

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED

香港鱗翅目學會有限公司

(Reprinted with all amendments up to 19th September, 2009)

Incorporated the 19th day of April, 1999.

THE COMPANIES ORDINANCE (CHAPTER 32)
SPECIAL RESOLUTIONS
OF
HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED
香港鱗翅目學會有限公司

Passed on the 19th day of September, 2009

At an Extraordinary General Meeting of Members of HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED held at Room 501, Hang Seng Castle Peak Road Building, 339 Castle Peak Road, Kowloon on the 19th day of September, 2009 at 2:30 p.m. the following resolutions were passed as Special Resolutions:-

Amendment of Memorandum of Association

- (1) That the following new Clause 3(v) be added immediately after Clause 3(u):-
 - (v) in furtherance of the objects but not otherwise, to sell, let on lease, exchange, deal with or otherwise dispose of all the property of the Company or any part thereof or its rights, interest and privileges, for such consideration as the Company may think fit;
- (2) That the existing Clause 3(v) be renumbered as Clause 3(w) accordingly.

(Sd.) Lee Ping Chung
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)
SPECIAL RESOLUTIONS
OF
HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED
香港鱗翅目學會有限公司

Passed on 3rd day of July, 1999

At an Extraordinary General Meeting of Council of the abovenamed Society held at at Unit B, 17th Floor, Kin Ga Industrial Building, 9 San On Street, Tuen Mun, New Territories, Hong Kong on 3rd July, 1999 at 2:30 p.m. the following Resolutions were duly passed:-

Amendment of Memorandum of Association

- (1) Clause 3(p)
To delete the words "or benevolent" in line 1.
- (2) Clause 3(q)
To add the word "charitable" before "company" in line 3.
- (3) Clause 3(s)
To add the word "charitable" before "company" in line 2
and to delete the words "or partnership" in lines 2 and 3.
- (4) Clause 4
The term "Hong Kong Association of Bankers" be amended
to "Hong Kong Association of Banks" in lines 9 and 10.

Amendment of Articles of Association

- (5) Article 1
The following new Articles 1(a) and 1(b) be added after
Article 1:-
 - 1(a) The powers set forth in the Seventh Schedule to the
Companies Ordinance shall not apply to the Society.
 - 1(b) Subject as aforesaid, any words or expressions
defined in the Ordinance shall, if not inconsistent
with the subject or context, bear the same meaning
in these Presents.

(6) Article 13

To add the words "the general nature of that business and" between the words "business" and "shall" in line 5.

(7) Article 15

The terms "extraordinary meeting" and "ordinary meeting" be amended to "extraordinary general meeting" and "ordinary general meeting" in lines 1 and 2.

(8) Article 36(f)

The Article 36(f) of the Company's Articles of Association be deleted and the existing Article 36(g) be renumbered as Article 36(f) accordingly.

(9) Article 37(b)

The existing Article 37(b) of the Company's Articles of Association be deleted and substituted therefor by the following new Article:-

Any member of Council who is interested in any aforesaid contract or arrangement shall not be entitled to present at the meeting of which such contract or arrangement is discussed and voted upon.

(10) Article 41

The word "meeting" in line 1 be amended to "meet".

(11) Article 46

The word "meeting" in line 1 be amended to "meet".

(12) Article 49

To add the word "Council" before "meeting" in line 4.

(13) Article 59(a)

The word "supplies" in line 4 be amended to "supplied".

(Sd.) ROGER CLIVE KENDRICK
Chairman

No. 671949
編號

(COPY)
COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED
香港鱗翅目學會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, and that this
於本日在香港依據公司條例註冊成爲
company is limited.
有限公司。

Issued by the undersigned on 9 April, 1999.

