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NEW ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 17th June, 2024)

OF

COMMUNICATIONS ASSOCIATION OF HONG KONG LIMITED
香港通訊業聯會有限公司

(a company limited by guarantee without a share capital)

Incorporated on the 27th day of May, 1983.

INCORPORATED IN HONG KONG

COMPANIES ORDINANCE (CAP. 622)

**Company Limited by Guarantee
Without a Share Capital**

ARTICLES OF ASSOCIATION

OF

COMMUNICATIONS ASSOCIATION OF HONG KONG LIMITED

香港通訊業聯會有限公司

1. The name of the Association is COMMUNICATIONS ASSOCIATION OF HONG KONG LIMITED 香港通訊業聯會有限公司.

INTERPRETATION

2. The model articles for companies limited by guarantee as set out in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H of the Laws of Hong Kong) do not apply.
3. In these Articles, except where the context otherwise requires:-

“**Associate Member**” means an associate member of the Association. Such membership may be referred to as “Associate Membership”;

“**Associated company**”, in relation to a body corporate, means (a) a subsidiary of the body corporate; (b) a holding company of the body corporate; or (c) a subsidiary of such a holding company;

“**Association**” means COMMUNICATIONS ASSOCIATION OF HONG KONG LIMITED 香港通訊業聯會有限公司;

“**Chairperson**” means the chairperson of the General Committee of the Association for the time being;

“**Court**” means the Court of First Instance of Hong Kong;

“**Disciplinary Committee**” means a disciplinary committee of the Association;

“**Election Committee**” means the election committee of the Association for the time being;

“**Full Members**” shall mean the members of the Association, other than the Honorary Members and Associate Members;

“General Committee” means the general committee of the Association for the time being;

“General Committee Member” means a member of the General Committee of the Association for the time being, including, unless the context otherwise requires, the Chairperson and the Vice Chairperson(s) for the time being;

“Hong Kong” means Hong Kong Special Administrative Region of the People’s Republic of China;

“Honorary Member” means an honorary member of the Association. Such membership may be referred to as “Honorary Membership”;

“majority” or **“simple majority”** means more than 50% of the votes or ballots validly cast, excluding abstention;

“members” and **“membership”** respectively mean all the members (which, save where expressly provided otherwise in these Articles, includes Full Members, Honorary Members and Associate Members) and membership of the Association;

“mental incapacity” has the meaning given by section 2(1) of the MHO;

“mentally incapacitated person” means a person who is found under the MHO to be incapable, by reason of mental incapacity, of managing and administering his property and affairs;

“MHO” means the Mental Health Ordinance (Cap. 136 of the Laws of Hong Kong);

“Month” means calendar month;

“Nominated Representative” has the meaning as defined under Article 74;

“Office” means the registered office of the Association for the time being;

“Ordinance” means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);

“Proxy notice” has the meaning ascribed to it in Article 76;

“Qualified Individual” means a Full Member (in the case of individual Full Members), or the Nominated Representative of any corporate and other organizational Full Members;

“Secretary” means any person appointed to perform the duties of the secretary of the Association, or the honorary secretary of the Association for the time being;

“These Articles” means these articles of association of the Association in their present form or as altered from time to time;

“Treasurer” means the Honorary Treasurer of the Association for the time being who shall also be a member of General Committee;

“Vice Chairperson” or **“Vice Chairpersons”** means the vice chairperson or vice chairpersons of the General Committee of the Association for the time being;

“Virtual meeting technology” means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting; and

“year” means calendar year.

Unless the contrary intention appears:-

- (a) Expressions used in these Articles referring to writing are construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;
- (b) Words denoting one gender include all genders;
- (c) References to any statute or statutory provision are construed as relating to any statutory modification or re-enactment thereof for the time being in force;
- (d) Words importing persons include corporation and other organizations; and
- (e) Subject as aforesaid any words or expressions defined in the Ordinance (if not inconsistent with the subject or context) have the same meanings in these Articles.

The Articles of Association and bye-laws (if any) of the Association shall together form the rules of the Association.

OBJECTS

4. The objects for which the Association is established are:-

- (a) To establish and maintain an association of persons, firms, companies, organisations or societies engaged or having an interest in any aspect of the telecommunications industry or in the promotion or development of such industry;
- (b) To promote and protect the free trade of telecommunication products and services;
- (c) To promote the consideration and discussion of all questions affecting all areas of the telecommunications industry and generally to safeguard and protect the interests of its members engaged in such industry or in such promotions;
- (d) To promote, support or oppose legislative or administrative or other measures taken by the Government of Hong Kong or by other government or governmental, interjurisdictional, or international authority or by the telecommunication utility or utilities concerned;

