

ARTICLES OF ASSOCIATION

HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES ASSOCIATION

香港專業及資深行政人員協會

(Name changed on 29 April 2022)

(As amended by Special Resolutions passed on 3 August 2007)

(As amended by Special Resolutions passed on 24 February 2009)

(As amended by Special Resolution passed on 19 March 2010)

(As amended by Special Resolutions passed on 14 December 2010)

(As amended by Special Resolutions passed on 16 March 2015)

(As amended by Special Resolutions passed on 16 October 2017)

(As amended by Special Resolutions passed on 10 November 2020)

(As adopted by Special Resolution passed on 25 March 2022)

Incorporated the 7th day of August, 2006.



編號 1065293
No.

公司註冊處
COMPANIES REGISTRY

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明

I hereby certify that

HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED
(香港專業及資深行政人員協會有限公司)

已獲發特許證可無須加入「有限公司」一詞，並已藉
having been granted a licence to dispense with the word 'Limited' and having by
特別決議更改其名稱，該公司為有限公司，
special resolution changed its name, is a limited company and is now incorporated
其根據香港法例第622章《公司條例》註冊的
under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
名稱現為
in the name of

HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION
香港專業及資深行政人員協會

本證明書於二〇二二年四月二十九日發出。
Issued on 29 April 2022.

香港特別行政區公司註冊處處長徐麗貞

Ms Kitty TSUI

Registrar of Companies
Hong Kong Special Administrative Region

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

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.

COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司

HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES

ASSOCIATION LIMITED

PASSED ON 25 MARCH 2022

At an Extraordinary General Meeting of the above Association held at the HKPASEA Secretariat, Unit C-D, 9/F, Prosperous Commercial Building, 54 Jardine's Bazaar, Causeway Bay, Hong Kong (or choose to attend online with our zoom link) 25th March 2022, the following resolutions were duly passed as Special Resolutions:-

1. To consider and, if thought fit, pass with or without amendments the following resolutions as special resolutions:

SPECIAL RESOLUTION: TO APPROVE THE CHANGE IN THE NAME OF THE ASSOCIATION AND AMENDING THE NAME OF THE ASSOCIATION AS IT APPEARS IN ITS ARTICLES OF ASSOCIATION:

That:

- (a) subject to the approval of the Companies Registry on the application for a licence under section 103(4) of the Companies Ordinance, Cap. 622, the name of the Association be changed from "HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES ASSOCIATION LIMITED" to "HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES ASSOCIATION", and the name of the Association in Chinese be changed from 香港專業及資深行政人員協會有限公司 to 香港專業及

資深行政人員協會, and wherever appearing in Articles of Association and other documents and papers of the Association, the name of the Association shall be Hong Kong Professionals And Senior Executives Association in English and 香港專業及資深行政人員協會in Chinese.

- (b) subject to the approval of the Companies Registry on the application for a licence under section 103(4) of the Companies Ordinance, Cap. 622, the articles of association be amended and adopted such that wherever the name of the Association appears in these articles, in English it shall be amended to “HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES ASSOCIATION” and in Chinese it shall be amended to “香港專業及資深行政人員協會”.

(Sd.) Wong Wai Hung

Wong Wai Hung
Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 10 NOVEMBER 2020

At an Extraordinary General Meeting of the above Association held at Centaline Club, (Unit 901, 9/F, Tower 535, 535 Jaffe Road, Causeway Bay, Hong Kong, Hong Kong 10th November 2020, the following resolutions were duly passed as a Special Resolutions:-

1. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That the Articles of Association of the Association be amended in the following manner:

- (1) By deleting “shall be fixed at \$1800 until further revisions made” in the first sentence of Article 15(c) and substitute in its place by “and future revisions shall be resolved”;
- (2) By deleting the following starting from the fourth sentence of Article 17A(1)
“Without prejudice to the generality of the foregoing and subject to Article 17A(2) below, the Executive Committee shall have power to collect subscription on any or all of the following bases:
 - (a) a total sum of HK\$4,800 as subscription for a period of 3 years;
 - (b) a total sum of HK\$18,000 as subscription for life;
 - (c) such further or other bases as the Executive Committee may from time to time see fit.

For the avoidance of doubt:

- (i) the reference to the period of 3 years in (a) above shall commence on 1 January of each calendar year, and hence the method of collecting subscription as stated in (a) above in relation to a Member who is admitted on a date later than 30 June in any calendar year and who wishes to invoke Article 16 above shall only apply from the year following the year of that Member's admission for the remaining part of that year;
- (ii) any liability for overdue subscription shall not be affected in the event a Member opts to make payment of subscription under (1)(a) to (c)."

and replace in its place the followings:

"Any such decision or future revisions (whether in respect of the amount or period of years) by the Executive Committee shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision."

- (3) Deleting the "the whole Art 17A(2)".

"(2) The Executive Committee shall have power (whether by resolution or bye-laws) to revise either the amount or the period of years specified in Article 17A(1)(a), (b) or (c) above, or to put in place such other scheme in respect of payment of subscription by Members as the Executive Committee may find it appropriate. Any such revisions (whether in respect of the amount or period of years) by the Executive Committee shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision."

- (4) By inserting a new Article, Article 40A, immediately after Article 40. The proposed provisions of Articles 40A are as follows:

"The Association may hold General Meetings at more than one place using any communication technology that enables the members who are not together at the same place to speak to or hear each other. A voting member shall be deemed to be present at a general meeting and be counted towards the quorum of that meeting if that member participates in the meeting through the communication technology used by the Association at the meeting."

- (5) By inserting “A member of the Executive Committee shall be deemed to be present at a meeting of the Executive Committee and be counted towards the quorum of that meeting if that member participates in the meeting by telephone or any communication technology which allows all persons participating in the meeting to speak to and hear each other.” immediately after “Eight members of the Executive Committee shall be a quorum” at the end of Article 78;
- (6) By inserting “A member of the Disciplinary Committee shall be deemed to be present at a meeting of the Disciplinary Committee and be counted towards the quorum of that meeting if he participates in the meeting by telephone or any communication technology which allows all persons participating in the meeting to speak to and hear each other.” at the end of Article 22.

(Sd.) Wong Wai Hung

Wong Wai Hung

Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 16 OCTOBER 2017

At an Extraordinary General Meeting of the above Association held at Centaline Club, (Unit 901, 9/F, Tower 535, 535 Jaffe Road, Causeway Bay, Hong Kong, Hong Kong 16th October 2017, the following resolutions were duly passed as a Special Resolutions:-

1. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That the Articles of Association of the Association be amended by making the following changes:

- (1) By deleting “and the ex-officio members of the Executive Committee” in the last sentence of Article 59 and replacing in its place “standing for election”;
- (2) By moving the sentence “The President for the time being not seeking for re-election, who shall be called Immediate Past President (上屆會長), and all Past Presidents of the Association, who have indicated in writing to the Election Committee that they intend to serve on the succeeding Executive Committee shall be ex-officio members of the new Executive Committee unless disqualified under any of the provisions of Article 74.” in Article 61 from where it stands now to the fourth line of the same Article immediately after the words “and a Deputy Honorary Secretary.”;

- (3) By deleting the full stop at the end of the sentence “The Executive Committee shall consist of not less than 30 and not more than 50 members” in line 5 of Article 61, and inserting after this sentence “, and for this purpose any Immediate Past President and Past President serving as ex-officio member of the Executive Committee shall not be counted towards these numbers.”
- (4) Deleting the last sentence of Article 61 “All ex-officio members are not subject to any restriction on tenure of service as Executive Committee members.”, and insert in its place “All Immediate Past President and Past Presidents serving as ex-officio members are not required to be re-elected at the end of the one-year term and are not subject to any restriction on tenure of service as Executive Committee members.”.

