

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED

香港佛教心理學及心理健康協會有限公司

Incorporated the day of

HONG KONG

No.

[COPY]

CERTIFICATE OF INCORPORATION

I hereby certify that

HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED

香港佛教心理學及心理健康協會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and that this company is limited.

Issued on

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Registrar of Companies
Hong Kong Special Administrative Region

Note:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

Company limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED

香港佛教心理學及心理健康協會有限公司

1. NAME

The name of the Company is “HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED 香港佛教心理學及心理健康協會有限公司” (hereinafter called “the Association”).

2. REGISTERED OFFICE

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

3. OBJECTS

The objects for which the Association is established are:-

- (A) To promote mental health and happiness through spreading the teachings of the Buddha;
- (B) To collect donations toward a fund designated specifically for the support of Buddhist Psychology and Mental Health programs in universities in Hong Kong and around the world;
- (C) To dispatch these funds to universities that run programs that promote Buddhist Psychology and Mental Health;
- (D) To raise funds in support of charitable and educational activities directly organized by the Association;
- (E) To invest and deal with the moneys of the Association not immediately required in lawful instruments that are deemed prudent by the Board of Directors;
- (F) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects.

4. INCOME AND PROPERTY

- (A) The income and property of the Association, howsoever 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 sub-clause 4(D) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by the way of dividend, bonus, or otherwise howsoever, to the Members of the Association.
- (C) No Committee Member or any member of the 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 sub-clause 4(D) below) shall be given by the Association to any Committee Member or any member of the governing body of the Association.
- (D) Nothing herein shall prevent the payment in good faith by the Association of any reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a Committee Member or any member of the governing body of the Association in return for any services actually rendered to the Association.

5. LIABILITY LIMITED BY GUARANTEE

The liability of each Member is limited.

6. UNDERTAKINGS BY MEMBERS

Every Member 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 debts and liabilities of the Association contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of HK\$10.00.

7. WINDING UP

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects.

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

Names, Addresses and Descriptions of Founder Members

(Sd.) CHAN Ka Chung (陳嘉忠)
Flat B, 18/F, 37 Repulse Bay Road, Hong Kong.
Finance / Management

(Sd.) CHAN Wing Mui, Helen (陳詠梅)
18/F, Flat C, 135A Caine Road, Hong Kong.
Pensioner

(Sd.) HO Lok Sang (何樂生)
Flat 1104, Grosvenor House, 114 - 120 Macdonnel Road, Mid Levels, Hong Kong.
Professor

(Sd.) HUI Chun King (許遵敬)
Room 822, 8/F, Star House, 3 Salisbury Road, TST, Kowloon, Hong Kong.
Merchant

(Sd.) LEE Chack Fan (李焯芬)
Flat 17A, Block 1, 25 Sha Wan Drive, Pokfulam, Hong Kong.
Professor

(Sd.) LEE Cheuk Loen (李卓麟)
Flat 8, 11/F, Block C, Villa Lotto, 18 Broadwood Road, Happy Valley, Hong Kong.
CEO

(Sd.) NG Shuk Yu, Christine (吳淑瑜)
6 Pomander Road, Markham ON L3R 1X6, Canada.
Accountant

(Sd.) TSE, Kathy Wai-Gaun (謝慧滄)
Flat B2, 3/F, 6 Chung Shan Terrace, Lai Chi Kok, Kowloon, Hong Kong.
Marketing Director

(Sd.) WONG, Simon Man Ho (黃敏浩)
Tower 16, Flat 3B, Senior Staff Quarters, The Hong Kong University of Science and Technology,
Clear Water Bay, Kowloon, Hong Kong.
Associate Professor

(Sd.) YEUNG, Alexander (楊國佳)
49 to 50/F Office Tower, Convention Plaza, No. 1 Harbour Road, Hong Kong.
Merchant

Dated the 28th day of September, 2012

THE COMPANIES ORDINANCE (CHAPTER 32)

Company limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED

香港佛教心理學及心理健康協會有限公司

1. In these presents, unless the context otherwise requires, the words below shall have the meanings set opposite each of them respectively:

“the Ordinance”:	Companies Ordinance (Cap. 32)
“these presents”:	These Articles of Association and the regulations of the Association from time to time in force.
“the Association”:	HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED.
“the Committee”:	The Executive Committee for the time being of the Association which is equivalent to the board of directors of a company under the Ordinance.
“the Committee Member” or “Committee Members”:	A member or members of the Committee for the time being of the Association which is or are equivalent to the director(s) of a company under the Ordinance.
“Member” or “Members”:	A member or members of the Association registered as such for the time being in accordance with these Articles. The expression “Member” in these Articles shall include “Honorary Member”, “Ordinary Member” and “Affiliated Member” except where otherwise specifically provided.
“Registered Office”:	The registered office of the Association.
“the Register”:	The Register of Honorary Members, Ordinary Members and Affiliated Members of the Association.
“the Secretary or Secretaries”:	The Secretary or Secretaries of the Committee.
“the Seal”:	The Common seal of the Association
“month”:	Calendar month
“in writing” and “written”:	Written or printed, or partly written or partly printed, and include printing, lithography and other

modes of representing or producing words in a visible form.

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

Words importing person shall include corporations, partnerships, firms, unincorporated and incorporated associations and societies.

2. These Articles shall be construed with reference to the provisions of the Ordinance, and terms used in these presents shall be taken as having the same respective meanings as they have when used in the Ordinance.

3. The Association is established for the objects stated in the Memorandum of Association.

4. For the purposes of registration, the number of Members of the Association is 1,000.

MEMBERS

5. The founder members to the Memorandum of Association and such other persons as shall be admitted into membership according to these presents shall be the Members of the Association.

6. (a) Any person who agrees to the objects of the Association and undertakes to support its cause, who has been nominated by two existing members of the Association, shall be eligible to become an Ordinary Member on application on payment of an annual fee.

(b) Any person who agrees to the objects of the Association and undertakes to support its cause shall be eligible to become an Affiliated Member on application.

(b) Any person deemed by the Executive Committee of the Association to be appropriate may be invited to become an Honorary Member and Advisor of the Association.

(c) An Honorary Member, an Ordinary Member or an Affiliated Member whose names have been duly entered into the Register shall conform to these presents and rules made by the Committee hereunder and any lawful amendment, modification, addition to or alteration in these presents or rules.

7. (a) Every application for membership shall be made in writing and signed by the applicant and shall be in such form as may from time to time be prescribed by the Committee.

(b) The Committee may at its discretion and without assigning any reason for its decision disapprove or refuse any such application. The decision of the Committee shall be final.

(c) Upon approval of application by the Committee and receipt of the payment of the relevant prescribed subscription when this applies, the Secretary shall enter the applicant's name into the Register. No applicant whose application for membership is approved shall be entitled to exercise any of

the rights and the privileges of a Member until his name shall have been duly entered into the Register

8. An Affiliated Member has no voting rights and cannot take up positions on the Executive Committee.

RETIREMENT OF MEMBERS

9. (a) Any Member wishing to retire from the Association must give written notice to that effect to the Secretary not less than one month prior to the proposed withdrawal.
- (b) In the case of an Ordinary Member, notwithstanding written notice(s) as aforesaid have been given, such Member will nevertheless remain liable for all moneys due from him to the Association at the time of his ceasing to be a Member.

EXPULSION OF MEMBERS

10. (a) A two-thirds majority of the Committee Members presents and voting at a meeting of the Committee specially called for the purpose may by resolution expel any Member whose conduct, in the opinion of the Committee, renders him unfit to be a Member of the Association.
- (b) Upon the passing of any resolution to expel a Member, such Member shall be forthwith notified of such resolution. Within seven days of such notification, such Member may either:-
- (i) accept the decision of the Committee and submit his resignation in writing to the Committee whereupon he shall as from the date of such resignation cease to be a Member of the Association, or
- (ii) reject the decision of the Committee and by notice in writing require the Committee to call an Extraordinary General Meeting in accordance with paragraph (c) of this Article.

In the event of no such resignation or no such written notice by such Member being given within the seven days period, then and in such case the resolution for expulsion shall, upon the expiry of fourteen days after the day on which the resolution was passed become absolute.

- (c) Upon receipt of written notice by such Member that he rejects the Committee's decision to expel him, the Committee shall call an Extraordinary General Meeting for the purpose of confirming the Committee's resolution to expel such Member. The quorum required for such Extraordinary General Meeting shall not be less than ten Members for the time being of the Association, and the confirmation of the resolution to expel shall be by way of special resolution passed by the Members present at that meeting.
- (d) In the event of the Committee's resolution to expel not being confirmed at the Extraordinary General Meeting, such resolution shall be deemed to be null and void and of no effect. But if the resolution shall be confirmed as aforesaid, such Member shall as from the date of such confirmation cease to be a Member of the Association.