- (e) To enter into discussions or negotiations and attend meetings with the Government of Hong Kong or of any other country (or jurisdiction) or its delegation or with international organisation or its delegation being concerned with, or having an interest in the promotion and protection of telecommunication generally and with any persons, firms, companies organisations, or utilities in connection with any matter or thing which may affect the telecommunications industry;
- (f) To collect and disseminate among its members statistical or trade or technical or other commercial or engineering information relating to telecommunication, its equipment and services, and to print, publish, issue and circulate such papers, periodicals, books, circulars, and other library undertakings as may seem conducive to any of these objects;
- (g) To improve and elevate the technical and general knowledge of persons engaged in, or about to engage in the trade or the promotion of the telecommunications industry, or in any employment in connection therewith, and with a view thereto to provide for the delivery of lectures and the holding of classes, and to test by examinations or otherwise the competence of such persons, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards, and other benefactions;
- (h) To establish, form and maintain a library and collection of pictures, photographs, reference books, technical equipment and other articles of interest in connection with telecommunication;
- (i) To institute, establish and promote training courses in connection with telecommunication and its technology or the trade or technical servicing thereof, and to determine, where necessary, the fees to be charged for such services;
- (j) To promote the interests and the business or professional quality of members by insisting upon a high standard of business or professional ethics as a condition for continued membership in the Association and to determine ethical standards, and to discourage and suppress mal-practices;
- (k) To arrange, consider and promote the adoption of all forms of contracts and other documents used in the telecommunications industry, and to encourage the settlement of disputes (other than trade disputes) by arbitration, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient;
- (l) To establish and maintain a laboratory or laboratories for research work for the benefit or use by the members of the Association in connection with telecommunication technology or testing and/or evaluation of telecommunication equipment or parts thereof and to establish rules and regulations governing the maintenance and use of such laboratories;
- (m) To establish and make rules and regulations for the quality control of products and, where appropriate, services among its members and to issue certificates or labels for the products and, where appropriate, services of its members that are

up to the standards and specifications prescribed by the rules and regulations of the Association or the Government of Hong Kong or the local or other internationally-recognised utility or authority and to determine, where necessary, the fees to be charged for such services;

- (n) To provide an association for the legislature and public bodies and other entities to ascertain the views of persons engaged in the telecommunications industry or in the promotion of telecommunication science and technology as regards matters directly or indirectly affecting the same;
- (o) To promote the trade of telecommunication equipment and services between Hong Kong and overseas (including but not limited to mainland China, Taiwan and Macau) markets, and to co-operate with the telecommunication industry in any country or jurisdiction and to sign with any organisations contracts and agreements for the aforesaid purposes;
- (p) To take such steps as may be necessary to prevent any unlawful dealings procedures and specially the markings in respect of telecommunication equipment and services and the imitation or infringement of registered brands or other industrial property rights of others;
- (q) To originate and promote improvements in the law, and to support or oppose alterations therein, and to effect improvements in administration, and, for the purposes aforesaid, to petition to the Government of Hong Kong or other government or governmental, cross-border or international authority or authorities or the telecommunication utility or utilities concerned, and take such other steps and proceedings as may be deemed expedient;
- (r) To register trade and service marks with the Hong Kong Government or governments elsewhere for use in common by members of the Association, and to advertise and promote any of such registered trade and service marks in Hong Kong or elsewhere as may be thought fit;
- (s) To make arrangements for carrying on the work of the Association and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees;
- (t) To establish, subsidise, promote, co-operate with, receive into union, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend monetary assistance to, or otherwise assist any association and institution, incorporated or not incorporated, with objects altogether or in part similar to those of the Association;
- (u) To establish, undertake, superintend, administer, and contribute to any charitable or benevolent fund from whence may be made donations or advances to persons who are or may be or have been engaged in the telecommunications industry or connected with any person or persons engaged therein, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings;

- (v) To provide facilities for social welfare among the members of the Association and, if thought fit, to afford them all or any of the usual privileges, advantages, conveniences and accommodation of a club;
- (w) To admit any persons (whether eligible or not eligible for membership) to be honorary members or associate members of the Association on such terms, and to confer on them such rights titles and privileges as may seem expedient;
- (x) To purchase, take, lease, exchange, hire, or otherwise acquire any lands and property of any tenure, or any interest in the same or any rights or privileges necessary or convenient for the purposes of the Association in Hong Kong or elsewhere and to construct, erect, alter, demolish and maintain any buildings required for the purposes of the Association;
- (y) To sell, improve, manage, develop, lease, charge, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Association;
- (z) To undertake and execute any trusts which may lawfully be undertaken by the Association or which may be calculated to further its objects;
- (aa) To borrow or raise money with or without security and to secure the payment of money or the performance of obligations for the purposes of the Association in such manner and upon such terms as may seem expedient and in particular by the issue of bonds, mortgages, debentures, bills of exchange or promissory notes or by any other instruments or in such other manners as may be determined, and for any such purposes to charge all or any part of the property of the Association;
- (bb) To invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined;
- (cc) To receive and accept donations, facilities, privileges and aids by money or by other means on such terms and conditions as the Association may think fit;
- (dd) 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 the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition, which if an object of the Association would make it a trade union.

INCOME AND PROPERTY

- 5. (a) The income and property of the Association, whencesoever 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, bonus, or otherwise howsoever by way of profit, to the members of the Association Provided that nothing herein contained shall prevent the payment, in good faith, of remuneration or repayment of out-of-pocket expenses to any officer, employee or servant of the Association or to any

member of the Association or any other person or persons, in return for any services actually rendered to the Association.

