

Company no: 350986

COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

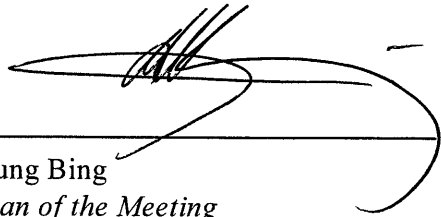
INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

Passed on 22 March 2022

At an Extra-ordinary General Meeting of INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED duly convened and held at Unit 1219, 12/F., One Midtown, 11 Hoi Shing Road, Tsuen Wan, New Territories on 22 March 2022, the following Special Resolution was duly passed :-

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“THAT the Articles of Association of the Company be repealed in their entirety and that this new Articles of Association, a copy of which is attached hereto and certified by a Director of the Company for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association.”



PAN Hung Bing
Chairman of the Meeting

Presentor's Reference

Name: CHENG & CHENG CORPORATE SERVICES LIMITED
Address: Room 3602, Level 36, Tower 1, Enterprise Square Five, 38 Wang Chiu Road,
Kowloon Bay, Kowloon
Tel: 3962 0526 Fax: 3962 0303
Email: helen.law@chengcosec.com.hk

Acknowledgement
Companies Registry
H.K.

24/03/2022 18:13:00
Submission No/Seq No: 229702314/3
CR No: 0350986
Sh. Form. SR

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 22 March 2022)

OF

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

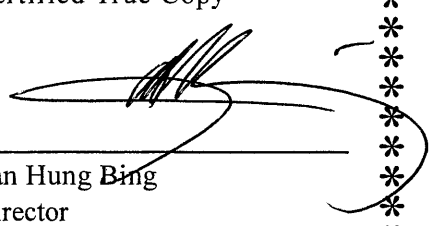
Incorporated the 26th day of March, 1992.

HONG KONG

Certified True Copy

Acknowledgement
Companies Registry
H.K.

24/03/2022 18:13:00
Submission No/Seq No: 229702314/2
CR No: 0350986
Sh. Form. AAA


Pan Hung Bing
Director

Company no: 350986

COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

Passed on 22 March 2022

At an Extra-ordinary General Meeting of INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED duly convened and held at Unit 1219, 12/F., One Midtown, 11 Hoi Shing Road, Tsuen Wan, New Territories on 22 March 2022, the following Special Resolution was duly passed :-

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“THAT the Articles of Association of the Company be repealed in their entirety and that this new Articles of Association, a copy of which is attached hereto and certified by a Director of the Company for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association.”

(Sd.) PAN Hung Bing

PAN Hung Bing
Chairman of the Meeting

Company no: 350986

COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

Passed on 12 October 2018

At an Extra-ordinary General Meeting of INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED duly convened and held at Unit 1012, 10/F., One Midtown, 11 Hoi Shing Road, Tsuen Wan, New Territories on 12 October 2018, the following Special Resolution was duly passed :-

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“THAT the Memorandum and Articles of Association of the Company be repealed in their entirety and that this new Articles of Association, a copy of which is attached hereto and certified by a Director of the Company for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association.”

(Sd.) HO Tzung Hsien Joey

HO Tzung Hsien Joey
Chairman of the Meeting

Company no: 350986

COMPANIES ORDINANCE
(Chapter 32)

SPECIAL RESOLUTION

OF

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

Passed on 21 August 2013

At an Extraordinary General Meeting of the above Company duly convened and held on 21 August 2013 at Room 216, 2/F., InnoCentre, 72 Tat Chee Avenue, Kowloon Tong, Kowloon, the following Special Resolution was duly passed:-

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

THAT a new set of Memorandum and Articles of Association annexed to this resolution be and is hereby approved and adopted in substitution for the existing Memorandum and Articles of Association.

(Sd.) CHAN Chi Ngai Anthony

CHAN Chi Ngai Anthony
Chairman

Company no: 350986

COMPANIES ORDINANCE
(Chapter 32)

SPECIAL RESOLUTION
OF

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

Passed on 29 July 2009

At an Extraordinary General Meeting of the above Company duly convened and held on 29 July 2009 at Room 2, 2/F., InnoCentre, 72 Tat Chee Avenue, Kowloon Tong, Kowloon, the following Special Resolution was duly passed:-

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

THAT a new set of Memorandum and Articles of Association annexed to this resolution be and is hereby approved and adopted in substitution for the existing Memorandum and Articles of Association.

