

COMPANY LIMITED BY GUARANTEE

Articles of Association of HONG KONG OUTDOOR LEARNING ASSOCIATION 香港 戶外學習協會

(Adopted by Special Resolution passed on 20 August 2024)

1.

The name of the company is HONG KONG OUTDOOR LEARNING ASSOCIATION 香港戶外學習協會 (and in these Articles, it is called the "Association").

2.

The registered office of the Association will be situated at:

607 Yen Sheng Centre,

64 Hoi Yuen Road,

Kwun Tong, Kowloon

HONG KONG

Interpretation

3. In the articles:

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Association;

“articles” means the Association’s articles of association;

“Associate Member” means a member who presents such evidence to the Association on applying to become a member as satisfies the criteria to become an Associate Member as adopted by the Steering Committee from time to time;

“the Association” means the company intended to be regulated by the articles;

“Chief Executive Officer” means the officer appointed by the Steering Committee

“Companies Ordinance” means the Cap. 622 Companies Ordinance insofar as they apply to the Association;

“the directors” means the directors of the Association. The directors are registered company directors as defined by Part 10 of the Cap.622 Companies Ordinance

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Full Member” means members of the Association excluding Associate Members;

“Founder Member” means the original and initial members of the Association that subscribed to the Association’s initial Articles of Association;

“Individual Member” means a member of the Association who is a natural person and who presents such evidence to the Association on applying to become a member as satisfies the criteria to become an Individual Member as adopted by the Steering Committee from time to time;

"members" means the members of the Association together and **"member"** means a member of the Association of whatever class;

“officers” means the officers of the Association as detailed at article 23. Officers are elected members of the Steering Committee that hold specific roles and responsibilities.

“Organisation Member” means a member who is any body corporate or unincorporated organisation or association and who presents such evidence to the Association on applying to become a member as satisfies the criteria to become an Organisation Member adopted by the Steering Committee from time to time;

"Outdoor Learning" means learning of whatever kind in or about the outdoor environment;

“the seal” means the common seal of the Association if it has one;

“secretary” means any person appointed by the Steering Committee member to perform the duties of the secretary of the Association;

“the Steering Committee” and **“Steering Committee members”** means the governing body of the Association composed of elected officers and members.

“Student Member” means a member who is a natural person who presents such evidence to the Association on applying to become a member as satisfies the criteria to become a Student Member as adopted by the Steering Committee for the time being;

and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Liability of Members

4.

The liability of the Members is limited.

5.

Each person who is a Member undertakes that if the Association is wound up while the person is a Member, or within one year after the person ceases to be such a Member, the person will contribute an amount required of the person, not exceeding HK\$10, to the Association's assets-

(1) for the payment of the company's debts and liabilities contracted before the person ceases to be such a member;

(2) for the payment of the costs, charges and expenses of winding up the company; and

(3) for the adjustment, among the contributories, of their rights.

Objects

6.

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

(1) To the advancement of education in and through Outdoor Learning.

(2) To promote, represent and safeguard the interests of the Outdoor Learning community.

(3) To promote, support, or oppose legislative or other measures affecting the Outdoor Learning sector as deemed and supported by the Association's members.

(4) To collect and disseminate statistical and other information relating to Outdoor Learning sector

(5) To advance and promote commercial and technical education in Outdoor Learning, and to found scholarships, provide guidance, hold exhibitions and training, or otherwise assist persons desiring to train for careers in the Outdoor Learning sector

Powers

7.

The Association has the power to do anything that is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Association has the power:

(1) to raise funds and to invite and receive contributions. In doing so, the Association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(2) to acquire any property, whether by purchase, lease, or exchange, and to maintain and equip it for use;

(3) to sell, lease, or otherwise dispose of all or any part of the property belonging to the Association.

(4) to cooperate with other charities, voluntary bodies, statutory authorities, and other relevant organizations operating in furtherance of the Objects or similar charitable purposes, and to exchange information and advice with them;