本證書於一九九九年四月九日簽發。

(Sd.) MISS R. CHEUNG
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任 張潔心 代行)

Company Limited by Guarantee
and not having a Share Capital

Memorandum of Association

of

HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED 香港鱗翅目學會有限公司

1. The name of the Company is "HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED 香港鱗翅目學會有限公司 (hereinafter called 'the Society')".
2. The registered office of the Society shall be situated in Hong Kong.
3. The objects for which the Society is established are:-
 - (a) To provide a forum being a non-profit, educational and scientific organization for people interested in Hong Kong's butterflies and moths;
 - (b) To promote conservation of the Special Administrative Region's lepidoptera and the science of lepidopterology in all its branches;
 - (c) To further the scientifically sound and progressive study of Lepidoptera;
 - (d) To co-ordinate the recording, compiling and distributing of information to other organizations and individuals for the purposes of education, conservation and appreciation of Lepidoptera;
 - (e) To publish periodicals and other publications on Lepidoptera and to facilitate the exchange of ideas by both the professional worker and the amateur in the field;
 - (f) To solicit, receive and acknowledge donations, bequests and gifts for education and conservation purposes and to disburse funds and services for such purposes;
 - (g) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of the Society;
 - (h) To take any gift or property whether subject to any special trust or not to further the purposes of the Society;

- (i) For the purposes of the Society, to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscriptions or otherwise;
- (j) For the purposes of the Society, to engage or employ any person or persons as officers and/or employees of the Society;
- (k) For the purposes of the Society, to develop and turn to account any real or personal property acquired by the Society or in which it is interested and in particular by laying out and preparing any real property for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving building and conveniences thereon and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement any such real property and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others;
- (l) For the purposes of the Society, to carry on printing and publishing and, in connection therewith and relating thereto, to purchase copyrights for the books and publications and to issue licences for the same and receive payment therefor, to engage in engraving and bookbinding and embossing, lithographing and impressing on paper and other impressionable surfaces, pictures, figures and letters and to manufacture such paper and materials as may be necessary;
- (m) For the purposes of the Society, to manufacture and distribute broadcast transcriptions and domestic recordings and to manufacture, process, duplicate and distribute motion picture and cut and roll film;
- (n) For the purposes of the Society, to raise and borrow money in such manner as the Council may think fit and in particular by the issue of debentures, bonds, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage bills of sale or other charges of or upon all or any part of the property of the Society whether real or personal;
- (o) For the purposes of the Society, to pay for any rights, property or privileges acquired by the Society or for any services rendered to or any debit, liability or obligation of the Society either in cash or wholly or partly in debenture or other securities of the Society accrued or charged upon all or any part of the property of the Society or not so secured or charges and to make payments either in money or in any other way as may from time to time be deemed expedient for information or advice given to the Society;
- (p) To subscribe and make payments to any fund for charitable objects of any description;

passed by Special
Resolution on 3rd
July, 1999

passed by Special
Resolution on 3rd
July, 1999

(q) For the purposes of the Society, to enter into partnerships or into any arrangement for union of interests, co-operation, joint venture, reciprocal, concessions or otherwise with any charitable company or firm of which the distribution of the income and property is prohibited and restricted to at least as great an extent as this Society under clause 4 of this Memorandum;

(r) To enter into any arrangement with any Parliaments, Governments or authorities supreme, municipal, local or otherwise that may seem conducive to the Society's objects or any of them and to obtain from any such Parliaments, Governments, or authorities any acts, grants, licences, rights, privileges and concessions which the Society may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, grants, licences, rights, privileges and concessions and to oppose and expend funds of the Society in opposing either singly or in combination with other companies or persons any action or expected action or possible action or proceedings of any Parliament or Government or Corporation or body or persons that may appear to the Council in its absolute and uncontrolled discretion to be, likely to be or possible to be inimical or prejudicial to the Society's objects or interests;

passed by Special
Resolution on 3rd
July, 1999

(s) For the purposes of the Society, to amalgamate or unite and absorb into the Society or to amalgamate with any other present or future charitable company whether formed in Hong Kong or elsewhere the distribution of the income and property of which is restricted to at least as great an extent as this Society is under Clause 4 of this Memorandum;

(t) To invest and deal with the moneys of the Society in such manner as may from time to time be determined by the Society;

(u) For the purposes of the Society, to promote and hold, either alone or jointly with any other association, club, or persons, lectures, meetings, competitions, and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, concerts and other entertainments;

passed by Special
Resolution on 19th
September, 2009

(v) In furtherance of the objects but not otherwise, to sell, let on lease, exchange, deal with or otherwise dispose of all the property of the Company or any part thereof or its rights, interest and privileges, for such consideration as the Company may think fit;

passed by Special
Resolution on 19th
September, 2009

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

Provided that:-

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall 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.

passed by
Special
Resolution
on 3rd
July, 1999

4. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any service actually rendered to the Society, or prevent the payment of interest at a rate not exceeding one per cent above the prime rate established by the Hong Kong Association of Banks on money lent or reasonable and proper rent for premises demised or let by any member to the Society but so that no member of the Council of Management or 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 that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any Society of which a member of the Council or Governing Body may be a member and in which such member shall not hold more that one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, 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 debits and liabilities of the Society 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 one hundred dollars.
7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debits and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to any local charitable organization.