(Sd.) CHAN Tak Kin Kinney

CHAN Tak Kin Kinney
Chairman

No. 350986
編號

[COPY]
副本

CERTIFICATE OF INCORPORATION
公 司 註 冊 證 書

I hereby certify that
本 人 茲 證 明

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance, and
於 本 日 在 香 港 依 據 公 司 條 例 註 冊 成 為
that this company is limited.
有 限 公 司 。

Given under my hand this Twenty-sixth day of March
簽 署 於 一 九 九 二 年 三 月 二 十 六 日 。

One Thousand Nine Hundred and Ninety-two.

(Sd.) KWOK WAI HUNG

.....
p. Registrar General
(Registrar of Companies)
Hong Kong
香港註冊總署署長暨公司註冊官
(註冊主任 郭偉雄 代行)

THE COMPANIES ORDINANCE

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

NEW

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 22 March 2022)

OF

INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED

1. The name of the Company (Hereinafter called the Association) is Interior Design Association (H.K.) Limited.
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
 - (1) To bring together all the skilled people involved with creating the interior environment, to pursue objectives of common benefit for both the professions and the public;
 - (2) The Association will be used to develop standards of professionalism, set up a network of database information of members, exhibitions, seminars, scholarship programs, and other activities in support of the interior environment;
 - (3) To promote and encourage improvement in design, construction, and the education and training of designers and other concerned with the interior environment;
 - (4) To grant diplomas, certificates and other qualifications in relation to any design and technical subjects as may be appropriate;
 - (5) To promote an enlightened and flexible approach in the application of measures for public health, safety and welfare and the implementation of new technical knowledge and materials in the design, specification, and construction of the interior environment;
 - (6) To develop, encourage, and expand professional standards between designers, contractors, suppliers and other related parties including, but not limited to: codes of conduct, standards of creativity and workmanship, and technical innovation;
 - (7) To facilitate the exchange of ideas and information amongst designers, contractors, suppliers, and other related parties, including the public, concerned in any way with the interior environment in any part of the world, paying attention to the different needs and opportunities of each;

- (8) To promote and organize meetings, discussions, correspondence, lectures, demonstrations, exhibitions, competitions and courses of training in relation to the creation of the interior environment;
- (9) To encourage the publication of books, magazines, pamphlets and other media relating to the interior environment, and to provide and maintain information services for the collection and dissemination of technical and design information;
- (10) To engage in research and development projects relating to the use of environmentally friendly materials in the execution of interior projects and to promote the use of these products;
- (11) To establish regional or local branches in any part of the world;
- (12) To co-operate with any existing or future organizations whose activities may correspond in whole or in part with those of the Association, and where appropriate to seek affiliation or other connection with such organization;
- (13) To provide and maintain libraries of books and documents relating to the activities of the Association and to make available, either by sale or hire, or on loan, properties, books, recorded material, equipment, pamphlets, publication, and other media relating to the said activities;
- (14) To establish and develop contacts between members of the Association for the better interchange of knowledge in the various fields relating to the interior environment;
- (15) To admit any persons to be members of the Association on such terms, and to confer on them such rights and privileges as the Association may deem expedient;
- (16) To hire and employ and remunerate and from time to time if thought fit dismiss and replace with others such clerks, teachers, or other employees as the Association may think fit and lawyers, accountants, surveyors, or other professional or non-professional advisors and consultants as may be considered expedient;
- (17) Subject to the provisions of Section 17 of the Ordinance, to purchase, take on lease, in exchange, hire or otherwise acquire any lands, buildings, easements, rights or properties whether real or personal, which the Association may think necessary or convenient for the purpose of the Association;
- (18) To raise money by subscription or other lawful means for the purpose of any of the objectives herein provided;
- (19) To accept and receive any gift of property, donations, subscriptions, funds and bequests, whether subject to any special trust or not, for any one or more of the objectives of the Association;
- (20) To buy, sell, prepare, make, supply and deal in all kinds of provisions, liquors and refreshments required or used by the members of the Association and other persons frequenting the Association premises;
- (21) To give pensions, gratuities, or charitable aid to any person who may have served the Association, to make payments towards insurance; and contribute to provident and benefit funds for the benefit of any persons employed by the Association;
- (22) To provide and offer condolence money to the family of any deceased member when necessary;
- (23) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other organizations whose objectives are similar or in part similar to the objectives of the Association, or the establishment or promotion of which may be beneficial to the Association;