- (b) If any member of the Association pays or receives any dividend, bonus, profit or other payment in contravention of the terms of Article 5(a), his liability shall be unlimited and his membership may be removed by the Association in accordance with these Articles.

ASSETS

6. The assets of the Association must be permanently and irrevocably dedicated to the objects for which it was formed.
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 objects similar to the objects of the Association, and prohibiting 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 Articles 4 and 5 and this Article. Such institution or institutions shall be determined by the members of the Association before the time of winding up or dissolution and in default thereof by the Court having jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

LIABILITY OF MEMBERS

8. The liability of the members is limited.
9. Subject to Articles 17 and 18, every member of the Association undertakes to contribute to the assets of the Association in the event of it 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 HK\$100.00.

MEMBERSHIP

10. The number of members with which the Association proposes to be registered is declared to be unlimited.

CLASSES OF MEMBERSHIP

11. Membership of the Association consists of three classes, namely Full Members, Associate Members and Honorary Members.

QUALIFICATION AND ADMISSION OF MEMBERS

12. The initial subscribers to the Memorandum of Association of the Association at its incorporation shall be the first members of the Association. Any other persons, corporate bodies or organizations engaged in any aspect of the telecommunications

industry in Hong Kong who or which shall be duly elected by the General Committee and shall have paid their subscription fees may be eligible to become a Full Member of the Association. The Honorary Members and the Associate Members need not be any persons, corporate bodies or organizations engaged in the telecommunications industry in Hong Kong; and, subject to such qualification of rights to such memberships as is herein prescribed or as the General Committee may from time to time determine, the Honorary Members and the Associate Members shall be deemed to be members of the Association.

13. Any person or corporate body desirous of becoming a member of the Association (the “**Applicant**”) shall submit to the Association an application in writing in the form set out hereunder or in such other form as the General Committee may from time to time approve (the “**Application Form**”) and such Application Form shall be signed by the Applicant if the Applicant is an individual and by an authorized representative if the Applicant is a corporate body or other organization, provided that where a business is being carried on in partnership only one partner shall be eligible for membership of the Association and every person applying for membership as a partner of a partnership shall supply to the Secretary the names and addresses of the other partners in his firm and from time to time shall supply the names and addresses of persons ceasing to be partners and the names and addresses of new partners. Every application for membership must be in such form(s) and meet such requirements as the General Committee may from time to time deem fit and addressed to the Secretary in writing signed by the applicant.

Application Form

To the General Committee of COMMUNICATIONS ASSOCIATION OF HONG KONG LIMITED 香港通訊業聯會有限公司.

Gentleman,

I/We desire to become a Full Member/an Associate Member of the Association and I/we hereby agree, if elected, to become a Full Member/an Associate Member of the Association and to be bound by the Articles of Association and other rules, regulations and bye-laws of the Association, and I/we hereby authorise you, in the event of my/our election, to enter my/our name on the Register of Members of the Association and I/we hereby agree, immediately upon being notified of my /our admission as a Full Member/ an Associate Member, to pay the prescribed Subscription Fees.

Particulars of Applicant

Name:

Registered Office (if applicable):

Business Address:

Residential Address (if applicable):

Names and Addresses of persons with whom the Applicant is in partnership (if applicable):

Signature of Applicant

The General Committee may from time to time revise the Application Form or adopt a new form.

14. The Application Form shall be brought before the General Committee at its next or some subsequent meeting when the majority of the members of the General

Committee then present may elect or reject the Applicant as a member at their sole and absolute discretion without giving any reason for such election or rejection.

15. The annual subscription of each member shall be at such rate or rates (applicable to an individual membership or corporate membership if so determined by the General Committee) and for such period as shall be fixed from time to time by the General Committee. An entry in the Minutes of any meeting of the General Committee that such a resolution has been passed shall be conclusive evidence of the sum payable by each member. All subscription fees shall be payable in advance.
16. The Secretary shall enter the names and addresses of the members of the Association for the time being in a register to be kept by him.
17. The General Committee may admit to Honorary Membership of the Association such person or persons as the General Committee shall think fit who or which shall not be required to sign the Application Form mentioned in Article 13 or to pay any subscription fee or be under any liability in the event of the Association being wound up Provided that such Honorary Members shall not be entitled to vote at any meeting of the Association.
18. The General Committee may admit to Associate Membership of the Association such person or persons as the General Committee shall think fit. An Associate Member shall pay to the Association such subscription or other fees upon admission and thereafter so long as he or it remains a member as may be prescribed by the Association but shall not be under any liability in the event of the Association being wound up Provided that such Associate Members shall not be entitled to vote at any meeting of the Association.

RESIGNATION, EXPULSION AND CESSATION OF MEMBERSHIP

19. Any member may resign from membership by giving one month's prior notice in writing to the Secretary. At the expiration of such notice the member shall cease to be a member of the Association. Such member may be considered for re-admission as member upon a new application being submitted in accordance with these Articles.
20. The General Committee may terminate the membership of any member who or which is more than 60 days overdue in his or its annual subscription, or if he or it shall persistently neglect or refuse to pay any other moneys which may be due from him or it to the Association. Such member may be considered for re-admission as member at any meeting of the General Committee by resolution, and on paying his or its subscription and all other amounts due in arrears.
21. If any member violates any of these Articles or bye-laws of the Association or if his or its conduct, in the opinion of the General Committee, is injurious to the character or interests of, or otherwise prejudicial to the Association or be derogatory to such member's position in society, a meeting of the General Committee must be specially summoned to consider the case and may make the decision to expulse the member if the General Committee Members present at that meeting agree on that course.