11. Any Member shall ipso facto cease to be a Member of the Association:-
- (a) If being a Member, he shall neglect or refuse to comply with any of these presents or any rules of the Association for the time being after written notice sent to him by registered post by the Secretary on the instruction of the Committee directing his attention to such neglect or refusal.
12. A Member shall cease to have any further interest in the property and funds of the Association on ceasing to be a Member.
13. (a) The subscription for an Ordinary Member shall be determined by the Committee.
- (b) The subscription for an Honorary Member shall be voluntary subject to his discretion.
 - (c) The Committee shall have the power to allow an extension of time for payment of the above sum, but if any applicant for membership shall fail to pay the above sum within such further time as the Committee may allow, the approval of such application for membership shall be deemed null and void.

HONORARY ADVISERS

14. The Committee may, by a resolution passed at a meeting of the Committee, appoint any distinguished or prominent person(s) as Honorary Adviser(s) of the Association. All retiring Chairmen and Vice Chairmen of the Committee shall be eligible to become Honorary Advisers of the Association. The Honorary Advisers may attend all General Meetings and Committee Meetings but have no voting rights. The term of office shall be one year. Honorary Advisers having completed their terms of office are entitled to be reappointed as Honorary Advisers.

EXECUTIVE COMMITTEE

15. The affairs of the Association shall be managed by the Committee comprising not less than four and not more than fifteen Committee Members. All members of the Committee must be Ordinary Members of the Association. All of them shall be elected at the Annual General Meeting. Any casual vacancy occurring in the Committee may be filled up by the Committee Members and the Committee Members shall further have power at any time, and from time to time, to appoint any person as an additional Committee Member but so that the total number of Committee Members shall not in any time exceed the number fixed in these Articles.

16. The Committee shall have absolute power to regulate, manage and control all the affairs of the Association (including power to make rules) and to carry out its objects (subject only to the Memorandum and Articles of Association of the Association) and may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by law expressly directed or required to be exercised or done by a General Meeting of the Association, and no resolution passed at any such General Meeting shall invalidate any prior act of the Committee which would have been valid as if such resolution had not been made.

17. The property and funds of the Association shall be under the control of the Committee, who shall cause an account to be opened with a bank in Hong Kong, into which all moneys belonging to the Association shall be paid, and all cheques drawn on the above account shall be signed jointly by any two of the Chairman, Vice chairman, Treasurer and Secretary.

COMMITTEE MEMBERS

18. (a) The first Committee Members shall be appointed by the founder members to the Memorandum and Articles of Association of the Association. The first Committee shall consist of no more than ten Committee Members. Five of them shall hold office until the close of the first Annual General Meeting and the remaining Committee Members shall hold office until the close of the second Annual General Meeting. The first Committee Members shall decide among themselves which five of them shall retire at the first Annual General Meeting.
- (b) At every Annual General Meeting of the Association, no less than one half of the Committee Members shall retire from office. Any Ordinary Members are entitled to be elected as Committee Members.
- (c) All retiring Committee Members shall be eligible for re-election.
- (d) The candidate for each such election shall be nominated either before the Annual General Meeting by two Members jointly who may be an Ordinary Member or during the Annual General Meeting by any two of the aforesaid Members present at that Meeting. For the purpose of such election the number of candidates is unlimited.
- (e) With the exception of the first Committee Members, a Committee Member elected in any Annual General Meeting shall hold office until the close of the subsequent Annual General Meeting.

19. Within two weeks after their appointment, the Committee Members shall elect among themselves one Chairman, one Vice chairman, one Secretary and one Treasurer. Their posts shall last until the close of the next Annual General Meeting.

20. The office of a Committee Member shall be vacated in any of the following events:-
- (a) if he ceases to be a Member;
- (b) if he resigns his office in writing;
- (c) if he becomes deceased or of unsound mind or prohibited by law from acting as a Committee Member;
- (d) if he is removed from office by a Special Resolution in accordance with the Ordinance.
- (e) if he is directly or indirectly interested in any contract (being a contract of significance in relation to the Foundation's operations) with the Foundation 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.

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

PROCEEDINGS OF THE COMMITTEE

21. (a) The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit.