- (24) To obtain vacant possession of any building or buildings on any land or lands belonging to the Association, to apply to any court or tribunal of competent jurisdiction for such purpose, to pay compensation therefore, to demolish the same and to lay out and prepare for building purposes any land or lands belonging to or in which the Association is interested either as owners, lessees, contractors or otherwise;
 - (25) To apply or make representations to the Hong Kong Government for grants of land to the Association for the purpose of promoting or furthering the objects of the Association including education, recreation, entertainment and social welfare;
 - (26) To borrow any money required for the purpose of the Association upon such terms and on such securities as may be determined;
 - (27) To grant, sell, surrender, demise, let, transfer, yield up, improve, alter, develop, erect, construct, manage, lease, charge, mortgage, dispose of or otherwise deal with all or any part of the properties of the Association upon such terms as the Association may deem fit;
 - (28) To lend money to such persons, organizations or institutions on such terms as may seem expedient and to guarantee the performance of contracts be any such persons, organizations or institutions;
 - (29) To invest and deal with the moneys of the Association not immediately required upon such securities of otherwise in such manner as may from time to time be determined;
 - (30) To draw, make, accept, indorse, discount, execute and issue cheques, bills of exchange, and other negotiable or transferable instrument;
 - (31) To do all such other lawful things as are incidental or conducive to the attainment of above objectives. And it is hereby declared that the objectives specified in each of the above clauses shall unless otherwise expressed be independent main objectives and shall not be limited or restricted by reference to or inference from any other clauses.
4. The income and property of the Association, when so ever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or other wise 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 servant of the Association or to any member of the Association in return for any service actually rendered to the Association.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributory among themselves, such amount as may be required not exceeding Hong Kong Twenty Dollars (HK\$20.00).
7. 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 objectives similar to the objectives of the Association , and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default hereof by Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. 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 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 Memorandum and Articles of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Andrew Eugene Dauch, Jr
Rm. 1011, Mount Parker House, 1111 King's Road, Quarry Bay, Hong Kong
Architect/Interior Designer

(Sd.) Michael Robert Mealyer
9 Glenealy, 3/F, Central, Hong Kong
Interior Designer

(Sd.) Enrique P. Gozar
Rms 702 & 705B, Trinity House, 165 Wanchai Road, Hong Kong
Architect/Interior Designer

(Sd.) Neil Burland Parker
2/F, 127-131 Lockhart Road, Wanchai, Hong Kong
Sales Manager

(Sd.) Park-Ling Choi 蔡柏齡
Rm. 3409, China Resources Bldg, 26 Harbour Road, Hong Kong
Interior Designer

(Sd.) John Ralph Laine
H.K. Polytechnic, Hung Hom, Kowloon, Hong Kong
Teacher

Dated the 14th day of January 1992.

WITNESS to the above

(Sd.) Ivy Cheng 鄭明心
Secretary
2/F, 127-131 Lockhart Road
Wanchai
Hong Kong

Names, Addresses and Descriptions of Subscribers

- (Sd.) Lo Kam Man 羅錦文
42 Blue Pool Road, 2/F, Happy Valley, Hong Kong
Merchant
- (Sd.) John Fraser Bowden
Karling House, G/F, 9 Mosque Junction, Hong Kong
Designer
- (Sd.) John Charles Austin Jarman
M/F, Fung Chow Mansion, 16 Hennessy Road, Wanchai, Hong Kong
Merchant
- (Sd.) Robert William Thorssen
1/F, Annex Building, North Shore, Aberdeen Marina Club
8 Shum Wan Road, Hong Kong
Managing Director
- (Sd.) Christina Chong 莊琬琳
901 First City Investment Bldg, 302 Queen's Road Central, Hong Kong
Journalist
- (Sd.) Anne Patricia Bales
8/F, 108 Gloucester Road, Wanchai, Hong Kong
Business Development Manager
- (Sd.) Alison Catherine Pickett
1A, 68, McDonall Road, Hong Kong
Executive

Dated the 14th day of January 1992.

WITNESS to the above

(Sd.) Ivy Cheng 鄭明心
Secretary
2/F, 127-131 Lockhart Road
Wanchai
Hong Kong

Interpretation

1. (A) In these regulations:-

“Ordinance” means the Companies Ordinance, Chapter 622.

“Association” means the INTERIOR DESIGN ASSOCIATION (H.K.) LIMITED.

“Directors” means the Directors of the Association.

“Secretary” means any person appointed to perform the duties of the secretary of the Association.