22. Any member who is convicted of an indictable offence or be adjudged bankrupt or insolvent, or who or which compounds with his or its creditors or is found lunatic or becomes of unsound mind (where applicable) must, if the General Committee considers it expedient or desirable, cease to be a member and must forfeit all claims upon any property of the Association, but it is lawful for the General Committee after inquiry to restore his or its name to the Register of Members of the Association upon such terms as the General Committee may in its sole and absolute discretion think fit.
23. No person ceasing to be a member of the Association has any right or claim against the Association or its property or funds.

DISCIPLINARY COMMITTEE

24. (a) There shall be a Disciplinary Committee Panel (“**Disciplinary Committee Panel**”) which shall consist of not less than 5 Qualified Individuals of the Association. Those members shall be appointed by the General Committee Provided Always that no Honorary Member or Associate Member shall be appointed members of the Disciplinary Committee Panel;
- (b) Where it appears necessary or desirable to the General Committee that the conduct of a member should be investigated as a result of a complaint being made to it or otherwise, the General Committee for the purpose of such investigation may appoint a Disciplinary Committee consisting of not less than 3 members of the Disciplinary Committee Panel Provided Always that no Honorary Member or Associate Member shall be appointed members of the Disciplinary Committee;
- (c) A Disciplinary Committee shall have power to appoint its own chairperson and shall sit in such place and at such time as the Disciplinary Committee Panel may think fit;
- (d) A Disciplinary Committee shall have power, on its own motion or on the instructions of the General Committee, to inquire into and investigate the conduct of any person in respect of which it was appointed;
- (e) Upon the hearing of any complaint as aforesaid or upon any investigation as aforesaid, a Disciplinary Committee shall have power to make such order as it thinks fit and any such order may, in particular, include provision for all or any of the following matters:-
- (i) striking off the Register of Members the name of the member to whom or which the complaint or investigation relates;
 - (ii) suspending the membership of such member;
 - (iii) payment by that member of, a penalty not exceeding HK\$1,000.00 which shall be paid into the general revenue of the Association;
 - (iv) censure of that member.

Provided Always that the Disciplinary Committee shall not make any such order without having first given such member or person an opportunity to be heard or to make written representations as he or it so chooses in respect of such complaint or investigation; and

- (f) The General Committee shall make such procedural rules as are expedient for the efficient handling of such proceedings or complaints.

MEMBERS' RIGHTS

- 25. No member can participate in or be entitled to any rights of the Association until he has paid his or its initial and annual subscription, as applicable, and satisfied any other claim the Association has against him or it.
- 26. Subject to these Articles, all members are entitled to the following rights and must fulfill the following obligations:-
 - (a) to participate in all activities sponsored by the Association, subject to payment of additional fees if any that may be applicable to such activities;
 - (b) to abide by the constitution and regulations of the Association; and
 - (c) to pay applicable membership fees.
- 27. Subject to these Articles, all Full Members are entitled to the following additional rights:-
 - (a) to nominate and elect a General Committee Member;
 - (b) (in the case of individual Full Members) to stand for election as a General Committee Member;
 - (c) (in the case of corporate and other organizational Full Members) to nominate its Nominated Representative to be elected as a General Committee Member; and
 - (d) to vote on each resolution in a general meeting.
- 28. The rights of a member are personal to himself or itself and are not transferable by his or its own act or operation of law and must cease upon his or its death, bankruptcy, insolvency (where applicable), or upon his or its resignation or ceasing from any cause to be a member under the provisions of these Articles. Any person who by any means ceases to be a member nevertheless remains liable for and must pay to the Association all monies which at the time of his or its ceasing to be as a member are due from him or it to the Association.

GENERAL MEETINGS

29. 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 for the following items:-
- (1) Receive the Annual Report of the General Committee;
 - (2) Receive the Auditors' Report;
 - (3) Elect the General Committee for the ensuing year. For the avoidance of doubt, the Chairperson and Vice Chairperson(s) shall be elected by the Election Committee every two years in accordance with Article 122;
 - (4) Elect an auditor or auditors of the Association and to fix his, its or their remuneration;
 - (5) Consider any other business.
30. All business shall be deemed special that is transacted at a special general meeting, and also all that is transacted at an annual general meeting other than those specified in Article 29(1) to (4) above.
31. The General Committee Members may, if they think fit, call a general meeting.
32. If the General Committee Members are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
33. If the General Committee Members do not call a general meeting in accordance with section 567 of the Ordinance, the Full 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.