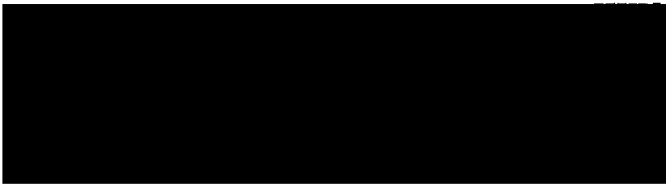
We, the several persons, whose names, addresses, and descriptions are hereto subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

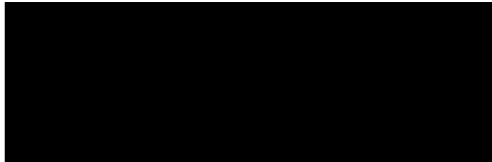
(Sd.) JAMES JOHN YOUNG 楊建業



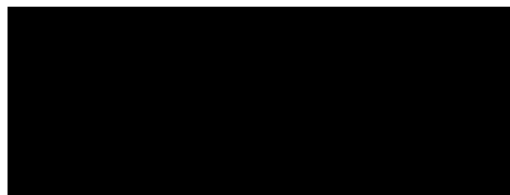
(Sd.) ROGER CLIVE KENDRICK



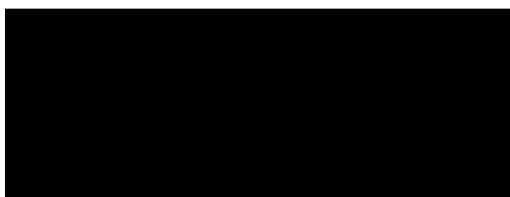
(Sd.) IP TAN CHING 葉丹青



(Sd.) KIU KIN YAN, JUDY 喬建欣



(Sd.) KWOK YU HEUNG, YVONNE 郭裕香

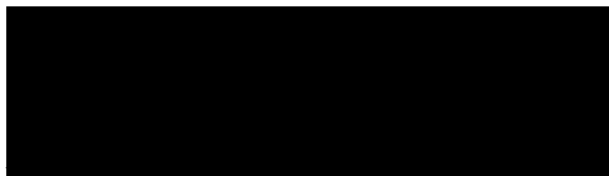


Names, Addresses and Descriptions of Subscribers

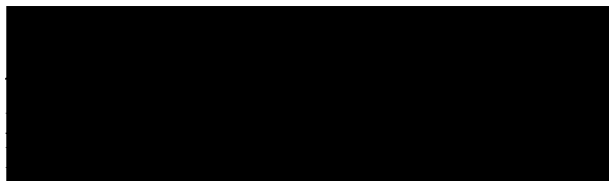
(Sd.) LEE PING CHUNG 李炳獅



(Sd.) LUI KIN BON, EDMOND 呂建邦



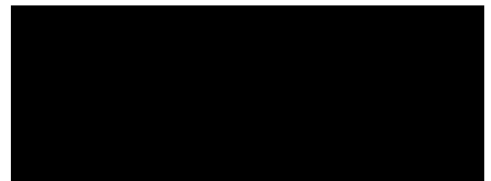
(Sd.) YIU VOR 饒戈



Dated the 14th day of March, 1999.

WITNESS to the above signatures:-

(Sd.) WANG KA PO, GABLE



Company Limited by Guarantee
and not having a Share Capital

Articles of Association

of

HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED
香港鱗翅目學會有限公司

Interpretation

1. In these Presents, unless there is something in the subject or context inconsistent therewith:

“The Ordinance” means the Companies Ordinance (Chapter 32 of the Revised Edition).