(Sd.) Chan Siu Hung

Chan Siu Hung
Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 16 MARCH 2015

At an Extraordinary General Meeting of the above Association held at World Trade Centre Club, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong 16th March 2015, the following resolutions were duly passed as a Special Resolutions:-

1. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That the Articles of Association of the Association be amended by making the following changes:

1. In Article 1 n), replace the word “and” before “Ordinary Members (普通會員)” by a comma “,” and insert “and Youth Members (青年組會員)” after “Ordinary Members (普通會員)”.
2. Immediately after Article 4, insert a new Article 4A. The proposed provisions of Article 4A are as follows:

“4A. Any Hong Kong resident, who loves the Motherland and Hong Kong and fulfills the following requirements shall be eligible to become a Youth Member:

- (a) being of the age of 35 or below as at the date of application for admission as a Youth Member;

- (b) holding a bachelor degree or diploma in a profession from a university or reputable institution in Hong Kong or overseas as the Executive Committee may determine from time to time; and
 - (c) possessing working experience in the profession referred to in paragraph (b) for 2 years or more as at the date of application for admission as a Youth Member.”
- 3. In Article 9, insert “or a Youth Member” after “an Ordinary Member”.
- 4. Immediately after Article 10, insert a new Article 10A. The proposed provisions of Article 10A are as follows:

“10A. Any Youth Member currently on the Register of Members of the Association, upon fulfilling the requirement referred to in Article 4 and receiving approval by the Executive Committee, shall become an Ordinary Member.”
- 5. In Article 11, insert “and Youth Members” after “Ordinary Members”.
- 6. In Article 15 (c), insert “Subject to paragraph (d) below,” at the beginning of the Article, and replace the first “The” by “the”.
- 7. Immediately after Article 15 (c), insert a new Article 15 (d). The proposed provisions of Article 15 (d) are as follows:

“(d) The annual subscription payable by a Youth Member shall be fixed at 50% of the annual subscription payable by an Ordinary Member referred to in paragraph (c) above until future revisions by the Executive Committee. Any such revisions by the Executive Committee of the amount of annual subscription payable by Youth Members shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision.”
- 8. In Article of 17A (1), correct the typo of “Article 17(2)” to “Article 17A (2)”.
- 9. Immediately after Article 17A (3), insert a new Article 17A (4). The proposed provisions of Article 17A (4) are as follows:

“(4) The power exercisable by the Executive Committee referred to in paragraphs (1), (2) and (3) of this Article shall not apply to Youth Members.”

10. Immediately after Article 17A, insert a new Article 17B and 17C. The proposed provisions of Articles 17B and 17C are as follows:

“17B. The Executive Committee shall review the membership of a Youth Member upon expiry of a period of 3 years from the date of admission of the Youth Member, and may as a result of such a review, permit the membership of the Youth Member to continue on any condition(s) as the Executive Committee thinks appropriate, or terminate his membership with or without cause.

17C. Notwithstanding any provision contained in these Articles, the membership of a Youth Member shall cease upon his attaining the age of 39.”

11. In Article 38, replace the first “and” by “Members,” and insert “and Youth Members” immediately after “Ordinary Members”.

12. In Article 63, change the provision as follows:

“63. Notwithstanding any other provisions in these Articles, a member of the Executive Committee shall not continuously serve on the Executive Committee for more than nine terms of one year each, unless he:-

(a) is an ex-officio member as prescribed in Article 61, or

(b) has been elected or re-elected to serve as the President of the Association.”

(Sd.) Lo Wai Kwok

Lo Wai Kwok
Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 14 DECEMBER 2010

At an Extraordinary General Meeting of the above Association held at the Chinese Club, 8/F, The Chinese Club Building, 21-22 Connaught Road Central, Hong Kong 14th December 2010, the following resolutions were duly passed as a Special Resolutions:-

1. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That the Articles of Association of the Association be amended by making the following changes:

- (1) By inserting “Subject and without prejudice to Article 17A below,” immediately before “Every year” of the second sentence of Article 14 and replacing the first word of the sentence “Every” by the word “every”;
- (2) By inserting “in such manner as prescribed in Articles 15 (c) and Article 17A below” immediately after “by the Association” of the last sentence of Article 14;
- (3) By inserting “Subject and without prejudice to Article 17A below,” immediately before “Members shall” of the first sentence of Article 15 (a) and replacing the first word of the sentence “Members” by the word “members”;

- (4) By deleting “amendment pursuant to these Articles” at the end of Article 15 (c) and substituting in its place “revisions made by the Executive Committee. Any such revisions of the amount of annual subscription by the Executive Committee shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision.”
- (5) By inserting “Subject and without prejudice to Article 17A below,” immediately before “A full year’s” Article 16 and replacing the first word of the Articles “A” by the word “a”;
- (6) By inserting “Subject and without prejudice to Article 17A below,” immediately before “All subscriptions” of the first sentence of Article 17 and replacing the first word of the sentence “All” by the word “all”;
- (7) By inserting a new Article, Article 17A, immediately after Article 17. The proposed provisions of Articles 17A are as follows:
 - 17A. (1) Apart from and without prejudice to collecting subscription from Members on an annual basis as provided for in Articles 14 to 17 above, the Executive Committee shall have the power to fix (whether by way of resolution or through bye-laws) and collect subscription from Members other than on an annual basis and, if thinks appropriate, at a discount. Without prejudice to the generality of the foregoing and subject to Article 17(2) below, the Executive Committee shall have power to collect subscription on any or all of the following bases:
 - (a) a total sum of HK\$4,800 as subscription for a period of 3 years;
 - (b) a total sum of HK\$18,000 as subscription for life;
 - (c) such further or other bases as the Executive Committee may from time to time see fit.

For the avoidance of doubt:

- (i) the reference to the period of 3 years in (a) above shall commence on 1 January of each calendar year, and hence the method of collecting subscription as stated in (a) above in relation to a Member who is admitted on a date later than 30 June in any calendar year and who

wishes to invoke Article 16 above shall only apply from the year following the year of that Member's admission for the remaining part of that year;

(ii) any liability for overdue subscription shall not be affected in the event a Member opts to make payment of subscription under (1)(a) to (c).

(2) The Executive Committee shall have power (whether by resolution or bye-laws) to revise either the amount or the period of years specified in Article 17A(1)(a), (b) or (c) above, or to put in place such other scheme in respect of payment of subscription by Members as the Executive Committee may find it appropriate. Any such revisions (whether in respect of the amount or period of years) by the Executive Committee shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision.

(3) Any subscription paid by any Member pursuant to Article 17A(1) shall not be repayable to that Member even if that Member, for whatever reasons, ceases to be a Member prior to the expiry of the period in respect of which the relevant subscription is paid.

(8) Replace the word "thereout" in Article 75 by the word "therefrom".

(Sd.) HU Shao Ming, Herman

HU Shao Ming, Herman
Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 19 MARCH 2010

At an Extraordinary General Meeting of the above Association held at World Trade Centre Club, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong 19th March 2010, the following resolution was duly passed as a Special Resolution:-

1. to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That the Articles of Association of the Association be amended by making the following change:

In Article 63, replacing the word “six” by “nine” before “terms of one year each.”.

(Sd.) YUNG Wing Ki, Samuel

YUNG Wing Ki, Samuel
Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 24 FEBRUARY 2009

At an Extraordinary General Meeting of the above Association held at World Trade Centre Club, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong 24th February 2009, the following resolutions were duly passed as a Special Resolutions:-

1. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That the Articles of Association of the Association be amended by making the following changes:

- (1) In Article 1 (h) adding “(遴選會員)” after “Voting Members” and “(理事會)” after “Executive Committee”;
- (2) In Article 1 (i) adding “(甄選委員會)” after “Election Committee”;
- (3) In Article 1 (j) adding “(創會會員)” after “Founding Members”;
- (4) In Article 1 (l),
 - (i) adding “(常務理事)” after “Office Bearers”;
 - (ii) adding “(會長), the Deputy President(常務副會長),” after “President”;
 - (iii) adding “(副會長)” after “Vice Presidents”; and
 - (iv) deleting the word “and”, adding “(財務長), the ” after “the Honorary Treasurer”;and adding “(秘書長) and Deputy Honorary Secretary (副秘書長) ” after “Honorary Secretary”; and

- (5) In Article 1 (n) adding “(普通會員)” after “Ordinary Members” on the second line.”
2. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:
- “That
- (A) the positions of one Deputy President and one Deputy Honorary Secretary be added to the Executive Committee of the Association; and
- (B) The candidate standing for election of the position of Deputy President must have served as a member of the Executive Committee of the Association for two full terms of one year each and is currently serving as an Office Bearer of the Executive Committee.”
3. To consider and, if thought fit, pass with or without amendments the following resolution as special resolution to make necessary consequential changes to the Articles of Association which result from the addition of the positions of one Deputy President and one Deputy Honorary Secretary to the Executive Committee of the Association:
- “That
- (A) Article 39 of the Articles of Association of the Association be amended by making the following changes:
- (1) Replacing “the most senior serving Vice President” by “the Deputy President” on the second line; and
- (2) Deleting the word “other” which precedes the words “Vice Presidents” on the third line.