NOTICE OF GENERAL MEETINGS

34. An annual general meeting must be called by notice of at least 21 days in writing. A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing. The notice is exclusive of the day on which it is served or deemed to be served; and the day for which it is given.
35. The notice must:-
- (a) specify the date and time of the meeting;
 - (b) specify either or both of;
 - (i) the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting); or
 - (ii) if the meeting is to be held using virtual meeting technology, the virtual meeting technology to be used for the meeting;
 - (c) state the general nature of the business to be dealt with at the meeting;

- (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:-
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a Full Member's right to appoint a proxy under section 596(1) of the Ordinance.
36. Article 35(e) does not apply in relation to a resolution of which:-
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
37. Despite the fact that a general meeting is called by shorter notice than that specified in Article 34, it is regarded as having been duly called if it is so agreed:-
- (a) for an annual general meeting, by all the Full Members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the Full Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Full Members.
38. Notice of a general meeting must be given to every Full Member and every General Committee Member. If a notice of a general meeting or any other document relating to the meeting is required to be given to a Full Member, the Association must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the Full Member.
39. Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.
40. For the avoidance of doubt, no Honorary Member or Associate Member shall be entitled to receive any notice of general meetings of the Association, or attend or vote at any general meetings of the Association.

ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

41. A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
42. A person is able to exercise the right to vote at a general meeting when:-
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
43. The General Committee Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
44. In determining attendance at a general meeting, it is immaterial whether any 2 or more Full Members attending it are in the same place as each other.
45. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

PROCEEDINGS AT GENERAL MEETINGS

46. Seven Full Members present in person or by proxy constitute a quorum at a general meeting. If the Association has less than seven Full Members, all Full Members present in person or by proxy constitutes a quorum for all purposes.
47. No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
48. Subject to the provisions of the Ordinance or any statutes, Full Members present in person or by proxy may participate in a general meeting of the Association or its adjournment thereof by means of a conference telephone or similar communications equipment (including virtual meeting technology) whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision, for the purposes of these Articles, are deemed to be present in person at such meeting.
49. If the Chairperson is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him.
50. The General Committee Members present at a general meeting must elect one of themselves to be the chairperson of the meeting if:-
 - (a) there is no Chairperson;

- (b) the Chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the Chairperson is unwilling to act; or
 - (d) the Chairperson has given notice to the Association of the intention not to attend the meeting.
51. The Full Members present at a general meeting must elect one of themselves to be the chairperson of the meeting if:-
- (a) no General Committee Member is willing to act as chairperson of the meeting; or
 - (b) no General Committee Member is present within 15 minutes after the time appointed for holding the meeting.
52. A proxy may be elected to be the chairperson of a general meeting by a resolution of the Association passed at the meeting.
53. The chairperson of the meeting may permit other persons to attend and speak at a general meeting even though they are not:-
- (a) members of the Association; or
 - (b) otherwise entitled to exercise the rights of Full Members in relation to general meetings.
54. If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must:-
- (a) if called on the request of Full Members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the General Committee Members determine.
55. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Full Member or Full Members present in person or by proxy constitute a quorum.
56. The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:-
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

57. The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
58. When adjourning a general meeting, the chairperson of the meeting must specify the date, time and place to which it is adjourned.
59. Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
60. If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
61. If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

VOTING AT GENERAL MEETINGS

62. At any general meeting, a resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
63. If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second and casting vote.
64. On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson of the meeting that the resolution:-
 - (a) has or has not been passed or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
65. Any entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
66. Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
67. Any objection must be referred to the chairperson of the meeting whose decision is final.
68. A poll on a resolution may be demanded:-
 - (a) in advance of the general meeting where it is to be put to the vote; or

- (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
69. A poll on a resolution may be demanded by:-
- (a) the chairperson of the meeting;
 - (b) at least 2 Full Members (or 1 Full Member if the Association has only 1 Full Member) present in person or by proxy; or
 - (c) any Full Member or Full Members present in person or by proxy and representing at least 5% of the total voting rights of all the Full Members having the right to vote at the meeting.
70. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
71. A demand for a poll on a resolution may be withdrawn.
72. On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting:-
- (a) every Full Member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by a Full Member entitled to vote on the resolution has 1 vote.
73. A Full Member who is mentally incapacitated person may vote, whether on a show of hands or on a poll, by the Full Member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court. The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
74. Any Full Member being a corporation, partnership firm, unincorporated association or a society shall notify the Secretary of the name of one person and no more being one of its officers, directors, members or employees as its representative and such person shall have the right to attend, vote and be heard at any general meeting as the representative of any such Full Member and shall be eligible to be nominated for election to the General Committee (the "**Nominated Representative**"); immediate notice of change of the Nominated Representative shall be given to the Secretary.
75. Notwithstanding anything contrary herein, no Full Member shall be entitled to vote at any general meeting unless all moneys presently payable by such Full Member to the Association have been paid.