“Seal” means the common seal of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

(B) The regulations in Model Articles in the Schedule 3 to the Ordinance shall apply to the Association save in so far as they are hereby specifically excluded or are inconsistent with the Articles herein contained.

Members

2. The number of members with which the Association proposes to be registered shall be unlimited.
3. The members of the Association shall be the subscribers of the Articles of Association, such persons as shall become members under Article 4 of these presents and such other persons as shall apply for admission and be admitted as members by the Executive Committee.
4. The members of the Association shall be classified as follows:-

Classification of Membership

There are seven membership categories: Fellow Member, Full Member, Graduated Member, Corporate Member, Institutional Member, Non-local Member and Student Member.

Fellow Member

Persons who have distinguished qualification and a proven track record in interior design/interior architecture/ architecture shall be invited by the Board of Directors as Fellow Members.

Fellow Members in good standing shall have full voting rights at General Meetings. Fellow Members shall receive HKIDA membership certificates and shall have the right to use the abbreviation “HKIDA (Fellow)” after their names.

Full Member

Full Members must be holders of Hong Kong Permanent Identity Card, together with any of the following qualifications:

1. Bachelor Degree or above in Interior design / Interior Architecture / Architecture recognized by the Association
2. At least 8 years practical professional experience in interior design / interior architecture.

This category may also include individuals who are educators in Interior Design/ Interior Architecture/ Architecture departments at universities, colleges, technical and design schools, who possess professional qualifications to teach degree and diploma courses in Interior design/ Interior Architecture/ Architecture and are currently employed in that position.

Full Members in good standing shall have full voting rights at General Meetings. All Full Members will receive HKIDA membership certificate and shall have the right to use the abbreviation “HKIDA (Full)” after their names.

Graduated Member

Graduated Members shall be persons who are graduates up to 2 years in Interior design / Interior Architecture / Architecture courses recognized by the Association.

Graduated Members have no voting rights at General Meetings. Graduated Members will receive HKIDA membership certificate and shall have the right to use the abbreviation “HKIDA (Graduate)” after their names.

Corporate Member

Corporate Member shall be corporations or firms holding an interior design practice in Hong Kong at least 3 years or corporations or firms carrying business of interior design, suppliers, contractors and any other business related to interior design. A Corporate Member may nominate and register up to two nominees to participate activities organized by the Association.

Corporate Members have no voting rights at the General Meetings and may not be elected to any office of the Association. Corporate Members will receive HKIDA membership certificates and shall have the right to use the abbreviation “HKIDA (Corporate)” after their names.

Institutional Member

Institutional Members shall be educational institutions invited by the Board of Directors to join HKIDA as an Institutional Member. Such educational institutions must be recognized institutions teaching Interior design/ Interior Architecture/ Architecture.

Institutional Members have no voting rights at General Meetings. Institutional Members have the right to use the abbreviation “HKIDA (Institutional)” after their names.

Non-local Member

Non-local Members shall be persons resided outside Hong Kong, together with any of the following qualifications:

1. Graduated in Interior design / Interior Architecture / Architecture courses (Minimum 2 years full time study) approved by the Association with minimum 2 years experience, OR
2. Minimum 5 years interior design working/ practical professional experience in interior design / interior architecture.

Non-local Members have no voting rights at General Meetings and may not be elected to any office of the Association. Non-local Members will receive HKIDA membership certificate and shall have the right to use the abbreviation “HKIDA (Non-local)” after their names.

Student Member

Student Members shall be persons who are registered students in Hong Kong, studying full time in a recognised institution with a major in interior design / interior architecture. Their memberships automatically expire upon their graduation and their names will be removed from the members register.

Student Members have no voting rights at General Meetings, but have the right to use the abbreviation “HKIDA (Student)” after their names.

5. (a) Every application for membership shall be in writing signed by the applicant.
- (b) The Executive Committee shall consider every application for membership and shall determine upon the admission or rejection of the applicant. In no case shall the Executive Committee be obliged to give any reason for the rejection of an applicant.
6. The Executive Committee may from time to time determine the amount of the entrance fee payable on admission to membership, and the annual subscriptions and other payments due to the Association and shall also determine the details and prescribe rules for the application of membership.
7. The Executive Committee may by resolution appoint as honorary members or advisors of the Association any persons who in the opinion of the Executive Committee have rendered significant service to the art and craft of the creation of the interior environment. Honorary members and advisors shall not be liable to pay subscriptions and shall have no voting rights at General Meetings.
8. Membership shall not be transferable or transmissible, and shall cease in any of the following events:-
 - (1) upon the death of the member, or dissolution of the company in the event of a Corporate Member or an Affiliate Corporate Member;
 - (2) upon the resignation of the member;
 - (3) upon the failure on the part of the member to pay within a period of three months after the same shall have become due the annual subscription payable by him;
 - (4) upon removal from membership by the Executive Committee pursuant to Article 9 of these Articles.
9. The Executive Committee may at any time by resolution remove from membership of the Association any member whose conduct they consider to be detrimental or opposed to the interests of the Association. Any member whose membership has been terminated under this paragraph may, within one month after receiving notice of such termination, appeal against such termination to the Board of Directors. The appeal must be made in writing, stating the reasons of the appeal and be supported in writing by at least five members.

