OBJECTS

- 3.1 The Association is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

- 4.1 Membership is open to all persons.
- 4.2 The first Members of the Association shall be the Subscribers of the Memorandum of Association.
- 4.3 There shall be 3 classes of Members of the Association, namely:-
- (a) Ordinary Members
 - (b) Life Members
 - (c) Group Members
- 4.4 An Ordinary Member shall be an individual. An Ordinary Member has the right to attend and vote at all general meetings and to stand and be elected as a member of the Executive Committee.
- 4.5 A Life Member shall be an individual. A Life Member has the right to attend and vote at all general meetings and to stand and be elected as a member of the Executive Committee and who has paid the subscription fee to the Association only once for life membership.
- 4.6 A Group Member shall be a special school or an institution. A Group Member shall not have the right to vote at meetings, and may not nominate any candidates for election. A Group Member shall be informed of all activities in which constituents of the Group Member may participate in, and to participate in such of the activities as are designated by the Executive Committee at preferential rates.

SUBSCRIPTION FEE

- 5.1 Without prejudice to Article 5.2, the Members shall pay an entrance and a subscription fee of such amount as the Association in general meeting may determine, upon the recommendation by the Executive Committee from time to time. The entrance and subscription fees are non-refundable, subject to further revisions from time to time.
- 5.2 All annual subscriptions shall become due and payable in advance on the first day of April in each and every year. Members joining the Association after the first day of April in any year shall nevertheless be liable to pay the full annual subscription for that year.

RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 6.1 Each Member shall, at all times, fulfil:-
- (a) all the requirements and criteria as to eligibility for membership and otherwise; and
 - (b) all obligations as to conduct and otherwise
- which are provided for in the by-laws for the regulation of the Association made by the Executive Committee from time to time.
- 6.2 Every Member shall observe and be bound by all the provisions of the Memorandum and Articles of Association, regulations and by-laws of the

Association for the time being in force.

- 6.3 The rights and benefits of each Member shall be personal to himself. They shall not be transferable by the Member's own act or by operation of law.

ADMISSION OF MEMBERSHIP

- 7.1 Other than the first Members, each person applying for membership shall submit an application in writing to the Association in such form as the Executive Committee may from time to time prescribe.
- 7.2 Without prejudice to the admission of the first Members under Article 4.2, admission of membership of the Association shall be considered by the Executive Committee or its authorized party.
- 7.3 The Executive Committee or its authorized party shall, in their discretion, decide whether a candidate for membership has satisfied all the eligibility criteria for admission.
- 7.4 On the admission of a Member, the fact shall be notified to him in writing and a debit note for the appropriate entrance and subscription fee shall be forwarded to him.
- 7.5 If at any time after the admission of a candidate, a majority of the Executive Committee shall be of the opinion that he has been accepted under any misrepresentation, or if any material information as to his antecedents or character has been withheld, they shall, after inquiry and notice to the person so admitted, have power to delete his name from the Register of members and he shall thereupon cease to be a Member.

CESSATION OF MEMBERSHIP

Resignation

- 8.1 Any Member may resign his membership by giving to the Secretary 7 days' notice in writing to that effect. Notwithstanding any Member's resignation, he shall pay all moneys he has agreed to pay to the Association prior to the date of such resignation.

Expulsion and Suspension

- 8.2 A Member's membership shall be ipso facto terminated and vacated:-
- (a) upon his death; or
 - (b) upon his being convicted of an indictable offence.
- 8.3 The Executive Committee may suspend a Member from membership if such Member:-
- (a) violates any provision of the Articles;
 - (b) violates any by-laws of the Association;
 - (c) acts in an unbecoming manner;
 - (d) acts in a manner injurious to the character of the Association; or
 - (e) acts in a manner prejudicial to the interests of the Association,

subject to the right of such Member to appeal to the Association in general meeting.

Termination

- 8.4 If any Member fails to pay the subscription fee by 30th June each and every year, the Executive Committee may terminate such Member's membership without any prior notice.
- 8.5 A Member whose membership has terminated for whatever cause wishes to rejoin the Association must apply for membership afresh, unless the Executive Committee shall otherwise decide.