- (b) The Committee shall hold a meeting at least once every three months. Four Committee Members shall constitute a quorum in any Committee Meeting.
- (c) The Chairman shall at any time upon the written request of three or more Committee Members convene a Special Committee Meeting. A Committee Member who is at any time not in Hong Kong shall not during such time be entitled to have notice of any such meeting.
- (d) A meeting of the Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretion of the Committee.
- (e) The Chairman shall preside as the Chairman at all Committee Meetings. If the Chairman shall be absent, the Vice Chairman shall take the chair. If the Chairman and the Vice Chairman shall be absent, the Committee Members shall choose one of their members to take the chair. Each Committee Member shall be entitled to one vote.
- (f) Questions arising at any Committee Meeting shall be decided by a majority of votes, the Chairman shall have a second or casting vote in case of equality of the votes.
- (g) The proceedings of all Committee Meetings shall be entered in a Minute Book which shall be signed by the Chairman as a true record at the next succeeding Committee Meeting.
- (h) A resolution in writing signed by all Committee Members shall be as valid as effectual as if it has been passed at a meeting of the Committee duly called and constituted. 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 Committee Members. A cable, telex, email or facsimile message sent by a Committee Member shall be deemed to be a document signed by him for the purposes of this Article.

SUB-COMMITTEES

22. The Committee may delegate any of its powers (save and except as to election to or removal from membership of the Association) to sub-committees consisting of such persons as it thinks fit any sub-committees so formed shall, in the execution of the powers so delegated conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee as aforesaid. Any decision made by any sub-committee shall be reported to the Committee and shall be valid and binding unless over-ruled by a decision of the Committee.

GENERAL MEETINGS

- 23. (a) The first General Meeting shall be held at such time, within 18 months after the incorporation of the Association and at such place as the Committee may determine.
- (b) The Annual General Meeting shall be held every year at such time and place as the Committee may from time to time determine.

- (c) All other General Meetings of the Members shall be called Extraordinary General Meetings.
- (d) The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 113 of the Ordinance.
- (e) Twenty-one clear days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of each Extraordinary General Meeting specifying the time and place of the meeting and the business to be transacted thereat must be given to such persons entitled to receive such notice from the Association; but with the consent of all the Members entitled to receive notice of that particular meeting, that meeting may be convened by such shorter notice and in such manner as these Members think fit.
- (f) The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate any resolution or business transacted at that meeting.
- (g) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (h) The quorum required for a General Meeting shall not be less than six members, who should be Ordinary Members, for the time being in Hong Kong. Proxies shall be allowed for this purpose.
- (i) 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; and in any other cases it shall stand adjourned to such time not exceeding 16 days after the day appointed for such meeting and at such place as the Members then present may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members then present shall be a quorum.
- (j) The Chairman of the Committee or in his absence, the Vice Chairman of the Committee, shall preside as the Chairman at every General Meeting of the Association.
- (k) If there is no such Chairman, the Members present shall choose a Committee Member, or if none is willing, one of the Members, to be the Chairman.
- (l) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for sixteen days or more, notice of the adjourned meeting shall be given as in the case of any original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- (m) The proceedings of all General Meetings shall be entered in a Minute Book which on being signed by a Chairman at the next General Meeting as a true record shall be conclusive evidence of the business done and passed at the previous General Meeting.

24. The ordinary business of an Annual General Meeting shall be to receive and consider the accounts, balance sheet or other similar document(s) in nature such as business and financial report(s) and the reports of the Committee, the auditors' report, the conditions and the election of Committee Members and the appointment and remuneration of the auditor or auditors. All other businesses transacted at an Annual General Meeting and all businesses transacted at an Extraordinary General Meeting shall be known as special businesses.

VOTE OF MEMBERS

25. Affiliated Member and Honorary Member are not entitled to vote in any general meeting and the voting rights in clause 26 do not apply to them.

26. (a) Voting shall be by a show of hands unless before or upon the declaration of the result of the show of hands, a poll is demanded by the Chairman of the meeting or by at least four Members or by any Member or Members representing not less than one-tenth of the total voting rights of all Members.
- (b) Subject as herein provided, on a show of hands, every Member present personally shall be entitled to one vote. If a poll is being taken, every Member present in person or by proxy shall have one vote. In the event of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- (c) 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, and which have been outstanding for more than one month after they fell due for payment, have been paid.
- (d) Except as provided by the Ordinance in the case of special resolution and where otherwise provided by these presents, resolutions shall be decided by a simple majority.
- (e) 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 Minute Book shall be conclusive evidence of that fact.
- (f) The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. A proxy need not be a Member of the Association.
- (g) The instrument appointing a proxy and the power of the attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Association or at such other place within Hong Kong as is specified for the purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (h) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ACCOUNTS

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

Proper books shall not be deemed to be kept if there are not kept such books of account(s) as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

28. The books of account(s) shall be kept at the Registered Office, or at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Members of the Committee.