“The Society” means “HONG KONG LEPIDOPTERISTS' SOCIETY LIMITED 香港鱗翅目學會有限公司”.

“These Presents” means these Articles of Association and the regulations of the Society for the time being in force, if any.

“The Council” means the administrative body of the Society for the time being.

“The Office” means the Registered Office for the time being of the Society.

“The Register” means the Register of Members to be kept pursuant to the Ordinance.

“Seal” means the Common Seal of the Society.

“Month” means calendar month.

“Year” means year from the 1st January to the 31st December inclusive.

“In writing” and “written” include printing, lithography, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

passed by Special
Resolution on 3rd
July, 1999

(a) The powers set forth in the Seventh Schedule to the Companies Ordinance shall not apply to the Society.

passed by Special
Resolution on 3rd
July, 1999

(b) Subject as aforesaid, any words or expressions defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Presents.

2. Subject to the preceding Article, any words defined in the Ordinance shall if not inconsistent with the subject or context bear the same meaning in these Presents.
3. The Society is established for the purpose expressed in the Memorandum of Association.

Members

4. For the purposes of registration, the number of members of the Society is declared to be unlimited.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall invite or admit to membership shall be members of the Society.
6. The Council may expel any person from the membership of the Society PROVIDED THAT:-

(a) Before expelling any person, it shall give notice in writing to that person of its intention so to do stating its reasons for so doing.

(b) It shall specify in such notice a time and place at which that person may appear before the Council to show cause why such person should not be expelled, such time to be not less than fourteen days from the date of the notice.

(c) The resolution of the Council is passed by a majority of the Council members present at a meeting for such purpose.

7. The membership of any member of the Society shall be deemed to be personal and shall forthwith cease to exist in any of the following events:-

(a) If he shall die.

(b) If he shall by notice in writing to the Council resign from membership.

(c) If he shall become lunatic or of unsound mind.

(d) If he shall become a declared bankrupt or insolvent under any of the laws relating to bankrupts or insolvents for the time being in force in Hong Kong.

(e) If he fails to agree, sign and abide by the Society Code for Insect Collecting based on the adapted and translated version of the Joint Society for the Conservation of British Insects' "Code for Insect Collecting".

The Secretary shall keep the Register of Members in accordance with Section 95 of the Ordinance.

8. An annual subscription shall be payable by the members of the Society at such rate as may from time to time be determined by the Council.

A member whose subscription is in arrear for three months or such time as the Council may otherwise from time to time determine shall automatically cease to be a member of the Society.

General Meetings

9. The Society shall in each year hold 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 Society and that of the next. Provided that so long as the Society holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.
10. In default of a general meeting being so held a general meeting shall be held in the month next following and may be convened by members qualified as prescribed in Section 114A(1)(b) of the Ordinance in the same manner as nearly as possible as that in which meetings are to be convened by the Council.
11. The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
12. (a) The Council may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings may also be convened by such requisitionists as provided by Section 113 of the Ordinance.

(b) If at any time there are not within Hong Kong sufficient members of the Council capable of acting to form a quorum, any two members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

Notice of General Meetings

passed by
Special
Resolution
on 3rd
July, 1999

13. Subject to the provisions of Section 116 of the Ordinance relating to special resolutions, twenty-one days' written notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given), specifying the place the day and the hour of meeting and in case of special business the general nature of that business and shall be given in manner hereinafter mentioned or in such manner (if any) as is prescribed by the Society in general meeting, to such persons as are under the regulations of the Society entitled to receive such notices from the Society; but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter written notice and in such manner as those members think fit.

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

Proceedings at General Meetings

passed by
Special
Resolution
on 3rd
July, 1999

15. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an ordinary general meeting with the exception of the consideration of the accounts balance-sheets and the reports of the Council and Auditors prescribed by the Ordinance, the election of members of the Council and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members of the Society personally present or by proxy shall be a quorum.
17. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present shall be a quorum.
18. The Chairman (if any) of the Council shall preside as chairman at every general meeting of the Company.
19. If there is no such chairman or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Vice Chairman (if any) of the Council may take the chair, and if neither the Chairman nor the Vice Chairman are present or if none of them is willing to act as chairman, then the members present shall choose some one of their number to act as chairman.
20. 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 adjourned took place. When a meeting is adjourned for ten days or more at any one time notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands and 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 on entry to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