PROXY

76. A proxy may only validly be appointed by a notice in writing ("**proxy notice**") that:-
- (a) states the name and address of the Full Member appointing the proxy;

- (b) identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the Full Member appointing the proxy; and
 - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
77. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. A proxy shall be a member of the Association.
78. If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
79. A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
80. Unless a proxy notice indicates otherwise, it must be regarded as:-
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
81. If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the Full Member appointing the proxy.
82. A proxy notice does not take effect unless it is received by the Association:-
- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
83. An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
84. A notice revoking the appointment only takes effect if it is received by the Association:-

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
85. A proxy's authority in relation to a resolution is to be regarded as revoked if the Full Member who has appointed the proxy:-
- (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the Full Member is entitled to exercise.
86. A Full Member who is entitled to attend, speak and vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Full Member.
87. A vote given in accordance with the terms of a proxy notice is valid despite:-
- (a) the previous death or mental incapacity of the Full Member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
88. Article 87 does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association:-
- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

AMENDMENTS TO PROPOSED RESOLUTIONS

89. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- (a) notice of the proposed amendment is given to the Secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
90. The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).

91. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
92. If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.
93. (a) Without affecting the right of the Association to pass written resolutions pursuant to Subdivision 2 of Division 1 of Part 12 of the Ordinance, the Association may pass a resolution without a meeting, otherwise in accordance with the aforesaid provisions, by a resolution in writing signed by all the Full Members of the Association who or which are entitled to vote on the resolution. Any such resolution shall have effect as if passed by the Association at a general meeting, duly called and held and shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Full Member to sign. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Full Members. A cable, facsimile, telex message, or scanned image or image in any electronic form sent by a Full Member shall be deemed to be a document signed by him for the purposes of this Article.
- (b) Article 93(a) shall not apply to a resolution removing an auditor of the Association before the end of the auditor's term of office or a resolution removing a General Committee Member (including a Chairperson or Vice Chairperson) before the end of the General Committee Member's term of office.

GENERAL COMMITTEE

94. The General Committee Members shall be the directors of the Association.
95. The number of General Committee Members shall be not less than three and not more than 10 persons. For the avoidance of doubt, the number of General Committee Members who are neither Chairperson nor Vice Chairperson shall not exceed seven persons at any given time.
96. Only a Qualified Individual may be eligible to be elected or appointed as a member of the General Committee. For the avoidance of doubt, except as the Nominated Representative of a corporate or other organizational Full Member, no Honorary Member or Associate Member shall be eligible to be elected or appointed as a member of the General Committee.
97. (a) A General Committee Member who is qualified to be elected or appointed as a General Committee Member by virtue of being a Full Member shall

immediately cease to be a General Committee Member if he ceases to be a Full Member.

- (b) A General Committee Member who is qualified to be elected or appointed as a General Committee Member by virtue of being a Nominated Representative of a corporate or organizational Full Member shall immediately cease to be a General Committee Member if he ceases to be the Nominated Representative, or a director, employee, member or officer, of such Full Member. The relevant Full Member and the relevant General Committee Member shall immediately notify the General Committee if the General Committee Member ceases to be a director, employee, member or officer of such Full Member. Subject to the approval of the General Committee, such Full Member shall have the right to nominate its new Nominated Representative as a new General Committee Member (other than in the case of the Chairperson or Vice Chairperson).

- 98. The General Committee Members may be paid any expenses properly incurred by them in connection with the business of the Association but shall not otherwise be entitled to any fees or remuneration.

APPOINTMENT AND ROTATION OF GENERAL COMMITTEE

- 99. The first members of the General Committee shall be selected by the subscribers to the Memorandum and Articles of Association of the Association at the time of its incorporation, and shall hold office until the first annual general meeting. The General Committee (other than the Chairperson and the Vice Chairpersons) shall be elected by the Full Members of the Association at the annual general meetings of the Association.
- 100. At the end of the annual general meeting in every year subsequent to that in which the first annual general meeting is held one-third of the General Committee (excluding the Chairperson and the Vice Chairpersons) for the time being, or, if their number is not three, or a multiple of three, then the number nearest one-third, shall retire from office.
- 101. The General Committee to retire shall be those who have been longest in office since their last election (excluding the Chairperson and the Vice Chairpersons), but as between persons who became General Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 102. A retiring member of the General Committee shall be eligible for re-election.
- 103. The Association at the meeting at which a member of the General Committee retires in manner aforesaid may fill the vacated office by electing an eligible member thereto, and in default the retiring member of the General Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the General Committee shall have been put to the meeting and lost.
- 104. Subject to the approval of the Election Committee, the Association may from time to time by ordinary resolution increase or reduce the number of the members of the

General Committee, and may also determine in what rotation the increase or reduction of number of members of the General Committee is to effect.

105. The Association may by special resolution, of which special notice has been given in accordance with the Ordinance remove any member of the General Committee (other than a Chairperson or Vice Chairperson) before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such member of the General Committee. Such removal is without prejudice to any claim such General Committee Member may have for damages for breach of any contract of service between him and the Association.
106. For the avoidance of doubt, the Association may by ordinary resolution appoint a Qualified Individual in place of a member of the General Committee removed from office at the meeting at which the General Committee Member is removed under the immediately preceding article, or to otherwise fill a casual vacancy or as an addition to the existing General Committee (other than as a Chairperson or Vice Chairperson). The eligible member appointed to fill a vacancy shall be subject to retirement at the same time as if he had become a member of the General Committee on the day on which the member of the General Committee in whose place he is appointed was last elected a member of the General Committee.