General Meetings

10. The First Annual General Meeting (AGM) shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association and at such place as the Directors may determine.
11. The Association shall in each year hold a general meeting as its Annual General Meeting (AGM) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
12. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting (EGM), and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 566 to 568 of the Ordinance. If at any time there are not within Hong Kong sufficient Executive Committee Members capable of acting to form a quorum, any Executive Committee Member or any two members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

Notice of General Meeting

13. Subject to the provisions of Section 564 of the Ordinance relating to special resolutions, seven day's notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the

regulations of the Association entitled to receive such notices from the Association but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

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

Proceedings at General Meetings

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an AGM with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors and auditors, the election of Directors and other officers in the place of those retiring and the fixing of the remuneration of the auditors.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members of the Association who shall be present either personally or by proxy shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day in the next week, at a time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
18. The Chairman, if any, of the Executive Committee shall preside as Chairman at every General Meeting of the Association.
19. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose one of their number to be Chairman.
20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten 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.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote and, unless poll is 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 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 favor of, or against, that resolution.
22. If a poll is fully demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. 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.
24. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

Votes of Members

25. Only Fellow Members and Full Members (except Non-local applicants) in good standing have voting rights

at General Meetings. Every Fellow Member and Full Member (except Non-local applicant) in good standing shall have one vote each.

26. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, shall have no vote.
27. On a poll, votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointer is a corporation, either under the Seal, or under the hand of an officer or attorney so authorized. A proxy must be a member of the Association.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy may be in any form which the Executive Committee approved.
31. The instrument appointing a proxy shall be deemed to confer authority to demand or joint in demanding a poll.

The Board of Directors

32. Until otherwise determined by the Association in General Meeting, the Board of Directors shall consist of not less than three members of the Association elected as hereinafter provided.
33.
 - (a) The first Directors of Association shall be appointed by the Subscribers to the Memorandum of Association.
 - (b) The first Board of Directors shall hold office until the second AGM of the Association.
34.
 - (a) Subject to Article 39, the Directors shall be elected at Annual General Meetings of the Association.
 - (b) The Directors must be Full Members (except Non-local applicants) of the Association.
 - (c) Nomination for election to the Board of Directors shall be in writing signed by two members of the Association as proposer and seconder respectively, and containing the signed consent of the candidate to serve.

Powers and Duties of Directors

35. The business of the Association, unless otherwise stated in these Articles, shall be managed by the Board of Directors, who may pay all expenses incurred in getting up and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance, or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to any regulation of these Articles or to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
36. The Directors shall cause minutes to be duly entered in the books provided for the purpose:-
 - (a) of all appointment of officers made by the Directors;
 - (b) of all names of Directors present at each meeting of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Directors;

Disqualification of Directors

37. The office of Director shall be vacated if such Director:-

- (a) becomes bankrupt, or,
- (b) is found lunatic or being of unsound mind, or
- (c) resigns office by notice in writing to the Association, or
- (d) is absent from three consecutive meetings of the Board of Directors without having submitted an apology and reason for absence.

Retirement of Directors

- 38. The term of office of a Director shall be two years and at the end of the term of office, all the directors shall retire from office but shall be eligible for re-election.
- 39. Any casual vacancy occurring in the Board of Directors shall be filled by an election at an EGM, or by the appointment by the Board of Directors. But the persons so chosen shall be subject to retirement at the same time as the existing Directors.
- 40. The Association may, by an extraordinary resolution passed by a 3/4 majority of the members present, remove any Director before the expiration of his period of office and may by election at an EGM appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the member in whose place he is appointed was last elected a Director.