Votes of Members

23. Every member shall have one vote.
24. A resolution signed by all the members of the Society for the time being shall be as valid and as effectual as if it had been passed at a meeting of the members duly called and constituted and the members may sign separate copies of the resolution or document circulated for that purpose.
25. The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorized in writing or if the appointer is a corporation either under the seal or under the hand of an officer or attorney as authorized. A proxy need not be a member of the Society.
26. The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
27. An instrument appointing a proxy may be in the following form or any other form which the Council approves:

"I _____ of
being a member of the _____
hereby appoint _____ of
as my _____
proxy to vote for me and on my behalf at the (ordinary or extraordinary as the
case may be) general meeting of the Society to be held on the _____ day of
_____ and at any adjournment thereof.

SIGNED this _____ day
of _____, _____."

Council

28. The number of members of the Council shall not be less than six nor more than twenty. The first members of the Council shall be the subscribers to the Memorandum of Association.

Power and Duties of Council

29. The affairs of the Society shall be managed by the Council who may pay all expenses incurred in setting up and registering the Society and may exercise all such powers of the Society as are not by the Ordinance or by these Articles required to be exercised by the Society in general meeting subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as are prescribed by the Society in general meeting but no regulation made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

30. The Council is empowered to make, repeal and amend such by-laws as it may from time to time consider necessary for the well being of the Society provided that no such by-law shall be inconsistent with or purport to alter amend or repeal anything contained in this Memorandum and Articles of Association and it is further provided that any by-law may be set aside by a Special Resolution of a General Meeting of the Society.
31. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) Of all appointments of officers made by the Council.
 - (b) Of the names of the members present at each meeting of the Council and of any Support Council.
 - (c) Of all resolutions and proceedings at all meetings of the Society and of the Council and of Support Council.
32. The books of minutes shall be kept at the registered office of the Society or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council.
33. The Council may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, bonds, bills of exchange, promissory notes or other obligations or securities of the Society whether outright or as security for any liability or obligation of the Society.
34. The Council shall register all charges created by it and requiring registration in accordance with Section 80 of the Ordinance and shall duly comply with requirements of Sections 81 and 82 of the Ordinance in regard to the registration of mortgages and charges therein specified and otherwise.

The Seal

35. The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of a member of the Council and of the Secretary or such other person as the Council appoints for the purpose, and that member of the Council and the Secretary or other person as aforesaid shall sign every instrument to which the seal of the Society is so affixed in their presence.

Disqualification of Members of Council

36. The office of member of Council shall be vacated if the member of Council:-
- (a) Holds any office of profit under the Society.
 - (b) Becomes bankrupt or insolvent.

- (c) Becomes prohibited from being a member of the Council by reason of any order made under S.275 of the Ordinance.
- (d) Is found lunatic or becomes of unsound mind.
- (e) Resigns his office by notice in writing to the Society.
- (f) If he is removed by a special resolution of the Society.

passed by Special
Resolution on
3rd July, 1999

37. (a) No member of Council or intended member of Council shall be disqualified by his office from contracting with the Society nor shall any such contract or any contract or arrangement entered into by or on behalf of the Society with any person, company or partnership of or in which any member of Council shall be a member or otherwise interested be capable on that account of being avoided; nor shall any member of Council so contracting or being such a member or so interested be liable to account to the Society for any profit realised by any such contract or arrangement by reason only of such member of Council holding that office or the fiduciary relationship thereby established. Provided always that such member of Council shall forthwith disclose the nature of his interest in any contract or arrangement in which he is interested as required by and subject to the provisions of the Ordinance.

passed by Special
Resolution on 3rd
July, 1999

- (b) Any member of Council who is interested in any aforesaid contract or arrangement shall not be entitled to present at the meeting of which such contract or arrangement is discussed and voted upon.
- (c) A general notice to the Council by a member of Council that he is to be regarded as interested in any contract or arrangement which may be made with any specified person, firm or corporation after the date of such notice shall be a sufficient declaration of interest in relation to any contract or arrangement so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Council or the member of Council takes reasonable steps to ensure that it is brought up and read at the next meeting of the Council after it is given.