POWERS OF GENERAL COMMITTEE MEMBERS

107. Subject to the Ordinance and these Articles, the operations and affairs of the Association are managed by the General Committee Members, who may exercise all the 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 the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, but no rules regulations or bye-laws made by the Association in general meeting shall invalidate any prior act of the General Committee which would have been valid if that rules regulation or bye-laws had not been made.
108. An alteration of these Articles does not invalidate any prior act of the General Committee Members that would have been valid if the alteration had not been made.
109. The powers given by Article 107 are not limited by any other power given to the General Committee Members by these Articles.
110. A General Committee Members' meeting at which a quorum is present may exercise all powers exercisable by the General Committee Members.
111. The Full Members may, by special resolution, direct the General Committee Members to take, or refrain from taking, any specified action. The special resolution does not invalidate anything that the General Committee Members have done before the passing of the resolution.
112. In furtherance of the objects of the Association, the General Committee Members may exercise all the powers of the Association to borrow or otherwise raise money with or without security and, for that purpose, to mortgage or charge its undertaking and

property, or any part thereof, and to undertake the repayment or performance of any debt, liability, contract or other engagement incurred or to be entered into in any way by the Association and to secure the same in such manner as the General Committee thinks fit.

113. Subject to Articles 4 and 5, the General Committee Members have power to employ and dismiss staff of the Association and to make provision for pensions, gratuities, retirement and other benefits for such staff, and to appoint any officer who will be accountable to the General Committee, to deal with all matters relating to staff of the Association.
114. Subject to Article 5, the General Committee is entitled to employ staff of the Association on such terms and remuneration as the General Committee thinks fit, and, the General Committee is likewise entitled to engage professional or expert advisers, including those already serving as officers and honorary advisors of the Association, on such terms and remuneration as the General Committee thinks fit.
115. Subject to these Articles, the General Committee may, if they think fit, delegate any of the powers that are conferred on them under these Articles:-
 - (a) to any person or committee or sub-committee that may be established;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
116. If the General Committee Members so specify, the delegation may authorise further delegation of the General Committee Members' powers by any person to whom they are delegated.
117. The General Committee Members may revoke the delegation wholly or in part, or revoke or alter its terms and conditions. For the avoidance of doubt, no delegation made hereunder shall preclude the General Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.
118. The General Committee Members may make rules providing for the conduct of business of the committees to which they have delegated any of their powers. The committees must comply with the rules.
119. The General Committee Members must cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the General Committee;
 - (b) of the names of the General Committee Members present at each meeting of the General Committee Members and of any committee;

- (c) of all resolutions and proceedings at all meetings of the Association, and of the General Committee Members and committees.

CHAIRPERSON AND VICE CHAIRPERSONS

- 120. The Chairperson has the right to represent the Association, and chair the meetings of the General Committee.
- 121. The Chairperson shall be assisted by the Vice Chairperson(s) (if any) as determined appropriate by the Chairperson at his discretion. The Association may have more than one Vice Chairperson.
- 122. At the first annual general meeting subsequent to the adoption of these Articles by the Association, and every two years subsequent to that, the Chairperson and Vice Chairpersons shall be elected by the Election Committee at the annual general meeting of the Association of the relevant year (or earlier if the Election Committee thinks fit, but in any event any such election shall take place no earlier than three (3) months prior to the relevant annual general meeting) pursuant to Article 137. The Chairperson and Vice Chairperson(s) elected shall automatically become members of the General Committee. The term of any Chairperson and Vice Chairperson(s) elected under this Article shall take effect at the end of the annual general meeting in the relevant year, and immediately prior to any other General Committee Members elected at the annual general meeting who are neither the Chairperson nor the Vice Chairperson.
- 123. Subject to Article 126, the office of a Chairperson or Vice Chairperson (as the case may be) (including the position as a General Committee Member) shall automatically expire at the end of the second annual general meeting after his appointment (the “**Cessation Date**”), unless reappointed pursuant to these Articles.
- 124. The Chairperson and Vice Chairpersons shall be Qualified Individuals. The Chairperson or the Vice Chairperson (as the case may be) shall immediately cease to be the Chairperson or the Vice Chairperson (as the case may be) (including, for the avoidance of doubt, the position as a General Committee Member) if the relevant individual ceases to be a Qualified Individual.
- 125. In the event the office of the Chairperson or any Vice Chairperson is, for whatever reason, vacated or terminated prior to the completion of the original term, the Election Committee shall have power at any time, and from time to time, to, appoint an eligible Qualified Individual to be the Chairperson or a Vice Chairperson (as the case may be) to fill the vacancy.
- 126. In the event the office the Chairperson or any Vice Chairperson is, for whatever reason, vacated or terminated prior to the completion of the original term, and a new Chairperson or Vice Chairperson is elected or appointed, the term of office of such replacement shall be the remaining term of his predecessor.
- 127. To the maximum extent permitted by law, the Election Committee may by special majority (which, for the avoidance of doubt, requires not less than 75% of the votes or ballots validly cast, excluding abstention), of which special notice has been given

remove the Chairperson or any Vice Chairperson (including the office of General Committee member) before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such Chairperson or Vice Chairperson. Such removal is without prejudice to any claim such Chairperson or Vice Chairperson may have for damages for breach of any contract of service between him and the Association.