- (B) Article 59 of the Articles of Association of the Association be amended by making the following changes:
- (1) adding “a Deputy President,” after “a President,” on the second line;
 - (2) adding “, a Deputy Honorary Secretary” after “an Honorary Secretary” on the third line; and
 - (3) adding “or Deputy President” after “President” on the 6th line.
- (C) Article 61 of the Articles of Association of the Association be amended by making the following changes:
- (1) Adding “a Deputy President, ” after “the President,” on the second line;
 - (2) Deleting the word “and” which precedes and adding “ and a Deputy Honorary Secretary” after “an Honorary Secretary”; and
 - (3) On the 8th line, adding “, who shall be called Immediate Past President (上屆會長), ” after “re-election”.
- (D) Article 64 of the Articles of Association of the Association be amended by making the following changes:
- (1) On line 2, adding “the Deputy President,” between the word “of” and “Vice Presidents, ...”;
 - (2) On line 7, replacing the phase “ most senior Vice President,” by “Deputy President.” and deleting the phase “meaning the one who has the longest service as Vice President of the Association at that time,” which follows;
 - (3) On line 8, adding “there is no serving Deputy President or that” after “in the event that”; and replacing the phase “ most senior Vice President,” by “Deputy President.”;
 - (4) On line 9, adding “Executive Committee from one of the Vice Presidents of the Association who meets the qualification requirement stated in Article 59” after the phase “shall be filled by the”; and
 - (5) On line 10, deleting the part of the sentence which starts with “Vice President who has” to “the Executive Committee” at the end of line 11.

- (E) Article 79 of the Articles of Association of the Association be amended by inserting between “in his absence” and “any one of the Vice Presidents” the phase “, the Deputy President or”.”

(Sd.) YUNG Wing Ki, Samuel

YUNG Wing Ki, Samuel
Chairman of the meeting

COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

香港專業及資深行政人員協會有限公司
HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES
ASSOCIATION LIMITED

PASSED ON 3 AUGUST 2007

At an Extraordinary General Meeting of the above Association held at World Trade Centre Club, 38/F, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong 3rd August 2007, the following resolutions were duly passed as a Special Resolutions:-

1. to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That Article 6 of the Articles of Association of the Association be amended as follows:

The Executive Committee may upon recommendation by one Founding Member and seconded by one Executive Committee Member, before 31 December 2008, or such longer time as the Executive Committee may extend, give approval of any person who possesses the basic requirements to be eligible to become a member as prescribed in Article 4 above, and has sufficient experience and standing, to become a Founding Member of the Association.”

2. to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That:

- (a) Article 61 be amended by replacing the sentence on the 4th line of this Article, the original text of which is “The Executive Committee shall consist of not less than 30 and not more than 40 members.” to that as follows:

“The Executive Committee shall consist of not less than 30 and not more than 50 members.”

- (b) The last word of Article 59 be amended from “40” to “50”. ”

3. to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“That:

- (a) a new Article 100, as follows, be added to the Articles of Association after Article 99 under the Heading of “Notices”:

“100 In respect of any requirement under these Articles that a document be served on a member by personal service or by post, the requirement shall be satisfied by the service of the document

- (a) in the form of electronic record to an information system designated by that member, if that member has given consent to the service of the document in the form of an electronic record and the information contained in the electronic record is accessible so as to be usable for subsequent reference; or
- (b) by effectively transmitted facsimile to a fax number provided by a member who has given consent to the service of the document by means of facsimile.”

- (b) the original Article 100 be renumbered Article 101 as a consequence of the adding of the new Article as prescribed in (a) above.”

(Sd.) YUNG Wing Ki, Samuel

YUNG Wing Ki, Samuel
Chairman of the meeting

No. 1065293

編號

[COPY]

副本

**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 PROFESSIONALS AND SENIOR
EXECUTIVES ASSOCIATION LIMITED**

(香港專業及資深行政人員協會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.

有限公司。

Issued by the undersigned on 7 August 2006.

本證書於二〇〇六年八月七日簽發。

(Sd.) Miss Nancy O. S. YAU

.....
**for Registrar of Companies
Hong Kong**

香港公司註冊處處長

(公司註冊主任 邱愛琛 代行)

THE COMPANIES ORDINANCE (Chapter622)

**Company Limited by Guarantee
And Not Having A Share Capital**

ARTICLES OF ASSOCIATION

OF

**HONG KONG PROFESSIONALS AND SENIOR
EXECUTIVES ASSOCIATION**
香港專業及資深行政人員協會
(Name changed on 29 April 2022)

Part A Mandatory Articles

***1. Company Name**

The name of the Company is

**HONG KONG PROFESSIONALS AND SENIOR
EXECUTIVES ASSOCIATION**
香港專業及資深行政人員協會
(hereinafter called "the Association")

2. The Registered Office

The Registered Office of the Association will be situated in Hong Kong.

3. Members' Liabilities

The liability of the Members is limited.

4. Liabilities or Contributions of Members

Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member, or within one year afterwards for payment of the 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 amount specified below:

Class of Members

All members

Amount to be contributed by each of the members in this class

HK\$100

5. Objects

The objects for which the Association is established are:-

- a) To actively promote exchanges among professionals and senior executives from Hong Kong, Mainland China and overseas so as to broaden their vision and enhance their professional knowledge and technical standard.
- b) To advise the Hong Kong SAR Government on issues and policies relating to politics, economic affairs, community and social well beings of Hong Kong; to openly express our support and approval of policies

* (Name changed on 29 April 2022)

beneficial to Hong Kong; and to give constructive comments and suggestions to policies which require fine-tuning, with an aim to build a harmonious and progressive society.

- c) To actively care about and participate in the modernization building of our nation; and do all acts necessary to facilitate the peaceful unification of our country.
- d) To build a platform for professionals and senior executives in different areas or trades to communicate and exchange with their counterparts in Mainland China, to enhance co-operation and create business opportunities.
- e) To study, discuss and research on policies promoted by Hong Kong SAR Government departments; and, if necessary, to meet with the responsible officers to exchange views on those policies.
- f) To strengthen exchanges with Mainland Government departments and policy research units, so as to assist Hong Kong professionals and senior executives to master the political and economic developments in Mainland China and the business environment of the Greater China region.
- g) Without prejudice to the generality of the Foregoing the Association shall have power to do all the following things in furtherance of these objects:
 - (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, alter and maintain buildings convenient or necessary for the work of the Association.
 - (ii) To receive any or all kinds of donations, gifts and bequests for the purposes of the Association.
 - (iii) To print and publish any newspapers, periodicals, journals, books, circulars, or leaflets.
 - (iv) To let, mortgage, sell, manage, lease, dispose of, or otherwise deal with all or any part of the property or assets of the Association.
 - (v) To borrow or raise any money that may be required by the Association for the purposes of the Association upon such terms as may be deemed advisable with or without security.
 - (vi) To invest any moneys of the Association not immediately required in such manner as may from time to time be determined.
 - (vii) To settle any trust which may seem directly or indirectly conducive to any of the objects of the Association.
 - (viii) To grant donations for any charitable purpose, to grant pensions to any person who is or has been a paid officer or employee of the Association and to the widow, children and dependants of any such person and to establish and support or contribute to the establishment and support of pension, superannuation, benevolent and other funds, trusts and schemes for his, her or their benefit.
 - (ix) To establish and support and to aid in the establishment and support of any other association formed for all or any of the objects of this Association, provided that any such association shall be precluded by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Association by these Articles of Association.
 - (x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them.

Provided that: -

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

6. Application of income and property

The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gifts, division, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employees of the Association, or to any Member of the Association, in return for any service actually rendered to the Association nor prevent the reimbursement of out of pocket expenses genuinely incurred by any Member of the Association or payment of interest at a reasonable and proper rate not exceeding 2 per cent per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited on money lent or rent for premises demised or let by any Member to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion, but so that no Member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Board of Directors, Executive Committee or Governing Body except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any company of which a member of the Executive Committee or Governing Body may be a member or shareholder holding not more than one-hundredth part of its capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

7. Net Assets on Winding up and Dissolution

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 Article 6 of Part A and this article, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution or in default thereof by such Judge of the High Court of Hong Kong Special Administrative Region as may have or may acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8. Accounts

True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more Authorized Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers	
(Sd.)	YUEN Kwong Ming, Roger 袁光銘 14A, 125 Wong Chuk Hang Road, Senior Staff Quarters, Hong Kong Deputy Chief Executive
(Sd.)	HO Shun Man 何順文 School of Business Hong Kong Baptist University Wing Lung Bank Building for Business Study, Room 901, Renfrew Road, Kowloon Tong, Kowloon, Hong Kong University Professor
(Sd.)	WONG Man Kee Danny 黃敏基 17/F Siu On Centre, 188 Lockhart Road, Wanchai, Hong Kong Musician