- (5) to set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves;
- (6) to employ and remunerate staff as necessary for carrying out the work of the Association. The Association may employ or remunerate a director only to the extent permitted by article 8 and provided it complies with the conditions in that article;
- (7) to pay the costs of forming, registering, and establishing the Association, both as a company and an Association, and the costs of establishing or acquiring a trading subsidiary;
- (8) to appoint and constitute such advisory committees as the Steering Committee deem fit;
- (9) to carry out activities to support the Outdoor Learning community, including conferences, exhibitions, meetings, lectures, classes, seminars, and courses, either alone or with others;
- (10) to provide information services to identify, examine, and report on issues concerning Outdoor Learning;
- (11) to produce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets, documents, films, or recorded tapes;
- (12) to provide support services and training opportunities to promote, monitor, and support appropriate vocational, professional, and academic qualifications, research projects, accreditation schemes, and career pathways;
- (13) to represent the views of members to relevant bodies with a view to influencing policy and opinion in furtherance of the Association's Objects, provided that this activity is consistent with Hong Kong law;

(14) to require members to subscribe to the Association's statement of purpose, diversity policy, code of conduct, environmental and sustainability policy, and other policies adopted by the Steering Committee from time to time;

(15) to promote international links; and

(16) to do all such other lawful things as are necessary for the furtherance of the Objects.

Application of income and property

Universal clauses

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(1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the Objects of the Association as set out in the Articles of Association.

(2) A Steering Committee member is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.

(3) A Steering Committee member may not receive any other benefit or payment unless it is authorised by article 10.

(4) Subject to article 10, none of the income or property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any member of the Association.

This does not prevent a member who is not also a Steering Committee member receiving:

(a) a benefit from the Association in the capacity of a beneficiary of the Association;

(b) reasonable and proper remuneration for any goods or services supplied to the Association.

Benefits and payments to Association's Steering Committee members and connected persons

9.

No Steering Committee member or connected person may:

(a) buy any goods or services from the Association on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the Association;

(c) receive any other financial benefit from the Association; unless the payment is permitted by article 10,

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Steering Committee members' or connected persons' benefits

10

- (1) A Steering Committee member or connected person may enter into a contract with the Association for the supply of services or related goods, provided that the contract is awarded through a fair and open tender process and the terms of the contract, including remuneration, are consistent with prevailing market rates.

- (2) A Steering Committee member or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

Members

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- (1) The initial subscribers to the Articles of Association are the first members "Founder Members" of the Association.

- (2) Membership is open to other individuals or organisations who:
 - (a) apply to the Association in the form required by the Steering Committee for the relevant class of member;

 - (b) agree to subscribe and accept the Objects of the Association and any policies, procedures or codes of practice the Steering Committee have adopted for the Association for the time being and to support the work of the Association; and

 - (c) are approved by the Steering Committee.

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- (3) The Steering Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
- (4) Membership is not transferable.
- (5) The Steering Committee must keep and maintain a register of names and addresses of the members.
- (6) The Association shall be international in its character and, subject to the provisions of these Articles, membership shall be open to all persons, regardless of race, religion, colour, national origin, gender, sexual orientation, age, marital status, veteran status, disability status, or any other characteristic protected by law.

Classes of membership

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- (1) The Steering Committee may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Steering Committee may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or

(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

(4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

(5) The classes of membership at the date of adoption of these articles are:

- (a) Founder Members;
- (b) Individual Members;
- (c) Organisational Members;
- (d) Student Members; and
- (e) Associate members

Termination of membership

13.

Membership is terminated if:

(1) the member dies or if it is an Organisation Member, ceases to exist;

(2) the member resigns by written notice to the Association;

(3) the member is removed from membership by a resolution of the Steering Committee that it is in the best interests of the Association that his or her or its membership is terminated. A resolution to remove a member from membership pursuant to this article 13(3) may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Steering Committee at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

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Membership may be terminated by a resolution of the Steering Committee, if:

(1)

(a) any sum due from the member to the Association is not paid in full on the due date; or

(b) a member does not indicate agreement in a form acceptable to, and in accordance with the requirements of, the Steering Committee to any existing, amended or additional policies, procedures or codes of practice of the Association adopted by the Steering Committee from time to time;

or

(c) in the opinion of the Steering Committee a member does not comply with or does not act in accordance with any of the policies, procedures or codes of practice of the Association as prescribed by the Steering Committee from time to time.

(2) Where a resolution of the Steering Committee is passed pursuant to article 14(1) above the Steering Committee shall notify the member that their membership has been terminated as soon as reasonably practicable following

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the resolution of the Steering Committee and for the avoidance of doubt the provisions of articles 13(3)(a) and 13(3)(b) shall not apply to a resolution passed pursuant to article 14

Steering Committee

15.