LOSS OF RIGHTS

- 9.1 Any Member expelled in accordance with these Articles, or otherwise ceasing to be a Member of the Association, shall forfeit all right to and claim upon the Association or its property or funds but shall remain liable for any outstanding fees or charges due from him at the date of expulsion or cessation.

GENERAL MEETINGS **Annual General Meetings**

- 10.1 The Association shall in every year convene a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall hold at such time and place as the Executive Committee shall appoint. The following business shall be conducted and transacted at any Annual General Meeting:
- (a) to receive the report of the Executive Committee;
 - (b) to receive the audited Accounts of the Association;
 - (c) to elect the President, the Vice-President and the members of the Executive Committee at every alternate Annual General Meeting;
 - (d) to appoint Auditors; and
 - (e) to appoint an Honorary Treasurer in accordance with 10.2; who shall be a member of the Executive Committee.
- 10.2 At every alternate Annual General Meeting, Members may nominate a Life Member or Ordinary Member to be the Honorary Treasurer upon their own motion. The nominated Life Member or Ordinary Member shall be deemed to be appointed as the Honorary Treasurer upon Members passing an ordinary resolution.
- 10.3 The President and Vice President of the Association shall be nominated and elected among the Members until the conclusion of every alternate Annual General Meeting after which he is elected to office subject to that FANG SIN YANG, HARRY (方心讓) shall be the President and ELIZABETH KAY BARNES, FAN KAM PING, JP (范錦平), CHAN KING LAU (陳景流), WONG KI LIM, MBE (黃紀廉) and LEE KWOK FOY (李國奎) shall be the Vice-Presidents before the first Annual General Meeting of the Association, and the President and Vice-Presidents appointed by virtue of this Article shall hold office until conclusion of the first Annual General Meeting of the Association.

Extraordinary General Meeting

- 10.4 The members of the Executive Committee may whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition in writing by not less than one-twentieth of the Members having at the date of the deposit of the requisition a right to vote at general meetings. The Executive Committee shall within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given.

NOTICE OF GENERAL MEETINGS

- 11.1 An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at least, and a meeting of the Association other than (1) an Annual General Meeting; and (2) a meeting called for the passing of a special resolution shall be called by 14 days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and hour of the meeting and in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notice from the Association :

PROVIDED THAT a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed.

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at the meeting.
- 11.2 The accidental omission to give notice of a meeting to, or non-receipt of any notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 12.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and Auditors, the election of the President, the Vice-President and members of the Executive Committee and the appointment of the Auditors and the fixing of remuneration of the Auditors and the appointment of the Honorary Treasurer.
- 12.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continue to be present until the conclusion of the meeting; save as herein

otherwise provided, 30 Members present in person shall be a quorum.

- 12.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the chairman of the meeting may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting 15 Members present shall be a quorum, and may transact the business for which the meeting was called.
- 12.4 The President, or in his absence the Vice-President, shall preside as chairman at every general meeting of the Association. If at any general meeting the President or the Vice-President shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Chairman of Executive Committee shall preside. If the Chairman of the Executive Committee is not present, the Vice-Chairman shall take the chair in his place, and if the Vice-Chairman is not present, a member of the Executive Committee present shall be elected to be the chairman of the meeting.
- 12.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairman of the meeting; or
 - (b) by at least 2 Members present in person.

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

The demand for a poll may be withdrawn.

- 12.6 Except as provide in Article 12.8, 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.
- 12.7 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.
- 12.8 A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

- 12.9 Every Life and Ordinary Member present at the meeting shall have one vote. A member on joining the Association shall not be entitled to vote at any meeting of the Association within the first 90 days of joining the Association.
- 12.10 No Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as Member has been paid.
- 12.11 Group Member is not entitled to vote at any meeting of the Association.