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
Room 501, Caroline Centre,
Lee Gardens Two,
28 Yun Ping Road,
Causeway Bay,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(Sd.) HU, Shao Ming Herman 胡曉明
15/F., Manulife Tower,
169 Electric Road, North Point,
Hong Kong
Merchant

(Sd.) NG, Chui Yiu Jennifer 伍翠瑤
Shop 18, 1/F., Shatin Galleria,
18-24 Shan Mei Street,
Fo Tan, New Territories,
Hong Kong
General Manager

(Sd.) NG Cheung Shing 吳長勝
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Hong Kong
Merchant

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

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Names, Addresses and Descriptions of Subscribers

(Sd.) WU Tak Lung 吳德龍
Room 4908, 49/F., Office Tower,
Convention Plaza,
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Hong Kong
Accountant

(Sd.) LEUNG Ting Yu 梁定宇
Fook Woo Group Building,
3 Kui Sik Street,
Fanling, New Territories,
Hong Kong
Merchant

(Sd.) CHAN Siu Hung 陳紹雄
147 Argyle Street,
Kowloon,
Hong Kong
Planning Director

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
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Causeway Bay,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(Sd.) CHAN Kin Keung Eugene 陳建強
Suite 1402, Central Building,
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Hong Kong
Dentist

(Sd.) CHAN Sai Keung 陳世強
6/F., United Chinese Bank Building,
31 Des Voeux Road, Central,
Hong Kong
Lawyer

(Sd.) LAM Yee Yeung Vic 林義揚
Room 501, 5/F., Caroline Centre,
2-38 Yun Ping Road,
Causeway Bay,
Hong Kong
District Manager

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
Room 501, Caroline Centre,
Lee Gardens Two,
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Names, Addresses and Descriptions of Subscribers

- (Sd.) YUNG Wing Ki 容永祺
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Causeway Bay,
Hong Kong
Senior District Director
- (Sd.) LEE Kang Bor Thomas 李鏡波
Room 3201-02, 32/F., Alexandra House,
18 Chater Road, Central,
Hong Kong
Accountant
- (Sd.) TSANG Kee Kung 曾其鞏
Kiangsu-Chekiang College,
16 Wing Fong Road,
Kwai Chung, New Territories,
Hong Kong
Principal

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
Room 501, Caroline Centre,
Lee Gardens Two,
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Causeway Bay,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(Sd.) CHAN Ka Keung Ceajer 陳家強
School of Business & Management
Dean's Office,
Hong Kong University of Science and Technology,
Clear Water Bay, Kowloon,
Hong Kong
University Professor

(Sd.) WONG Thomas Ching Hung 黃正虹
QR802, 8/F., Core R,
The Hong Kong Polytechnic University,
Hung Hom, Kowloon,
Hong Kong
Professor

(Sd.) LEE Wai Kwong Sunny 李惠光
No. 1 Sports Road,
Happy Valley,
Hong Kong
Executive Director

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
Room 501, Caroline Centre,
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Causeway Bay,
Hong Kong

Names, Addresses and Descriptions of Subscribers

- (Sd.) HO Wai Kuen 何偉權
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19 Lam Hing Street,
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Hong Kong
Merchant
- (Sd.) LO Wai Kwok 盧偉國
13-15 Shing Wan Road,
Tai Wai, Shatin,
New Territories,
Hong Kong
Managing Director
- (Sd.) SUN David Tak Kei 孫德基
18/F., Two International Finance Centre,
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Hong Kong
Accountant

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

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(Sd.) LAM Tai Fai 林大輝
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Cheung Sha Wan, Kowloon,
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Managing Director

(Sd.) TANG Kai-Fat 鄧啟發
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Hong Kong
Merchant

(Sd.) HUI Hong Chung 許漢忠
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Merchant

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Names, Addresses and Descriptions of Subscribers

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Designer
- (Sd.) MOK Warren Wah Yeun 莫華倫
12/F., Po Wah Commercial Centre,
226 Hennessy Road,
Hong Kong
Musician
- (Sd.) WONG Wai Hung 黃偉雄
5/F., Tower 1, New World Tower,
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Hong Kong
General Manager

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
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Names, Addresses and Descriptions of Subscribers

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Wanchai, Hong Kong
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(Sd.) HUI Ho Ming Herbert 許浩明
Room 2805,
Admiralty Centre Tower 1,
18 Harcourt Road,
Hong Kong
Merchant

(Sd.) TANG Shuk Ming 鄧淑明
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Hong Kong
Merchant

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
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Names, Addresses and Descriptions of Subscribers

(Sd.) LEUNG Mei Fun 梁美芬
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City University of Hong Kong
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Barrister

(Sd.) SHAW Lut Leonardo 邵 律
4/F., 70-72 Connaught Road West,
Hong Kong
Merchant

Dated the 11th day of July, 2006.

WITNESS to the above signatures:

(Sd.) AU Wing Hang
Personal Assistant
Room 501, Caroline Centre,
Lee Gardens Two,
28 Yun Ping Road,
Causeway Bay,
Hong Kong

Part B Other Articles

Preliminary

1. In the interpretation of these presents, unless there be something in the subject or context inconsistent therewith:
 - a) "The Association" means *"HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES ASSOCIATION 香港專業及資深行政人員協會".
* (Name changed on 29 April 2022)
 - b) "The Ordinance" means the Companies Ordinance (Chapter 622 of the laws of Hong Kong) including the related subsidiary legislation, and every statutory modification or re-enactment thereof for the time being in force.
 - c) Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association, shall have the meanings so defined.
 - d) "These presents" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.
 - e) "The Office" means the Registered Office for the time being of the Association.
 - f) "The Bye-laws" means the bye-laws of the Association made as hereinafter mentioned and for the time being in force.
 - g) "Cabinet" means a Cabinet nominated by the Election Committee pursuant to Article 59 of Part B.
 - ²h) "Voting Members (遴選會員)" means Voting Members admitted by the Executive Committee (理事會) pursuant to Article 10 of Part B and all Founding Members of the Association.
 - ²i) "Election Committee (甄選委員會)" means the Election Committee of the Association formed pursuant to these Articles.
 - ²j) "Founding Members (創會會員)" include all the subscribers to these Articles of Association and all those approved by the Executive Committee pursuant to Article 6 of Part B.
 - k) "Month" means a calendar month.
 - ²l) "Office Bearers (常務理事)" means the President (會長), the Deputy President (常務副會長) the Vice Presidents (副會長), the Honorary Treasurer (財務長) and Honorary Secretary (秘書長) and Deputy Honorary Secretary (副秘書長) for the time being of the Association.
 - m) "The Executive Committee" means the Executive Committee for the time being of the Association.
 - ^{2,5}n) "Member" or "Members" means a Member or Members of the Association and includes all the Founding Members, Voting Members, Ordinary Members (普通會員) and Youth Members (青年組會員), and all the subscribers to these Articles who have fulfilled the necessary requirements to remain a Member of the Association.
 - o) "Secretary" means the Secretary or the Honorary Secretary of the Association, or any person acting in that capacity under the direction of the Executive Committee.
 - p) "The Seal" means the Common Seal of the Association.
 - q) Words importing the singular number include the plural number and vice versa.

r) Words importing the masculine gender only, include the feminine gender.

s) Words importing persons include corporations.

²As amended by Special Resolution passed on 24 February 2009.

⁵As amended by Special Resolution passed on 16 March 2015.

2. The Association is established for the purposes expressed in the Articles of Association.

3. The Association, for the purpose of registration, is declared to consist of twenty thousand Members.

Membership

4. Any Hong Kong resident, being a professional or senior executive with not less than 10 years of relevant experience, who loves the Motherland and Hong Kong, shall be eligible to become an Ordinary Member.

⁵4A. Any Hong Kong resident, who loves the Motherland and Hong Kong and fulfills the following requirements shall be eligible to become a Youth Member:

- (a) being of the age of 35 or below as at the date of application for admission as a Youth Member;
- (b) holding a bachelor degree or diploma in a profession from a university or reputable institution in Hong Kong or overseas as the Executive Committee may determine from time to time; and
- (c) possessing working experience in the profession referred to in paragraph (b) for 2 years or more as at the date of application for admission as a Youth Member.

⁵Article added by Special Resolution passed on 16 March 2015.

5. All the subscribers to these Articles of Association shall become Founding Members of the Association.

¹6. The Executive Committee may upon recommendation by one Founding Member and seconded by one Executive Committee Member, before 31 December 2008, or such longer time as the Executive Committee may extend, give approval of any person who possesses the basic requirements to be eligible to become a member as prescribed in Article 4 of Part B above, and has sufficient experience and standing, to become a Founding Member of the Association.