Retirement and Appointment of Members of Council

38. At every annual general meeting of the Society the whole of the members of Council shall retire from office, and the retiring members of the Council shall be eligible for re-election.
39. Any casual vacancy occurring in the board of members of Council may be filled up by the members of Council and the members of Council shall further have power at any time, and from time to time, to appoint any person as an additional member of the Council. Any member so appointed shall hold office until the next annual general meeting when he shall forthwith retire and shall be eligible for re-election.

40. The Society may by special resolution remove any member of Council before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. Without prejudice to the powers of the Council under Article 39, the Society in general meeting may appoint any person to be a member of the Council to fill a casual vacancy or as an additional member of the Council.

Proceedings of Council

passed by
Special
Resolution
on 3rd
July, 1999

41. The Council 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 case of an equality of votes, the chairman shall have a second or casting vote. A member of the Council may and the secretary on the requisition of a member of the Council shall at any time summon a meeting of the Council.
42. The quorum necessary for the transaction of the business of the Council shall be three.
43. The continuing members of the Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by Article 28 hereof, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Society but for no other purpose.
44. The Council may delegate any of its powers to Support Councils consisting of such members or member of the Society or of their body as they think fit, any Support Council so formed shall in the exercise of the powers so delegated conform to any regulations that are imposed on it by the Council.
45. A Support Council may elect a chairman of its meetings, if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

passed by
Special
Resolution
on 3rd
July, 1999

46. A Support Council may meet and adjourn as it thinks proper. Questions arising at any meet shall be determined by a majority of votes of the members present and in case of an equality of votes the chairman shall have a second or casting vote.
47. All acts done by any meeting of the Council or of a Support Council or any person acting as a member of the Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

48. The Council may appoint from time to time such Support Councils as it deems necessary for such purposes and with such powers as may be required, members of such Support Councils shall not necessarily be members of the Society or of the Council. All Support Councils shall report their proceedings to the Council, at its next meeting after such proceedings. Persons not being members of the Society co-opted to such Support Council shall have not vote. Every such Support Council shall have as its chairman a member of the Society.

Chairman and Vice Chairman

passed by
Special
Resolution
on 3rd
July, 1999

49. The Council shall elect a Chairman and also two Vice Chairman from among its members at its first meeting after the annual general meeting in each year. The Chairman shall preside as chairman of every meeting of the Council. If no Chairman is elected or if at any Council meeting the Chairman is not present within five minutes after the time appointed for holding the same, any Vice Chairman may take the chair, and if neither the Chairman nor the Vice Chairman are present or if no Chairman or Vice Chairman have been elected, then the Council may choose one of its members present to be chairman of the meeting.

Secretary

50. A Secretary shall be appointed and may at any time be removed by the Council. The Council may at any time appoint a temporary substitute for the Secretary and such Secretary shall carry out such duties as the Council from time to time allocates. The Secretary need not be a member of the Society and of the Council. The First Secretary of the Society shall be MR. WANG KA PO, GABLE.

Treasurer

51. A Treasurer shall be elected by the Council from among its members at its first meeting after the Annual General Meeting in each year who shall carry out such duties as the Council from time to time allocates. Such Treasurer may at any time be removed by the Council and the Council may at any time appoint a temporary substitute for the Treasurer who shall also be a member of the Council.

Cheques, Bills etc.

52. Cheques, bills of exchange, promissory notes or other negotiable instruments shall be drawn, made, signed, accepted or endorsed by such person or persons and in such manner as the Council shall from time to time resolve.

Bankers

53. The Bankers of the Society may from time to time be appointed and changed by the Council.

Accounts

54. The Council shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Society and shall comply with S.121 of the Ordinance.
55. The books of account shall be kept at the registered office of the Society or at such other place or places as the Council think fit and shall always be open to the inspection of the Council.
56. The Council shall cause to be prepared and to be laid before the Society in general meeting income and expenditure accounts, balance sheets and reports once at least in every year.
57. A copy of every balance sheet (including every document required by law to be annexed or attached hereto) which is to be laid before the Society in general meeting together with a copy of the Auditors' report shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Society.