PRESIDENT

- 13.1 The President shall act as the representative of the Association in all its external affairs. The President shall preside at all general meetings, and extraordinary general meetings.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

- 14.1 The management of the affairs, administration and operations of the Association shall be vested in the Executive Committee who may pay all the expenses incurred in the formation and registration of the Association and may exercise all such powers and do all such lawful acts and things as the Association is by its Memorandum and these presents or otherwise authorised to exercise or do and are not hereby or by Ordinance required to be exercised or done by the Association in general meeting but subject nevertheless to the provision of the Ordinance and of these presents and to any regulations (not being inconsistent with these presents) from time to time made by the Association in general meeting; PROVIDED THAT no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
- 14.2 The Executive Committee shall cause proper minutes to be made and kept of the decisions made by the Members, Executive Committee and Sub-Committee, if any and of all resolutions and proceedings of general meeting of the Members and of the meetings of the Executive Committee or of any Sub-Committee, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matter stated therein.
- 14.3 The Executive Committee shall cause to be drawn up an annual report and a statement of accounts each year.

THE EXECUTIVE COMMITTEE

- 15.1 The Executive Committee shall consist of the following:-
- a) a Chairman;
 - b) a Vice-Chairman;
 - c) an Honorary Treasurer; and
 - d) 8 to 10 Committee members as decided by the Executive Committee from time to time.
- 15.2 The first members of the Executive Committee shall be nominated by the Subscribers of the Memorandum of Association.

- 15.3 Membership of the Executive Committee shall be confined to either Life Members or Ordinary Members of the Association who have paid their entrance and subscription fee due and payable by them to the Association.
- 15.4 A Member shall not be eligible for nomination for membership of the Executive Committee within the first 12 months of joining the Association.
- 15.5 Subject to Article 15.2, all members of the Executive Committee shall be elected by Members of the Association in a general meeting of the Association. Each Executive Committee member shall serve until the conclusion of the second Annual General Meeting after which he is elected to office. A retiring member of the Executive Committee shall be eligible for re-election, PROVIDED THAT he has attended at least two-thirds of the Executive Committee Meetings held during his period of office.
- 15.6 The members of Executive Committee shall elect from amongst themselves a Chairman and a Vice-Chairman. The Honorary Treasurer shall be appointed in accordance with Article 10.2. The head of the secretariat may be required to attend such parts of the Executive Committee meetings as shall be decided by the Chairman from time to time, but in any event shall not be eligible to vote on any matter.
- 15.7 Without prejudice to Article 15.4, the members of Executive Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Executive Committee to fill a casual vacancy. Any member of the Executive Committee so appointed shall hold office only until the next election of members of the Executive Committee, and shall then be eligible for re-election PROVIDED THAT he has attended at least two-thirds of the Executive Committee Meetings held during his period of office.
- 15.8 The Honorary Treasurer, or any party authorized by the Executive Committee, shall be responsible for:-
- (i) the collection of all subscriptions, donations, or other monies due to the Association and the payment of the same into the Association's bank account or accounts;
 - (ii) the making of any disbursements approved by the Executive Committee;
 - (iii) the preparation of the statement of accounts and balance sheet for submission to the Annual General Meeting; and
 - (iv) the keeping of accounts and vouchers.
- 15.9 Members of the Executive Committee shall have the power at any time, and from time to time, to co-opt any person to be a non-voting member of the Executive Committee. Any co-opted member of the Executive Committee so appointed shall hold office until the next election of members of the Executive Committee following his appointment. For the avoidance of doubt, such co-opted members shall not have the same powers and rights as provided in these articles for the members of the Executive Committee elected by the Members of the Association.
- 15.10 The members of Executive Committee shall not be entitled to remuneration for their services to the Association as members of the Executive Committee but may be entitled to reimbursement for out-of-pocket expenses incurred for the operations of the Association.

15.11 The members of Executive Committee for the time being shall continue to act in spite of the expiration of their term of office, until their successors shall have been appointed.