¹As amended by Special Resolution passed on 3 August 2007.

7. The total number of Founding Members of the Association shall not exceed 1,000, or such greater number as the Executive Committee may decide.

8. Voting Members of the Association include, but not limited to all Founding Members of the Association, and are entitled to attend and vote at General Meetings of the Association. All Founding Members are entitled to exercise all the rights Voting Members may exercise under these Articles.

⁵9. Application for admission as an Ordinary Member or a Youth Member shall be proposed by a Voting Member, seconded by a member of the Executive Committee and approved by the Executive Committee.

⁵As amended by Special Resolution passed on 16 March 2015.

10. An Ordinary Member who has been on the Register of Members of the Association for more than 12 months, upon proposal by a Voting Member, seconded by a member of the Executive Committee and approved by the Executive Committee, may become a Voting Member.

⁵10A. Any Youth Member currently on the Register of Members of the Association, upon fulfilling the requirement referred to in Article 4 of Part B and receiving approval by the Executive Committee, shall become an Ordinary Member.

⁵Article added by Special Resolution passed on 16 March 2015.

⁵11. Ordinary Members and Youth Members shall be entitled to participate in all activities organized by the Association, receive notice of all General Meetings and attend all General Meetings in person, yet shall not be entitled to requisition or propose a resolution nor vote at those General Meetings.

⁵As amended by Special Resolution passed on 16 March 2015.

12. The number of Members which the Association proposes to admit for the purposes of registration under the Ordinance is 20,000, but the Executive Committee may from time to time admit an increased number of members.

Address of Members

13. Every Member shall from time to time notify the Honorary Secretary a place of business or residence in Hong Kong to be registered as his place of address and the place so registered from time to time, shall for the purposes of any ordinances these presents and the bye-laws be deemed his registered place of address.

Admission Fees and Annual Subscriptions

- ⁴14. No admission fee shall be payable by a Member upon becoming a Member of the Association. Subject and without prejudice to Article 17A of Part B below, every year all Members shall pay to the Association an annual subscription. Subsequent amendment to such annual subscriptions shall be determined from time to time by the Association in such manner as prescribed in Article 15 (c) and Article 17A of Part B below.

⁴As amended by Special Resolution passed on 14 December 2010.

15. ⁴(a) Subject and without prejudice to Article 17A of Part B below, members shall pay to the Association annual subscriptions and submit all such information and perform all such acts as required by the Association from time to time to maintain their membership with the Association.

- (b) The Association may by Ordinary Resolution in a General Meeting decide to establish a Building Fund which shall be used by the Association for the purposes of purchase of real property for the promotion of the objects of the Association and meeting all incidental costs of fitting, equipping, decorating, renovating and improving the real property purchased and resolve that annual contributions to the Building Fund of such amount be paid to the Association by all or certain classes of Members.

- ^{4,7}(c) Subject to paragraph (d) below, the annual subscription payable by all classes of Members and future revisions shall be resolved by the Executive Committee. Any such revisions of the amount of annual subscription by the Executive Committee shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision.

- ⁵(d) The annual subscription payable by a Youth Member shall be fixed at 50% of the annual subscription payable by an Ordinary Member referred to in paragraph (c) above until future revisions by the Executive Committee. Any such revisions by the Executive Committee of the amount of annual subscription payable by Youth Members shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision.

⁴As amended by Special Resolution passed on 14 December 2010.

⁵Article added by Special Resolution passed on 16 March 2015.

⁷As amended by Special Resolution passed on 10 November 2020.

- ⁴16. Subject and without prejudice to Article 17A of Part B below, a full year's annual subscription shall be payable by a new Member on admission of membership, unless the day of admission be later in any year than 30th June, in which event only half the amount of the annual subscription shall be payable.

⁴As amended by Special Resolution passed on 14 December 2010.

- ⁴17. Subject and without prejudice to Article 17A of Part B below, all subscriptions shall be payable in advance on the first day of January in each year, on which day the financial year of the Association shall commence.

⁴As amended by Special Resolution passed on 14 December 2010.

- ⁴17A. ⁷(1) Apart from and without prejudice to collecting subscription from Members on an annual basis as provided for in Articles 14 to 17 of Part B above, the Executive Committee shall have the power to fix (whether by way of resolution or through bye-laws) and collect subscription from Members other than on an annual basis and, if thinks appropriate, at a discount. Any such decision or future revisions (whether

in respect of the amount or period of years) by the Executive Committee shall be by way of a resolution passed at a meeting of the Executive Committee provided that the total number of votes voting in support of such revisions shall not be less than one-third of the total number of members of the Executive Committee who are entitled to attend the meeting and vote on the proposed revision.

⁷(2) Deleted

(3) Any subscription paid by any Member pursuant to Article 17A(1) of Part B shall not be repayable to that Member even if that Member, for whatever reasons, ceases to be a Member prior to the expiry of the period in respect of which the relevant subscription is paid.

⁵(4) The power exercisable by the Executive Committee referred to in paragraphs (1), (2) and (3) of this Article shall not apply to Youth Members.

⁴Article added by Special Resolution passed on 14 December 2010.

⁵Article added by Special Resolution passed on 16 March 2015.

⁷Article 17A(2) deleted by Special Resolution passed on 10 November 2020.

⁷As amended by Special Resolution passed on 10 November 2020.

Retirement From or Forfeiture of Membership

⁵17B. The Executive Committee shall review the membership of a Youth Member upon expiry of a period of 3 years from the date of admission of the Youth Member, and may as a result of such a review, permit the membership of the Youth Member to continue on any condition(s) as the Executive Committee thinks appropriate, or terminate his membership with or without cause.

⁵Article added by Special Resolution passed on 16 March 2015.

⁵17C. Notwithstanding any provision contained in these Articles, the membership of a Youth Member shall cease upon his attaining the age of 39.

⁵Article added by Special Resolution passed on 16 March 2015.

18. The privileges of a Member shall not be transferable and shall cease on his death, but without prejudice to the rights of the Association to claim from the estate of such person any subscription or other sums due from him to the Association at the date of his death.

19. Any Member wishing to resign his membership shall tender written notice to the Executive Committee, and on its acceptance, but not before, his membership shall cease accordingly. Any member giving notice in accordance with the provisions of this Article shall remain liable to pay any subscription or other sums due to the Association from him at the date of such notice, but shall not become liable for a further year's subscription solely by reason of the fact that the Executive Committee's acceptance of such notice takes place after the end of the year in which it is tendered.

20. Any Member shall *ipso facto* cease to be a Member in the event of his subscription or any other sum or sums payable by him to the Association being in arrear for four months or more from the date on which such subscriptions or other sum or sums respectively became payable, but shall, nevertheless, be liable to pay the amount of such year's subscription and any other arrears of subscription or other sum due by him to the Association, and shall be liable otherwise on the footing that his membership continued until the date when all such subscriptions, arrears and other sums were fully paid. The Executive Committee shall have power to suspend the operation of this Article in any case in which they are of opinion that it is reasonable to do so. In the case of a person, who has ceased to be a Member under this or any other Article herein, the Executive Committee may, at their discretion, by Resolution passed by three-fourths at least of those present at a meeting of the Executive Committee, re-admit him to membership upon such conditions and terms as they may think fit.

21. If any Member shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make an assignment for the benefit of his creditors, or shall make any arrangement or composition with his creditors, or execute any similar deed or agreement, or shall take or attempt to take the benefit of any statutory provision for arrangement with his creditors, he shall cease to be a Member, but the Executive Committee may, at their discretion, by Resolution passed by three-fourths at least of those present at a meeting of the Executive Committee, re-admit him to membership upon such conditions and terms as they may think fit.

Disciplinary Committee

- ⁷22. A Disciplinary Committee shall be formed with the powers and for the purposes hereinafter mentioned. The President of the Executive Committee shall be ex-officio member of such Disciplinary Committee, and the other members shall be elected by the Executive Committee from among the members of the Executive Committee by ballot. Including the ex-officio member, the Disciplinary Committee shall consist of not more than nine or less than seven members, and the quorum shall be five members personally present. Every member, including the ex-officio member, shall have one vote. A member of the Disciplinary Committee shall be deemed to be present at a meeting of the Disciplinary Committee and be counted towards the quorum of that meeting if that member participates in the meeting by telephone or any communication technology which allows all persons participating in the meeting to speak to and hear each other.

⁷As amended by Special Resolution passed on 10 November 2020.