Proceedings of Directors

- 41. The Directors shall meet not less than one time in each year.
- 42. Two Directors may, and the Chairman of Directors on the requisition of such members shall, at any time summon a meeting of Directors.
- 43. The quorum necessary for the transaction of the business of the Directors shall be not less two.
- 44. The continuing Directors 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 the regulations of the Association as the necessary quorum of members, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Association but for no other purpose.
- 45. At the first meeting after the AGM at which the Directors are elected, the Board of Directors shall elect from amongst the Directors a Chairman of the Board of Directors and at least one but not more than three Vice Chairmen of the Board of Directors. The Chairman and Vice Chairmen so elected shall hold office for a term of two years or until he ceases to be a Director, whichever is the shorter period. The Chairman of the Board of Directors may consecutively hold office as the Chairman of the Board of Directors for a maximum of two terms.
- 46. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 47. The Chairman of the Board of Directors shall preside at any meeting of the Board of Directors at which he is present but, if he is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-Chairman of the Board of Directors shall preside, or failing both of them, the members of the Board of Directors present shall choose one of their number to be Chairman of the meeting.
- 48. A resolution determined on without any meeting of the Board of Directors but evidenced by writing under the hands of all the Directors, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.
- 49. The Directors may delegate any of their powers to committees or sub-committees consisting of such member or members of their body as they think fit. Committee and sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

Committees

50. Within two months after the Annual General Meeting the Board of Directors shall appoint an Executive Committee of the Association the members of which shall be members of the Association.
51. The Executive Committee shall be responsible to the Board of Directors for the execution of the policy and plans of the Board of Directors and for the general administration of the Association.
52. The number of members of the Executive Committee shall not be less than five and shall consist of:-

One Chairman, who shall be the chairman of the Board of Directors

One to three Vice Chairmen, who shall be the Vice Chairmen of the Board of Directors

One General Secretary

One Treasurer

One Past Chairman, who shall be the Chairman of the previous term of the Executive Committee
53. The Executive Committee shall hold office for a term of two years. The Chairman of the Executive Committee may consecutively hold office as the Chairman of the Executive Committee for a maximum of two terms.
54. The Executive Committee shall meet at least six times in each year. The quorum necessary for the transaction of business of the Executive Committee shall be not less than three.
55. The Executive Committee may from time to time appoint other committees, and may define their respective functions, powers, responsibilities and duration of office.
56. At least one of the members of any committee shall be a member of the Executive Committee.
57. Questions arising at any meeting of a committee shall be decided by a simple majority of votes, and in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
58. Any committee so appointed shall in the exercise of the powers delegated to it conform to any regulations imposed upon it by the Executive Committee.

Seals, Cheques etc.

59. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of two Directors of the Association and these two Directors shall sign every instrument to which the Seal of the Association is so affixed in their presence.
60. All cheques, drafts or orders for payment shall be signed by two Directors or by such other person or persons as shall be determined by the Board of Directors.
61. The Directors shall cause proper books of account to be kept with respect to:-

All sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Association.
62. The books of account shall be kept at the registered office of the Association or at such other place or places as the Directors may think fit, and shall always be open to the inspection of the Directors.
63. The Directors shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or

document of the Association except as conferred by statute or authorized by the Directors or by the Association in General Meeting.

64. The Directors shall from time to time in accordance with Section 429 of the Ordinance cause to be prepared and to be placed before the Association in General Meeting a duly audited profit and loss account and balance sheet made up to the 31st day of March in each year, or any date to be determined by the Executive Committee, and signed by two Directors and the reports as are referred to in that section.
65. 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 report, shall, not less than three days before the date of the meeting, be sent to all persons entitled to receive notice of an AGM of the Association.

Audit

66. Auditors shall be appointed and their duties regulated in accordance with Sections 393 to 399, 405, 418 to 420 of the Ordinance.

Notices

67. Unless otherwise required by the provisions of the Ordinance, all books and documents kept by the Association and all notices given by the Association shall be in the English language; but may also be in any other language as approved by the Directors.
68. A notice may be given by the Association to any member either by post, by fax or by email to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him.
69. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected at the expiration of forty-eight hours after the letter containing the same was posted.

Indemnity

70. Every member of the Directors or other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Directors out of the funds of the Association to pay all costs, losses and expenses incur, or become liable for by reason of any contract entered into, or act or deed done by him as such member of the Association officer or servant, or in any way in the discharge of his duties, and the amount for which indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between the members over all other claims.

Secretary

71. The first Secretary of the Association shall be Andrew Eugene Dauch Jr., who shall hold office until the first meeting of the Directors.