15.12 Nomination for election to serve on the Executive Committee shall be opened 21 days and closed by 10 days before the date of the Annual General Meeting. Only Life Member and Ordinary Member are entitled to nominate candidate for election

SPOKESMEN OF THE ASSOCIATION

16.1 The Chairman and Vice-Chairman are designated to be the spokesmen for the Association. The Executive Committee may also designate this duty to the head of the secretariat.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

17.1 The office of member of the Executive Committee shall be vacated if the member of the Executive Committee:-

- (a) becomes bankrupt or makes any arrangement or composition with his credits generally; or
- (b) becomes prohibited from being a member of the Executive Committee by reason or any order made under Part IVA of the Ordinance; or
- (c) is convicted of an indictable offence; or
- (d) is found lunatic or being of unsound mind; or
- (e) resigns his office by notice in writing to the Association; or
- (f) is directly or indirectly interested in any contract of significance in relation to Association's operations) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance; or
- *(g) is removed by an ordinary resolution of Members in a general meeting; or
- (h) ceases to be a Member for any reason; or
- (i) is a representative of a Member serving on the Executive Committee and such Member ceases to be a Member for any reason.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

18.1 The members of Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from Hong Kong.

- 18.2 The quorum necessary for the transaction of the business of the members of the Executive Committee shall be 50% of the members of the Executive Committee.
- 18.3 A meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Association for the time being vested in or exercisable by the Executive Committee generally.
- 18.4 The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and so long as the number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members of the Executive Committee, the continuing members of the Executive Committee may act for the purpose of filling up vacancies in their body; or summoning a general meeting of the Association, but for no other purpose.
- 18.5 The Chairman of the Executive Committee shall take the chair at every meeting. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same or is unwilling to act or is absent from Hong Kong or has given notice to the Executive Committee of the Association of his intention not to attend the meeting, the Vice-Chairman shall take the chair, or failing them, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting.
- 18.6 A member of Executive Committee shall not vote in respect of any contract or arrangement in which he is interested or any matter arising in relation thereof nor he shall be counted in the quorum present for the meeting at which any such contract or arrangement is to be considered.
- 18.7 The Executive Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the members of the Executive Committee. A fax message, Braille and other modes of reproduction of words in a visible form sent by a member of the Executive Committee shall be deemed to be a document signed by him for the purpose of this Article.
- 18.8 All acts bona fide done by any meeting of the Executive Committee or of any sub-committee or by any person acting as a member of the Executive Committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Executive Committee or sub-committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and in the case of a member of the Executive Committee was qualified so to act.

SUB-COMMITTEE

- 19.1 The Executive Committee may delegate any of its power to sub-committee to be appointed by it consisting of such persons as the Executive Committee considers fit, and may from time to time revoke such delegation or revoke the appointment

of and discharge of any such sub-committee either wholly or in part and either as to persons or purposes, but every sub-committee so appointed shall, in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Executive Committee. Any person so appointed may be reimbursed for out-of-pocket expenses incurred for the business of any such sub-committee.

SECRETARY

- 20.1 The head of the secretariat of the Executive Committee shall also be the Secretary of the Association.
- 20.2 The head of the secretariat shall be responsible for the general conduct of the correspondence and operations of the Association.

THE SEAL

- 21.1 The Executive Committee shall procure a common seal to be made for the Association, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee or a sub-committee authorized by the Executive Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the Chairman and the Secretary or by other members of the Executive Committee as the Executive Committee shall from time to time appoint.
- 21.2 The Association may exercise all the powers of having official seals conferred by the Ordinance and such powers shall be vested in the Executive Committee.

CHEQUES AND DOCUMENTS

- 22.1 All cheques , promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by at least 2 members of the Executive Committee in such manner as the Executive Committee shall from time to time by resolution determine.
- 22.2 Without prejudice to Articles 21.1 and 22.1 hereto, all contracts and instruments entered into by the Association in the ordinary course of business shall be signed by the Chairman and the Secretary, or by such other person or persons as the Executive Committee shall from time to time appoint.

ACCOUNTS

- 23.1 The Executive Committee shall cause proper books of account to be kept of :
 - (a) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;
 - (b) the assets and liabilities of the Association;
 - (c) all sales and purchases of goods by the Association; and
 - (d) all other matter necessary for showing the true financial state and condition of the Association.