23. All vacancies from time to time occurring in the Disciplinary Committee shall be filled by the Executive Committee, but the Disciplinary Committee may act notwithstanding any vacancy, provided that the number has not fallen below the minimum authorized number.
24. The Disciplinary Committee shall meet at such times and in such places as it may from time to time determine. Minutes shall be kept of all proceedings of the Disciplinary Committee.
25. The Disciplinary Committee may suspend any Member, who is proved, to the satisfaction of the Committee, to have been guilty of any act or conduct discreditable to a Member, from the exercise of all rights and privileges as a Member during such period as it may think fit, not extending beyond two years, or it may censure any Member for any act or conduct which shall, in its opinion, render censure necessary or expedient. Provided that the Member whose act or conduct is under consideration shall have been given a proper opportunity of attending and being heard before the Disciplinary Committee, and that at least five members of the Disciplinary Committee present at the meeting at which the order of suspension or censure shall be resolved upon shall consent to such order.
26. If any Member shall, in the opinion of the Disciplinary Committee, be guilty or be accused of discreditable conduct, or of any act or conduct which would, in the absence of satisfactory explanation, be derogatory to the Association, or render him unfit to remain a Member, then the Disciplinary Committee shall send to such Member at his last registered address, by post or courier, a statement in writing of the act or conduct imputed to him, and shall afford him an opportunity of giving an explanation personally or in writing, as he may elect.
27. If on the consideration of such explanation or, in the absence of any explanation, the Disciplinary Committee shall be of opinion that such Member ought to be excluded from Membership of the Association, it shall state its opinion in the form of a report to be laid before the Executive Committee.
28. On any report being laid before the Executive Committee by the Disciplinary Committee, recommending the exclusion of a Member, a special meeting of the Executive Committee shall be convened (of which meeting at least seven days' notice shall be sent through the Post Office to such Member at his last registered address, and at which he shall be entitled and shall be given a proper opportunity to attend and be heard) and such Member may, by Resolution passed by two-thirds at least of the members of the Executive Committee present and voting at such special meeting, be excluded from Membership of the Association, or otherwise dealt with as the Executive Committee may think fit, but any such decision may at any time be revoked or modified by the Executive Committee at a like meeting by such majority as aforesaid, subject to such terms and conditions (if any) as the Executive Committee in its discretion may deem fit.
29. The provisions in these presents contained relating to Committees generally shall apply to the Disciplinary Committee, except in so far as they may be inconsistent or inapplicable by reason of the express provisions relating to the Disciplinary Committee.

General Meetings of the Association

30. Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a General Meeting as its Annual General Meeting in accordance with section 610 of the Ordinance.
31. The Annual General Meeting shall be held at such time and place as the Executive Committee shall from time to time determine.
32. The Executive Committee may, if it thinks fit, call a General Meeting. If the Executive Committee is required to call a General Meeting under section 566 of the Ordinance, it must call the meeting in accordance with section 567 of the Ordinance. If the Executive Committee does not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.
33. Deleted.
34. Voting Members holding not less than one-fortieth of the total voting rights at a General Meeting of the Company at the time of requisition, may, at his own costs, require the Executive Committee to circulate to all Members entitled to have notice of any General Meeting sent to them any statement of not more than 1000 words with respect to any proposed resolution or business to be dealt with at that meeting, and any such request shall be deposited, together with the statement to be circulated to all Members and a sum reasonably sufficient to meet the Association's expenses in giving effect thereto, at the office of the Association in Hong Kong for the attention of the Executive Committee not less than 1 week before the General Meeting.
35. The Executive Committee shall, upon requisition in writing by Voting Members holding not less than one-fortieth of the total voting rights of all Voting Members having at the date of requisition a right to vote at the General Meeting, and at the expense of such Voting Members give notice of any resolution which may properly be moved and is intended by such requesting Voting Members to be moved, together with any statement of not more than 1000 words with respect to the matter referred to in any such proposed resolution, which such requesting Voting Members wish to be sent to the Members of the Association for consideration at that General Meeting, provided that any such request shall be deposited together with the statement to be circulated to all Members and a sum reasonably sufficient to meet the Association's expenses in giving effect thereto, at the office of the Association in Hong Kong for the attention of the Executive Committee not less than 6 weeks before the General Meeting.
36. An Annual General Meeting or a General Meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a General Meeting of the Association other than an Annual General Meeting or a General Meeting called for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served, but inclusive of the day for which it is given, and shall specify the place, the day and hour of the General Meeting, and in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned, to such persons as are under these presents entitled to receive such notices.

Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been called if it is so agreed, by all the Voting Members entitled to attend and vote thereat.
37. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.
- ⁵38. In addition to the requirement of Article 97 of Part B the Honorary Secretary shall in the case of the Annual General Meeting send to every Member (including Voting Members, Ordinary Members and Youth Members) at his registered address, with the notice of the General Meeting a copy of the Annual Report and audited Financial Statements, a list of members of Cabinet standing and nominated by the Election Committee for election as members of the Executive Committee and the name(s) of the auditor or auditors offered to be appointed and a

copy of any proposed resolution of which notice has been given in accordance with Article 35 of Part B. A copy of the statement or resolution requested to be served on the Members of the Association pursuant to Articles 34 and 35 of Part B shall be served on every Member at his registered address, so far as practicable, at the same time as notice of the General Meeting and, where it is not practicable for it to be served at the same time, it shall be served as soon as practicable thereafter.

⁵As amended by Special Resolution passed on 16 March 2015.

Proceedings at General Meetings

- ²39. At all General Meetings the President of the Executive Committee for the time being, and in his absence the Deputy President of the Executive Committee, shall be Chairman, and in the absence of both, the Chairman shall be elected from one of the Vice-Presidents, and in the absence of any of whom, from any of the members of the Executive Committee present. In case none of the members of the Executive Committee shall be present or willing to take the chair, the Chairman shall be elected by the Voting Members present from among themselves.

²As amended by Special Resolution passed on 24 February 2009.

40. Twenty Voting Members present personally shall be a quorum; and unless the quorum requisite shall be present at any General Meeting within half an hour after the time appointed for the meeting, the meeting shall (unless convened on the requisition of Voting Members) stand adjourned for a fortnight, and be then held at the same time and place, and the business on the agenda paper, but no other shall then be disposed of by the Voting Members present in person or by proxy, who shall constitute a quorum. Unless a quorum be present at any General Meeting convened on the requisition of Voting Members within half an hour after the time appointed for the meeting, the meeting shall be dissolved.

- ⁷40A. The Association may hold General Meetings at more than one place using any communication technology that enables the members who are not together at the same place to speak to or hear each other. A voting member shall be deemed to be present at a general meeting and be counted towards the quorum of that meeting if that member participates in the meeting through the communication technology used by the Association at the meeting.

⁷Article added by Special Resolution passed on 10 November 2020.

41. The Chairman of any meeting may, with the consent of 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 thirty days or more 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 any notice of an adjournment or of the business to be transacted at an adjourned meeting.

42. The first business at every General Meeting after the chair is taken shall be the reading of the minutes of the then last General Meeting, and if the minutes do not appear to the meeting to have been signed according to the Ordinance or these presents, they shall, on being found or made correct, be signed by the Chairman of the meeting at which they are read. At the General Meeting if there is on the agenda the election of the Cabinet of Office Bearers and other members of the Executive Committee, the General Meeting shall vote either for or against the Cabinet en bloc by Ordinary Resolution. If the General Meeting votes for the Cabinet, the newly elected Office Bearers and members will be installed, together with the ex-officio members of the Executive Committee, as the New Executive Committee and will serve for a term of one year until the successful election of another new Executive Committee at a future General Meeting. Should the General Meeting vote against the Cabinet, the General Meeting shall, after all other businesses have been discussed and dealt with, adjourn and to be reconvened and held within the next 30 days, for the Election Committee to reconsider the composition of the Cabinet and resubmit the list of members of the new Cabinet and the office each is standing for election to the adjourned General Meeting for voting. A list of the new Cabinet and the personal particulars of all those standing for election shall be circulated to all Members at least 7 clear days before the date of the adjourned General Meeting. In any such event, the existing Executive Committee shall remain in office until a new Executive Committee has been installed by the General Meeting.

43. 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 results of a show of hands) demanded:

- (a) by the Chairman; or

- (b) by (i) five or more Voting Members present in person or by proxy; or
- (ii) a number of Voting Members present in person or by proxy representing not less than 5% of the total voting rights of all the Voting Members having the right to vote at the meeting,

whichever is the lesser

Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against such resolution. The demand for a poll may be withdrawn. The Chairman of the meeting shall nominate three members present to act as Scrutineers on any poll.