The business and funds of the Association shall be managed by the Steering Committee which shall consist of:-

- (1) not less than 3 or more than 9 persons, and are an Individual Member, or a natural person representing an Organisation Member as authorised by the organisation in accordance with article 49, and all of whom having been elected as members of the Steering Committee in accordance with these Articles; and
- (2) ex officio, the person for the time being holding office under the Legislative Council Ordinance (Chapter 542 of the Laws of Hong Kong) as the elected member of the Legislative Council in respect of the commercial (first) functional constituency.

Steering Committee Members - Officers

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- (1) The Steering Committee must appoint one of their number to the office of chairman and they may appoint one of their number to the following offices: vice chairman, secretary, treasurer and any other officers the Steering Committee sees fit.

(2) Any officer may retire from such office by giving six month's notice in writing and all officers shall retire from their respective offices at the close of the annual general meeting following the end of their third consecutive year in a particular office. Officers retiring are eligible for re-appointment to the same or to another office. Officers shall be appointed by the Steering Committee immediately following the annual general meeting.

(3) Any vacancy in any of the offices arising between annual general meetings may be filled by the Steering Committee but in the event that there is a vice-chair appointed and the chairman's office becomes vacant between annual general meetings, the vice-chair shall become the chairman. Any person appointed to an office pursuant to this article 16(3) must stand for appointment by the Steering Committee following the next annual general meeting.

Steering Committee members – appointment and retirement

17.

(1) A Steering Committee member must be a natural person aged 18 years or older and must be a member of the Association.

(2) No one may be appointed a Steering Committee member if he or she would be disqualified from acting under the provisions of article 13.

18.

At every annual general meeting, the Steering Committee (excluding the officers) shall retire by rotation in accordance with the provisions of article 19.

19.

(1) At the first and second annual general meetings following the adoption of these articles the chairman shall select one Steering Committee member who must retire by drawing lots.

(2) At the third annual general meeting following the adoption of these articles any Steering Committee member who has not previously been selected to retire must retire.

(3) At any annual general meeting after the third annual general meeting following the adoption of these articles any Steering Committee member who has been in office for more than 3 consecutive years must retire.

(4) A Steering Committee member who retires by rotation is eligible for reappointment if he is willing to continue to act as a Steering Committee member provided that a Steering Committee member who has served for 9 consecutive years (including any time spent as an officer) shall not be eligible for reappointment but they shall be eligible if they have not been a Steering Committee member for at least one year.

20.

If the number of Steering Committee members (other than the officers) falls below 3, the Steering Committee may act to fill any vacancy and the Steering Committee may from time to time appoint persons as additional Steering Committee members. This shall be in the absolute discretion of the Steering Committee. Any Steering Committee member appointed in this manner shall retire at the next annual general meeting and shall be eligible for re-election.

21.

No person other than a Steering Committee member retiring by rotation may be appointed or reappointed as a Steering Committee member at any general meeting unless:

(1) (other than an officer) he is recommended by a Steering Committee member;
or

(2) at least 14 days before the date on which the general meeting is called, notice executed by one member qualified to vote at the meeting has been received by the Association of the intention to propose that person for appointment or reappointment, together with notice executed by that person of his or her willingness to be appointed or reappointed.

22.

A notice of a general meeting of the Association must include the name of any person (other than a Steering Committee member retiring by rotation at the meeting) who is recommended by the Steering Committee for appointment or re-appointment as a Steering Committee member at the meeting or in respect of whom notice has been duly given under article 21 above.

23.

The Association may by ordinary resolution appoint as a Steering Committee member a person who is willing to act, either to fill a vacancy or as an additional Steering Committee member.

24.

A technical defect in the appointment of a Steering Committee member does not invalidate a decision taken at a Steering Committee meeting if the Steering Committee members present were not aware of the defect at the time of the meeting.

Powers of Steering Committee members

25.

(1) The Steering Committee shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Companies Ordinance, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Steering Committee.

(3) Any meeting of the Steering Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Steering Committee.

Disqualification and removal of Steering Committee members

26.

A Steering Committee member shall cease to hold office if he or she:

(1) ceases to be a Steering Committee member by virtue of any provision in the Companies Ordinance or is prohibited by law from being a Steering Committee member;

(2) ceases to be a member of the Association;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a Steering Committee member by notice to the Association; or

(5) is absent without the permission of the Steering Committee from all their meetings held within a period of six consecutive months and the Steering Committee resolve that his or her office be vacated.

Proceedings of the Steering Committee

27.