29. The Committee shall from time to time determine 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 inspection by the Members; and no Member shall have any rights of inspecting any accounts or books or documents of the Association, except as conferred by the Ordinance, or by the Memorandum of the Association, or as authorised by the Committee, or by a resolution of the Association in General Meeting.

30. The financial year of the Association shall end on the 31st of March in each year, or at such other date as the Committee may from time to time decide.

31. Once at least every year the Committee shall lay before the Association in Annual General Meeting an income and expenditure account for the period since the last preceding accounts made up to a date not more than nine months before such meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Committee and a report of the Auditors and a copy of such account, balance sheet (or other similar document(s) in nature such as business and financial report(s)) and reports shall, not less than twenty-one clear days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings of the Association.

AUDIT

32. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

33. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICES

34. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

35. Any Member described in the Register of Members by an address not within Hong Kong shall, unless he has given the Association an address within Hong Kong at which notices may be served upon it, not be entitled to have notices served upon it, but save as aforesaid,

Members described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.

36. Any notice, if served by post, shall be deemed to have been served on the day on which the letter containing the same is put into post, and in proving such services, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office or a postal box as a prepaid letter.

37. Notices of every General Meeting shall be given in same manner hereinbefore authorised to (a) every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them and (b) the auditors for the time being of the Association. No other person shall be entitled to receive notices of general meetings, except such persons as may be invited by the Committee to attend any particular meeting or meetings.

RULES

38. The Committee shall have power from time to time to make such Rules as may be necessary for the furtherance of the objects for which the Association is established and for regulating the nomination and election of Committee Members, for the orderly and efficient conduct of their own proceedings, and of the proceedings of General Meetings of the Association; the appointment of their own meetings; the conduct of arbitrations; and the regulation of the various sub-committees of the Association; and for carrying on the general business of the Association provided they be not repugnant to or inconsistent with the terms of the Memorandum of Association or these presents.

39. The Committee may from time to time lay down Rules of Membership (not being inconsistent with these presents or with any legislation) which Rules shall be binding on the Members.

40. The Committee may, at any time and from time to time, revoke or alter any of the said Rules.

THE SEAL

41. The Committee may from time to time make rules as to the custody and use of the Seal. Until other rules are made by the Committee, the Seal shall be kept at the Registered Office or at such other place as the Committee shall from time to time determine, and all documents requiring the Seal to be affixed thereto shall be signed by any 2 of the Committee Members or some other person(s) duly appointed and authorized by the Committee.

INDEMNITY

42. Subject to the provisions of the Ordinance, every Committee Member, Secretary, Auditor, and other Officer(s) of the Association shall be indemnified out of the funds and assets of the Association against all actions, costs, charges, expenses and liabilities which he may incur or sustain by reason of any act done, concurred in or omitted in the execution of his duties or supposed duties, except such as shall happen by or through his own wilful act or default.

DISSOLUTION

43. If not less than three-quarters of the total Members present and vote in a General Meeting specially convened for that purpose agree to the winding up of the Association, then the Association shall be wound up.

44. Upon the winding up of the Association the provisions of Clauses 4, 5, 6 and 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these presents.

SECRETARY

45. The first Secretary of the Association shall be Mr. HO Lok Sang

Names, Addresses and Descriptions of Founder Members

(Sd.) CHAN Ka Chung (陳嘉忠)
Flat B, 18/F, 37 Repulse Bay Road, Hong Kong.
Finance / Management

(Sd.) CHAN Wing Mui, Helen (陳詠梅)
18/F, Flat C, 135A Caine Road, Hong Kong.
Pensioner

(Sd.) HO Lok Sang (何樂生)
Flat 1104, Grosvenor House, 114 - 120 Macdonnel Road, Mid Levels, Hong Kong.
Professor

(Sd.) HUI Chun King (許遵敬)
Room 822, 8/F, Star House, 3 Salisbury Road, TST, Kowloon, Hong Kong.
Merchant

(Sd.) LEE Chack Fan (李焯芬)
Flat 17A, Block 1, 25 Sha Wan Drive, Pokfulam, Hong Kong.
Professor

(Sd.) LEE Cheuk Loen (李卓麟)
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CEO

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Dated the 28th day of September, 2012