44. Except as provided in Article 46 of Part B if a poll is duly demanded and the demand be not withdrawn it shall be taken in such manner and at such time and place as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
45. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
46. A poll demanded on the election of a Chairman, or on a question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken within 30 days of the date of the meeting in accordance with Article 44 of Part B, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Voting at General Meetings

47. Every Voting Member shall be entitled to attend and have one vote at General Meetings, whether the vote be taken by a show of hands or a poll.
48. A Voting Member qualified to vote, being personally present at any General Meeting, may decline to vote on any question before the Meeting, but shall not by so declining be considered absent from the meeting.
49. On a poll votes may be given either personally or by proxy, and a proxy shall be rendered invalid by the appointer himself voting at the meeting for which such proxy was given.
50. No Ordinary or Voting Member who is in arrears with any subscription or sum payable by him to the Association shall be entitled to be present or to vote, either personally or by proxy, as the case may be at any General Meeting, or upon a poll, or to be reckoned in a quorum.
51. The instrument appointing a proxy shall be in writing under the hand of the appointer, and the person so appointed must himself be a Voting Member of the Association entitled to attend and vote at such meeting for which the proxy was given.
52. The instrument appointing a proxy shall be deposited at the registered office of the Association, or at such other place in Hong Kong as is specified for that 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 be treated as invalid.
53. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“ HONG KONG PROFESSIONALS AND SENIOR EXECUTIVES ASSOCIATION
香港專業及資深行政人員協會
(Name changed on 29 April 2022)

I, of being a Voting Member of the above-named Association, hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on day of, and at any adjournment thereof.

Signed this day

of

54. Where it is desired to afford Voting Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

“

I, of being a Voting Member of the above-named Association, hereby appoint of or failing him of as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on day of, and at any adjournment thereof.

Signed this day of

This form is to be used * in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired."

55. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
56. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
57. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be valid. The Chairman at the Meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

Election Committee

58. There shall be an Election Committee of the Association to be composed of the President of the Association for the time being, Past Presidents of the Association and subscribers to these Articles of Association, the Chairman of which shall be the President of the Association, and in the event that the President cannot or is not prepared to serve as Chairman of the Election Committee, the chairmanship shall be taken up by the most recent Past President who is prepared to serve the position.
- ^{1, 2, 6}59. The Election Committee shall be responsible for the nomination from the Voting Members of the Association of a Cabinet comprising of a President, a Deputy President, not less than 10 and not more than 15 Vice Presidents, an Honorary Treasurer, an Honorary Secretary, a Deputy Honorary Secretary and other members of the Executive Committee to be elected and voted for or against by Ordinary Resolution at the Annual General Meeting of the

Association en bloc as the new Executive Committee succeeding the retiring Executive Committee. The Voting Member standing for election of the position of President or Deputy President must have served as a member of the Executive Committee of the Association for two full terms of one year each (including the current term as a member or Office Bearer of the Executive Committee in office) to be eligible to stand for such election, unless at that time no Voting Member is so qualified. The total number of members and Office Bearers of the Cabinet standing for election shall not be less than 30 and not more than 50.

¹As amended by Special Resolution passed on 3 August 2007.

²As amended by Special Resolution passed on 24 February 2009.

⁶As amended by Special Resolution passed on 16 October 2017.

60. Each Election Committee shall have discharged its duties and be disbanded upon the successful election of a Cabinet to serve as members and Office Bearers of a new Executive Committee.

Executive Committee and Office Bearers

- ^{1, 2, 6}61. There shall be an Executive Committee of the Association, each of the members of which must be a Voting Member of the Association. The Office Bearers of the Executive Committee shall include the President, a Deputy President, not less than 10 and not more than 15 Vice Presidents, an Honorary Treasurer, an Honorary Secretary and a Deputy Honorary Secretary. The President for the time being not seeking for re-election, who shall be called Immediate Past President (上屆會長), and all Past Presidents of the Association, who have indicated in writing to the Election Committee that they intend to serve on the succeeding Executive Committee shall be ex-officio members of the new Executive Committee unless disqualified under any of the provisions of Article 74 of Part B. The Executive Committee shall consist of not less than 30 and not more than 50 members, and for this purpose any immediate past president and past president serving as ex-official member of the Executive Committee shall not be counted towards these numbers. Each member of the Executive Committee, save as otherwise provided in these Articles, shall serve a term of one year and retire at end of the one-year term but eligible for re-election as an Office Bearer or member of the succeeding new Executive Committee at the next General Meeting. All immediate past president and past presidents serving as ex-officio members are not required to be re-elected at the end of the one-year term and are not subject to any restriction on tenure of service as Executive Committee members.

¹As amended by Special Resolution passed on 3 August 2007.

²As amended by Special Resolution passed on 24 February 2009.

⁶As amended by Special Resolution passed on 16 October 2017.

62. The First Executive Committee, which shall comprise of the President, not less than 10 and not more than 15 Vice Presidents, an Honorary Treasurer, an Honorary Secretary and other members shall be elected by the subscribers to these Articles of Association from the Founding Members who accept the office and have fulfilled the necessary requirements for the appointment. The Second Executive Committee shall be nominated by the Election Committee as a Cabinet and voted for or against by the General Meeting in accordance with the provisions of these Articles.

- ^{3, 5}63. Notwithstanding any other provisions in these Articles, a member of the Executive Committee shall not continuously serve on the Executive Committee for more than nine terms of one year each, unless he:-

- (a) is an ex-officio member as prescribed in Article 61 of Part B, or
- (b) has been elected or re-elected to serve as the President of the Association

³As amended by Special Resolution passed on 19 March 2010.

⁵As amended by Special Resolution passed on 16 March 2015.

- ²64. The Executive Committee shall have the power, but are not bound to, fill any casual vacancy in the offices of the Deputy President, Vice-Presidents, other Office Bearers and members of the Executive Committee, which shall be filled for any unexpired portion of the term then current after the occurrence of such casual vacancy; special notice of the existence of any such casual vacancy and the filling of such vacancy shall be given to all the members of the Executive Committee, but so that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles. Any vacancy in the office of the President between General Meetings shall be filled by the Deputy President, and in the event that there is no serving Deputy President or that by Deputy President shall not be prepared to serve as President, the office of the President shall be filled by the Executive Committee from one of the Vice Presidents of the Association who meets the qualification requirement stated in Article 59 of Part B in the same manner as other vacancy in the Executive Committee as provided in this Article. Any position as an Office Bearer or as a member of Executive

Committee so appointed shall hold office only until the current term expires or until the successful election of a new Executive Committee, whichever shall happen later.

²As amended by Special Resolution passed on 24 February 2009.

65. The Executive Committee shall be the governing body of the Association and shall generally manage and conduct the affairs and business of the Association.
66. No Voting Member shall hold the position of the President for more than three consecutive terms of one year each.
67. A provision of the Ordinance or these presents requiring or authorising a thing to be done by or to a member of the Executive Committee and the Honorary Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as or in place of the Honorary Secretary.
68. The Honorary Secretary shall before each Annual General Meeting for which there is an election of a Cabinet of Office Bearers and other members of a new Executive Committee prepare a list of the Cabinet nominated by the Election Committee, the personal particulars of each of those standing for election and the office each sought to be elected, and particulars of the ex-officio members and shall post a copy of such list to every Member of the Association at his registered address as far as practicable, at the same time as notice of the General Meeting at which the election of members of the Executive Committee is to take place is served, and where it is not practicable, as soon as practicable thereafter.
69. The members of the Executive Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these presents as the necessary quorum of the Executive Committee, the continuing Members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

Duties and Power of the Executive Committee

70. The Executive Committee shall, subject to the provisions of the Ordinance and of these presents and to any regulation from time to time made by the Association in General Meeting (but not so as to render invalid any prior act of the Executive Committee which would have been valid if such regulation had not been made), make bye-laws for the regulation of the Association and its affairs, conduct and manage all the business and affairs of the Association, exercise all the powers, authorities and discretion of the Association, enter into such contracts and do all such acts and things as may be obtained, entered into or done by the Association, except only such of them as under the Ordinance or these presents are expressly directed or required to be exercised, obtained, entered into or done by the Association in General Meeting; and, without in any way prejudicing or limiting the context of such general powers and without prejudice to the other powers conferred by these presents or by the Part A of Articles of Association, it is hereby declared that (subject to the provisions of the Part A of Articles of Association) the Executive Committee shall have the following special powers and duties:-
 - (a) They may bring before a General Meeting of the Association any matters which they consider material to the Association, or its objects or interests as defined in the Part A of Articles of Association, or which appear to them to affect interests of the Association, and make any recommendation they consider proper in relation thereto.
 - (b) They may take cognisance of any matter which may be brought before them affecting the Association or the conduct of any of its Members as affecting his ethical standard or the reputation of the Association.
 - (c) In the case of the absence of the Honorary Secretary, or his inability to act, they may, in like manner, appoint any person to act in his stead, and such person may temporarily exercise all or any of the duties of the Honorary Secretary.
 - (d) They may from time to time incur, agree and pay any expenses in connection with the Association's objects and undertakings.