(1) The Steering Committee may regulate their proceedings as they think fit, subject to the provision of the articles but shall hold Committee meetings at least twice each year.

(2) Any Steering Committee member may call a meeting of the Steering Committee.

(3) The secretary (if any) must call a meeting of the Steering Committee if requested to do so by a Steering Committee member.

(4) Questions arising at a meeting shall be decided by a simple majority of votes.

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

(6) A meeting may be held by suitable electronic means agreed by the Steering Committee in which each participant may communicate with all the other participants.

28.

(1) No decision may be made by a meeting of the Steering Committee unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Steering Committee in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be two Steering Committee members.

(3) A Steering Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that Steering Committee member is not entitled to vote.

29.

If the number of Steering Committee members is less than the number fixed as the quorum, the continuing Steering Committee members or Steering Committee member may act only for the purpose of filling vacancies or of calling a general meeting.

30.

(1) The chair appointed in accordance with article 16 shall chair Steering Committee meetings or in his or her absence the vice-chair or in the vice-chair's absence the deputy vice-chair.

(2) If no-one has been appointed to chair meetings of the Steering Committee or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Steering Committee members present may appoint one of their number to chair that meeting.

(3) The person appointed to chair meetings of the Steering Committee shall have no functions or powers except those conferred by the articles or delegated to him or her by the Steering Committee.

31.

(1) A resolution in writing or in electronic form agreed by a simple majority of all the Steering Committee members entitled to receive notice of a meeting of the Steering Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Steering Committee or (as the case may be) a committee of Steering Committee members duly convened and held provided that:-

(a) a copy of the resolution is sent or submitted to all the Steering Committee members eligible to vote; and

(b) a simple majority of Steering Committee members has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 30 days beginning with the circulation date.

(2) The resolution in writing may comprise several documents containing the resolution in like form, to each of which one or more Steering Committee members has signified their agreement.

32.

A Steering Committee member may not appoint an alternate Steering Committee member or anyone to act on his or her behalf at meetings of the Steering Committee.

Delegation

41.

(1) The Steering Committee members may delegate any of their power or functions to a committee of members subject always that any committee must

consist of at least one Steering Committee member and a Steering Committee member must be the chairperson of the committee.

The terms of any delegation must be recorded in the minute book.

(2) The Steering Committee may impose conditions when delegating, including the conditions that:-

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Steering Committee.

(3) The Steering Committee may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Steering Committee.

Declaration of Steering Committee members' interests

42.

If a member of the Steering Committee is in any way (directly or indirectly) interested in a transaction, arrangement or contract or a proposed transaction, arrangement or contract with the Association that is significant in relation to the Association's operations and his interest is material, he must:

(a) declare the nature and extent of his interest to the other Steering Committee members.

- (b) neither vote nor be counted for quorum purposes in respect of the transaction, arrangement or contract or the proposed transaction, arrangement or contract in which he is so interested, and if he does so vote his vote must not be counted.

- (c) absent himself or herself from any discussions of the Steering Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Bye-Laws

43.

The Steering Committee shall have power from time to time to make such Bye-Laws as may be necessary for the furtherance of the purposes for which the Association is established and for regulating the nomination and election of members of the Steering Committee; for the orderly and efficient conduct of their own proceedings and proceedings of the Steering Committee; and of the proceedings of general meetings of the Association; the convening of their own meetings; and the regulation of the various 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 these Articles. The Steering Committee may, at any time, revoke or alter any of the said Bye-Laws.

Representation of Members

44.

In view of the international character of the membership of the Association, the Steering Committee shall have power to make representations on behalf of any section of the

Members to any appropriate authority or body and such representations and their result shall be kept secret or otherwise at the discretion of the Steering Committee.

General Meetings

45.

The Association shall, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with the requirements of the Ordinance at such time and place as may be determined by the Steering Committee (unless the holding of annual general meeting is dispensed with or not required in accordance with the Ordinance) to:-

- (a) receive and/or adopt the financial statements, the reports of the Steering Committee and the auditors;
- (b) elect the Steering Committee and officers for the ensuing year;
- (c) elect the auditors and to fix their remuneration or determine the manner in which such remuneration is to be fixed; and
- (d) consider and, if necessary, take action, with reference to any business or motion of which not less than thirty days' notice has been given by Members holding in aggregate not less than 5 per cent or 3 members (whichever is higher) of the total voting rights of the meeting, provided that the same is not repugnant to or inconsistent with these Articles or the Ordinance.