Audit

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

Notices

- passed by
Special
Resolution
on 3rd
July, 1999
59. (a) A notice may be given by the Society to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address (if any) within Hong Kong supplied by him to the Society for the giving of notices to him.
 - (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
60. Notice of every general meeting shall be given in some manner hereinbefore authorized to every member except whose members who (having no registered address within Hong Kong) have not supplied to the Society an address in Hong Kong for the giving of notice to them. No other persons shall be entitled to receive notices of general meeting.

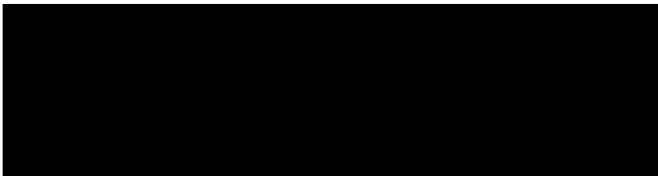
61. Every member of the Council or Officer of the Society or any person so employed by the Society as Auditor shall be indemnified out of the funds of the Society against all liability incurred by him as such member of the Council, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 358 of the Companies Ordinance in which relief is granted to him by the Court.

Winding-Up

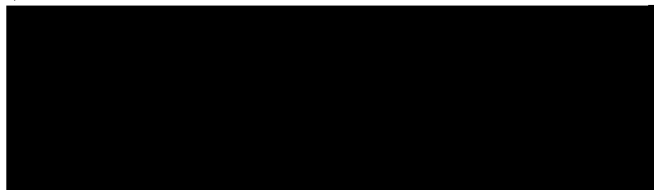
62. The Provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

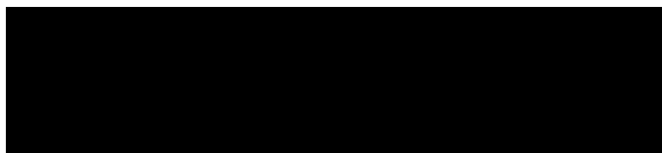
(Sd.) JAMES JOHN YOUNG 楊建業



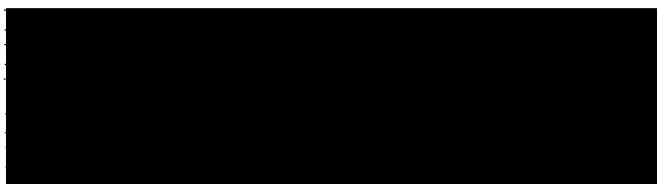
(Sd.) ROGER CLIVE KENDRICK



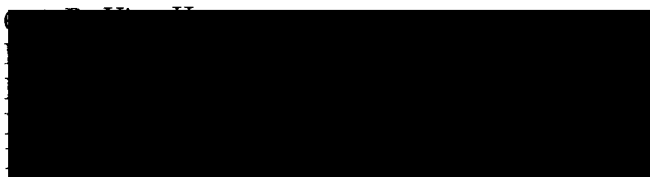
(Sd.) IP TAN CHING 葉丹菁



(Sd.) KIU KIN YAN, JUDY 喬建欣

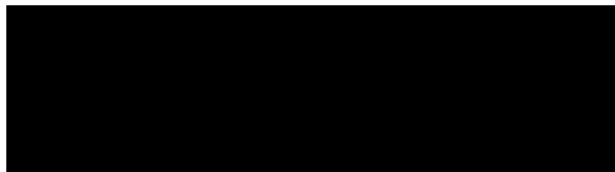


(Sd.) KWOK YU HEUNG, YVONNE 郭裕香



Names, Addresses and Descriptions of Subscribers

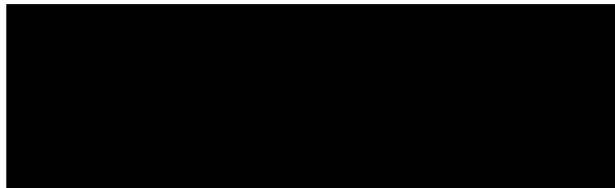
(Sd.) LEE PING CHUNG 李炳翀



(Sd.) LUI KIN BON, EDMOND 呂建邦



(Sd.) YIU VOR 饒戈



Dated the 14th day of March, 1999.

WITNESS to the above signatures:

(Sd.) WANG KA PO, GABLE