- (e) They may, with the sanction of a General Meeting, raise any loan or loans, or secure the fulfilment of any contract or engagement of the Association in any manner, upon any security, and on any terms authorized by such meeting.
- (f) They may invest such part of the funds of the Association as shall not be required to satisfy or provide for immediate demands in such securities or investments as it may think advisable, and may from time to time vary such securities and investments and convert the same as occasion may require or as it may deem expedient.
- (g) They may, subject to the Ordinance and the Part A of Articles of Association and these presents, do all other things that they may consider expedient for or in relation to any of the matters aforesaid, or otherwise conducive to the interests or good management of the Association, or the promotion of its objects, including the making, variation and annulment of bye-laws for any of the purposes aforesaid, provided always that any bye-law may be set aside by a Special Resolution of a General Meeting of the Association.

71. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments made by the Executive Committee.
- (b) of the names of the members of the Executive Committee present at each Meeting of the Executive Committee.
- (c) of all resolutions and proceedings at all Meetings of the Association and of the Executive Committee, and every member of the Executive Committee present at any meeting of the Executive Committee shall sign his name in a book to be kept for that purpose.
- (d) of all resolutions and minutes at all Meetings of the Association and of the Executive Committee shall keep at least 10 years from the date of meeting or decision.

72. Every such Minute, when so recorded and signed, shall, in the absence of proof of error therein, be a correct record of an original proceeding, and shall be received in evidence without further proof.

73. The Registered Office shall be at such place in Hong Kong as the Executive Committee shall from time to time appoint.

74. The office of an Office Bearer or a member of the Executive Committee shall be vacated if such a Member:-

- (a) ceases to be a Voting Member of the Association, or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) becomes prohibited from being a Member by reason of a court order made under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) or if he be convicted of an indictable offence, or
- (d) becomes of unsound mind, or
- (e) resigns his office by notice in writing to the Honorary Secretary of the Association, or
- (f) absents himself from six consecutive meetings of the Executive Committee without the consent of the Executive Committee, or
- (g) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Ordinance.

- ⁴75. A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

⁴As amended by Special Resolution passed on 14 December 2010.

76. No Member shall be disqualified from being or becoming a member of the Executive Committee of the Association by reason of his attaining or having attained the age of 70 years or any other age, except as herein provided.

Proceedings of the Executive Committee and Committees

77. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Executive Committee may, and the Honorary Secretary on the requisition of a member of the Executive Committee shall, at any time summon a Meeting of the Executive Committee.

- ⁷78. Eight members of the Executive Committee shall be a quorum. A member of the Executive Committee shall be deemed to be present at a meeting of the Executive Committee and be counted towards the quorum of that meeting if that member participates in the meeting by telephone or any communication technology which allows all persons participating in the meeting to speak to and hear each other.

⁷As amended by Special Resolution passed on 10 November 2020.

- ²79. At all meetings of the Executive Committee, the President, or in his absence, the Deputy President or any one of the Vice-Presidents, shall be Chairman, and in the absence of both, a Chairman shall be elected from among those present.

²As amended by Special Resolution passed on 24 February 2009.

80. The Executive Committee may delegate any of its powers to Committees consisting of such member or members of the Executive Committee and such Member and Members of the Association as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Executive Committee.

81. A Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present, the Members present may choose one of their number to be Chairman of that meeting.

82. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

83. All acts done by any meetings of the Executive Committee or of a Committee or by any person acting as a member of the Executive Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or member of a Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee or member of a Committee or person acting as aforesaid.

84. A resolution in writing, signed by all the members of the Executive Committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

85. A resolution in writing, signed by all the members of a Committee for the time being, shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held.

Honorary Advisors and Honorary Patrons

86. The Executive Committee after due discussion may decide by simple majority of those present and entitled to vote at a duly convened meeting of the Executive Committee to invite persons of good social standing and status to serve as Honorary Advisors or Honorary Patrons on terms to be decided by that Executive Committee. There shall not be a limit on the number of Honorary Advisors and Honorary Patrons who may be invited to serve such positions.

Seal

87. (1) The Executive Committee shall provide a Common Seal for the purposes of the Association and shall provide for its safe custody. The Common Seal shall only be used by the authority of the Executive Committee.
- (2) Every instrument to which the Seal shall be affixed shall be signed by two members of the Executive Committee and shall be countersigned by the Honorary Secretary or by a third member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.
88. A separate book shall be kept, to be called the "Seal Register", in which prior to affixing the Seal to any document there shall be entered a short title and description of the same, together with the date of the minutes authorizing the Seal to be affixed thereto, and such entry shall be signed by a member of the Executive Committee and countersigned by the Honorary Secretary. The provisions of this Article shall be deemed to be directory only, and the non-observance thereof shall not invalidate any documents to which the Seal is affixed as provided by these presents.

Audit

89. At each Annual General Meeting an Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Ordinance.

Finance

90. The funds of the Association, shall subject to the provisions of the Part A of Articles of Association, be applied in the first place in defraying current expenses, and subject thereto shall be applicable in or towards the acquisition by purchase, lease or otherwise, and furnishing and maintenance of suitable premises for the use of the Association, and for such other purposes as the Executive Committee shall from time to time think expedient with a view to the promotion of the objects of the Association or any of them. The administration of the funds shall be subject to the general direction of the Executive Committee.
91. Subject to the provisions of these presents, the officers and employees of the Association shall receive such remuneration as the Executive Committee shall from time to time determine.
92. No person, except the Executive Committee and persons duly authorised by it and acting within the limits of the authority so conferred, shall have authority to give receipts for moneys or otherwise, or to enter into any contract, so as thereby to impose any liability on the Association, or otherwise to pledge the credit of the Association.
93. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, shall be made, signed, drawn, accepted and endorsed, or otherwise executed by the person or persons from time to time authorised by a resolution of the Executive Committee.

Accounts

94. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place, all sales and purchases of goods by the Association, and the assets and liabilities of the Association.
95. Subject to article 8 of Part A of Articles of Association, the Executive Committee shall from time to time determine whether and to what extent and at what times, and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Voting Members not being members of the Executive Committee, and no Member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by the Ordinance or authorised by the Executive Committee or by the Association in General Meeting.

96. The Executive Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Association in General Meeting such Income and Expenditure Accounts, Balance Sheets, and Reports as are required by the statutes.
97. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's Reports 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 Association.

Notices

98. A notice may be given by the Association to any Member either personally or by sending it through the post to him at his Registered Address in Hong Kong. Where a notice is sent by post, service of the notice shall be deemed to be given by properly addressing and posting an envelope wrapper or package containing the Notice and to have been effected at the time when the said envelope wrapper or package containing the same is posted, and in proving service it shall be sufficient to prove that such envelope wrapper or package was properly addressed, stamped and posted.
99. If a member has no registered office in Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him, a notice advertised once in the English and once in Chinese in such newspapers as the Secretary for Home Affairs may from time to time approve for the purposes of giving notices, shall be deemed to be notice to such Member on the day on which the advertisement appears.
- ¹100. In respect of any requirement under these Articles that a document be served on a member by personal service or by post, the requirement shall be satisfied by the service of the document.
- (a) in the form of electronic record to an information system designated by that member, if that member has given consent to the service of the document in the form of an electronic record and the information contained in the electronic record is accessible so as to be usable for subsequent reference; or
 - (b) by effectively transmitted facsimile to a fax number provided by a member who has given consent to the service of the document by means of facsimile.

¹Article added by Special Resolution passed on 3 August 2007.

Winding-Up

- ¹101. The provisions of article 7 of Part A of the Articles 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 Articles.

¹As amended by Special Resolution passed on 3 August 2007.

Indemnity

102. (1) An Executive Committee or former Executive Committee of the Association may be indemnified out of the Association's assets against any liability incurred by the Executive Committee to a person other than the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover-
- (a) any liability of the Executive Committee to pay-
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

- (b) any liability incurred by the Executive Committee -
 - (i) in defending criminal proceedings in which the Executive Committee is convicted;
 - (ii) in defending civil proceedings brought by the Association in which judgment is given against the Executive Committee;
 - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association in which judgment is given against the Executive Committee;
 - (iv) in connection with an application for relief under the Ordinance in which the Court refuses to grant the Executive Committee relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief-
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if-
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

Amendments to Articles of Association

103. 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.

Restriction on formation of subsidiary

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