- 23.2 The books of account shall be kept at the registered office of the Association or subject to section 121(3) of the Ordinance at such other place or places as the Executive Committee shall from time to time think fit, and shall always be open to the inspection of the members of the Executive Committee.
- 23.3 The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being members of the Executive Committee, and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting.
- 23.4 The Executive Committee shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 23.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Executive Committee's report and a copy of the Auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member entitled to receive notices of general meetings of the Association.

AUDIT

- 24.1 Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 (save as provided by section 141D) of the Ordinance.

BY-LAWS

- 25.1 The Executive Committee may subject to the terms of these Articles from time to time make, add to, alter and/or repeal by-laws for the regulation of the Association, its Members, servants and agents.
- 25.2 Where a resolution was passed pursuant to Article 25.1, Members may within 3 months after the date on which the resolution was passed or came to effect (whichever is the later), to set aside such resolution in general meeting.

INDEMNITY

- 26.1 Subject to section 165 of the Ordinance, every member of the Executive Committee, officer or other servant for the time being of the Association shall be indemnified out of the funds and assets of the Association against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Association against

any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court provided that none of the funds or assets of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

NOTICE

- 27.1 A notice may be given by the Association to any Member either personally, or by sending it by post, fax, Braille and other modes of reproduction and representation of words in a visible form.

WINDING-UP

- 28.1 The provisions of Clause 8 of the Memorandum of Association of the 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.

We, the several persons whose names, addresses and descriptions are hereto subscribed, being Subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

Name, Addresses and Descriptions of Subscribers

FANG SIN YANG, HARRY (方心讓)	(Sd.) FANG SIN YANG, HARRY (Doctor)
ELIZABETH KAY BARNES	(Sd.) ELIZABETH KAY BARNES (Merchant)
FAN KAM PING, JP (范錦平)	(Sd.) FAN KAM PING, JP (Principal)
CHAN KING LAU (陳景流)	(Sd.) CHAN KING LAU (Director)
WONG KI LIM, MBE (黃紀廉)	(Sd.) WONG KI LIM, MBE (Retired)
LEE KWOK FOY (李國奎)	(Sd.) LEE KWOK FOY (Director)

Name, Addresses and Descriptions of Subscribers
(Continued)

DR. YORK CHOW (周一嶽)	(Sd.) DR. YORK CHOW (Hospital Chief Executive)
JENNY FUNG MA KIT HAN (馮馬潔嫻)	(Sd.) JENNY FUNG MA KIT HAN (Manager)
CHIANG TAK CHEUNG (蔣德祥)	(Sd.) CHIANG TAK CHEUNG (Secretary)
ANTHONY CORREA (高安政)	(Sd.) ANTHONY CORREA (Accountant)
NG CHAK LIN (伍澤連)	(Sd.) NG CHAK LIN (Secretary)
CHAN SAI HONG (陳世康)	

(Sd.) CHAN SAI HONG
(Physiotherapist)

CHIEN PING (錢平)

(Sd.) CHIEN PING
(Senior Medial Officer)

MAK KWAI SING (麥桂成)

(Sd.) MAK KWAI SING
(Chief Inspector)

Name, Addresses and Descriptions of Subscribers
(Continued)

CHUNG WAI MAN (鍾惠文)

(Sd.) CHUNG WAI MAN
(Physiotherapist)

LAM JAMES JOSEPH (林國基)

(Sd.) LAM JAMES JOSEPH
(Senior Medial Officer)

CHAN SZE KIT (陳仕傑)

(Sd.) CHAN SZE KIT
(Civil Servant)

DR. LAM KWONG CHIN (林光前)

(Sd.) DR. LAM KWONG CHIN
(Doctor)

WONG CHIU WAH (黃超華)

(Sd.) WONG CHIU WAH
(Clerk I)

PETER RULL, MBE

(Sd.) PETER RULL, MBE
(Director)

Date the 22nd day of July 1997.

WITNESS to the above signatures :-

(sd.) YIP KING KWONG
YIP KING KWONG
(Executive Secretary)