Appointed Attorney

46.

Anything which under these Articles a Member may do by its authorised representative, it may likewise do by its duly appointed attorney and the provisions of these Articles relating to authorised representatives and instruments appointing authorised representatives shall apply mutatis mutandis in relation to any such attorney and the instrument under which such attorney is appointed.

Proxies

47

- (1) A Member may attend by proxy any general meeting which it is entitled to attend by its authorised representative and, if entitled to vote, to vote by proxy on any resolution at any such meeting. A proxy need not be a Member.

- (2) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Steering Committee may approve and shall be signed on behalf of the Member by its authorised representative or by some other duly authorised officer. In the case of an instrument of proxy purporting to be signed on behalf of a Member by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the Member without further evidence of the fact.

- (3) The instrument appointing a proxy shall be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the registered office of the Association) at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or

adjourned meeting) for the taking of the poll at which it is to be used. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. The instrument shall, unless the contrary is stated thereon, be valid for any adjournment of the meeting as well as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not have to be delivered again for the purposes of any subsequent meeting to which it relates. Unless an instrument of proxy indicates otherwise, it shall be regarded as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting.

- (4) An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll.

- (5) A vote cast by proxy shall not be invalidated by the previous death or insanity of the appointor or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at its registered office at least forty-eight hours before, or by the Chief Executive Officer or the chairperson of the meeting on the day and at the place, but before the start, of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

- (6) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy attends in person the general meeting at which the resolution is to be decided, and exercises, in relation to the resolution, the voting right that the Member is entitled to exercise. A Member who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of the

meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Member.

Votes of Members

48.

- (1) On a vote on a resolution (whether on a show of hands or on a poll) at any general meeting of the Association, every Full Member present in person or by proxy shall have the right to receive notice of, and to attend, speak and vote at general meetings and shall have one vote each.
- (2) For the avoidance of doubt, Associate Members shall not have any right to vote at general meetings but shall have the right to receive notice of, and to attend at general meetings and may speak at general meetings if invited to do so by the chairman of the meeting;
- (3) Every Organisation Member's vote exercised by its authorised representative shall count as two votes. If the Organisation is a sole trader then it's vote shall be counted as one.

Votes of Members - Organisation Members

49.

- (1) Any Organisation Member may nominate any natural person to act as its authorised representative at any meeting of the Association.
- (2) The Organisation Member must give written notice to the Association of the name of its authorised representative. The authorised representative shall not be entitled to represent the organisation at any meeting unless the notice has been

received by the Association. The authorised representative may continue to represent the Organisation Member until written notice to the contrary is received by the Association.

(3) Any notice given to the Association will be conclusive evidence that the authorised representative is entitled to represent the Organisation Member or that his or her authority has been revoked. The Association shall not be required to consider whether the representative has been properly appointed by the Organisation Member.

50.

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 the hands) demanded by the chairperson of the meeting or by at least five Full Members present in person or by proxy or through their authorised representatives and entitled to vote or by any Members representing at least 5% of the total voting rights at the meeting. If, before or on the declaration of the result on a show of hands, the chairperson knows from the proxies received by the Association that the result on a show of hands will be different from that on a poll, the chairperson must demand a poll.

51.

A demand for a poll may be withdrawn only with the approval of the meeting. Unless a poll is required, a declaration by the chairperson of the meeting that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairperson of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairperson of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place, day and time fixed by him for

the purpose of declaring the result of the poll. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Company Seal

52.

The Steering Committee may provide for the custody of a Seal, and any instrument to which the Seal is affixed shall be attested in the following manner:

- (a) any petition, memorial or other document (certificates of origin and other certificates of a like character only excepted) shall be attested by the signature of the Chair, the Deputy or the Chief Executive Officer for the time being of the Association; and

53.

Notwithstanding and without prejudice to the preceding Article, a document which requires execution under Seal may be executed by the Association without affixing the Seal thereto by two Steering Committee Members or by one Steering Committee Member and the Secretary signing on the Association's behalf. The Association may execute a document as a deed without affixing the Seal thereto by executing it in the aforesaid manner, with the document expressed to be executed and delivered by the Association, as a deed.

Minutes

54.

The Steering Committee must keep minutes of all:-

(a) appointments of officers made by the Steering Committee;

(b) proceedings at meetings of the Association;

(a) meetings of the Steering Committee or members including:

(i) the names of the Steering Committee members and other members present at the meeting;

(ii) the decisions made at the meeting; and

(iii) where appropriate the reasons for the decisions.

Cheque and Other Documents

55.

All documents and cheques requiring signature shall be signed by a Chief Executive Officer.

Records of Association

56.

A correct record of the proceedings of the Association and its Steering Committee and Committees shall be kept by the Chief Executive Officer, who shall also have the custody of all documents, statistical and commercial works, and other property of a like nature belonging to the Association. A yearly report of the proceedings of the Association shall be prepared and printed for presentation and adoption (after amendment if necessary) by the Association:-

- (a) at the annual general meeting; or
- (b) at the time when written resolutions in lieu of such annual general meeting are passed in accordance with the Ordinance.

Accounts

57.

The Steering Committee must prepare annual financial statements for each accounting reference period as required by the Ordinance and keep accounting records as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

58.

The Steering 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 Steering Committee, and no Member (not being a member of the Steering 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 Steering Committee.

59.

The Steering Committee shall from time-to-time cause to be prepared and (if applicable) laid before the Association in general meeting such financial statements, the report of the Steering Committee and the auditor's report (the "reporting documents") in accordance with the Ordinance.

60.

A copy of the reporting documents for the financial year (including every document required by law to be annexed thereto), or a summary financial report instead as permitted under the Ordinance, shall not less than thirty days before the date of the meeting at which the reporting documents are to be laid before the Association be sent to every Member and to every other person who is entitled to receive notices of meetings from the Association under the provisions of the Ordinance or of these Articles.

Audit

61.

Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Means of Communication to be Used

62.

(1) Notices may be served upon Members either by hand delivery or by post in prepaid letters or circulars addressed to such Members at their registered addresses or by advertisement twice in one or more newspaper/magazines/periodicals circulating in Hong Kong or by any facsimile or other electronic means to any transmission number, address or other communications details supplied by such Members and enabling the Company to communicate with them in electronic form or (subject to compliance with Part 18 of the Ordinance) by posting it on a website.

Notice may be served upon Members by various means

- (2) Any notice sent by post shall be deemed to have been served on the second day after the day on which a prepaid envelope containing the same is put into the post, and in proof of such service, it shall be sufficient to show that the letter containing the notice was properly addressed and posted.
- (3) Any advertised notice shall be deemed to have been duly served on the day following that on which the second of such advertisements appeared in the newspaper/magazines/periodicals.
- (4) Any notice, if given by facsimile or other electronic means, shall be deemed to have been served twenty-four hours after it has been sent.
- (5) Any notice, if sent by posting on a website, shall be deemed to have been given twenty-four hours after the notice or document has been made available on the website and a notification specifying the presence of the notice and other matters required by the Ordinance has been sent to the Members.

Permitted Indemnity

63.

Subject to the provisions of and so far as may be consistent with the Ordinance, every Steering Committee Member or former Steering Committee Member, Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him to a person other than the Association or an associated company of the Association in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office, provided that such indemnity shall not cover:-

- (a) Any liability of a Steering Committee Member to pay:-

(i) a fine imposed in criminal proceedings; or

(ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(b) Any liability incurred by a Steering Committee Member:-

(i) in defending criminal proceedings in which the Steering Committee Member is convicted;

(ii) in defending civil proceedings brought by the Association in which judgment is given against the Steering Committee Member;

(iii) in defending civil proceedings brought on behalf of the Association by a Member of the Association in which judgment is given against the Steering Committee Member;

(iv) in connection with any application under any laws for relief from liability in which the court refuses to grant the Steering Committee Member relief; or

(v) to the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.

64.

A reference in the immediately preceding Article to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings, and for these purposes, a conviction, judgment or refusal of relief:-

- (a) If not appealed against, becomes final at the end of the period for bringing an appeal; or
- (b) If appealed against, becomes final when the appeal, or any further appeal, is disposed of (and for these purposes, an appeal is disposed of if it is determined and the period for bringing any further appeal has ended, or it is abandoned or otherwise ceases to have effect).

65.

The Steering Committee may decide to purchase and maintain insurance, at the expense of the Association, for a Steering Committee Member against:-

- (a) Any liability to any person attaching to the Steering Committee Member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association; or
- (b) Any liability incurred by the Steering Committee Member in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.

Net Assets on Winding up and Dissolution

66.

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 net assets"), the net assets shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or

by virtue of this Article, such institution or institutions to be determined by a resolution of the Members at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

Amendments to Articles of Association

67.

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