EXECUTIVE COMMITTEE

128. The Executive Committee shall consist of the Chairperson and all the current presidents and chairs of the sub-groups and/or sub-committees for the time being appointed by the Chairperson. The Executive Committee shall act as the advisory body to the Association. For the avoidance of doubt, the Chairperson shall also be the chairperson of the Executive Committee.
129. Notwithstanding any contrary herein, the Chairperson shall have the power to appoint, replace and remove the chair or president(s) of any sub-group or sub-committee at his sole and absolute discretion without the need to give any reason, provided that such chair(s) and president(s) of the sub-group or sub-committee are Qualified Individuals. For the avoidance of doubt, the term of an Executive Committee member shall automatically cease on the Cessation Date (as determined in accordance with Article 123 or 126, as the case may be) of the Chairperson appointing the relevant Executive Committee member, unless reappointed in accordance with these Articles.

ELECTION COMMITTEE

130. The Association shall establish an Election Committee. Subject to Article 134, the Election Committee shall consist of all the current General Committee Members and all current and former Chairpersons and Vice Chairpersons (regardless of whether they are or were previously General Committee Members), unless any of these individuals indicates his intention to resign from the Election Committee and/or not to become a member of the Election Committee in writing. Any such resigned Election Committee member may, subject to the approval of the Election Committee, be considered for re-admission to the Election Committee.
131. The Chairperson shall also be the chairperson of the Election Committee. If the Chairperson is not participating in any duly called Election Committee meeting within 15 minutes of the time at which it was to start or is otherwise unwilling or unable to chair the meeting, the participating Election Committee members may appoint one of themselves to chair it.
132. The Election Committee members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Without limiting the foregoing:-
 - (a) An Election Committee member may vote in person or by proxy (provided that the proxy shall be a member of the Election Committee);
 - (b) Any such proxy notice for the purpose of the Election Committee (“**Election Committee Proxy Notice**”) must be in writing and shall be delivered to the

Secretariat of the Association at least 1 full working day prior to the time of the relevant Election Committee meeting;

- (c) Unless otherwise determined by the Election Committee, the Election Committee Proxy Notice should be in the form specified by the Secretariat of the Association. Such Election Committee Proxy Notice must:-
- (i) state the name and address of the Election Committee member appointing the proxy;
 - (ii) identify the person appointed to be that Election Committee member's proxy and the Election Committee meeting in relation to which that person is appointed; and
 - (iii) be authenticated, or be signed on behalf of the Election Committee member appointing the proxy;
- (d) Any member of the Election Committee (including the Chairperson) may, through the Secretary, call an Election Committee members' meeting by giving notice of the meeting to the Election Committee members. Notice of an Election Committee members' meeting must indicate (a) its proposed date and time; and (b) where it is to take place. Notice of an Election Committee members' meeting must be given to each Election Committee member, but need not be in writing;
- (e) Any accidental omission to give notice of an Election Committee meeting to, or any non-receipt of notice of an Election Committee by, any person entitled to receive notice does not invalidate the proceedings at the meeting;
- (f) At an Election Committee members' meeting, unless a quorum is participating, no proposal is to be voted on, except that such Election Committee members present may act to call another meeting despite the lack of quorum. Subject to the foregoing, the quorum for Election Committee members' meetings may be fixed from time to time by a decision of the Election Committee members, but it must be at least one-third of the total number of the Election Committee members present in person or by proxy;
- (g) Election Committee members participate in a meeting of Election Committee, or part of a meeting of Election Committee, when the meeting has been called and takes place in accordance with these Articles and they participate either in person or via virtual meeting technology approved by the General Committee, provided that they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting; and
- (h) In determining whether Election Committee members are participating in a meeting of Election Committee members, it is irrelevant where an Election Committee member is. If all the Election Committee members participating in a meeting of Election Committee members are not in the same place, they may regard the meeting as taking place wherever any one of them is.

133. Subject to these Articles, any decision of the Election Committee members may only be made with the approval of a simple majority of the Election Committee members present at an Election Committee members' meeting or a decision taken in the form of a unanimous written resolution of the Election Committee members.
134. Only a Qualified Individual shall be eligible to be a member of the Election Committee. For the avoidance of doubt, except as the Nominated Representative of a corporate or other organizational Full Member, no Honorary Member or Associate Member shall be eligible to be appointed as a member of the Election Committee.
135. An Election Committee member who ceases to be a Qualified Individual shall immediately cease to be an Election Committee member. The relevant Election Committee member (and in the case of corporate or organizational Full Member, the Full Member) shall immediately notify the Election Committee of any such change.
136. The Election Committee may invite Full Members to express interest of being nominated as, or nominating, potential candidates for the positions of Chairperson and Vice Chairpersons, in a manner as the Election Committee thinks fit from time to time.
137. Notwithstanding any contrary herein, the Election Committee members shall have the exclusive right to elect, appoint and remove the Chairperson and Vice Chairperson(s) (including determining the number of Vice Chairperson(s) (including but not limited to under Article 122 or 125). Any such determination shall be made by a simple majority of the votes of the Election Committee members at their sole and absolute discretion without the need to provide any reason.
138. If a member of the Election Committee intends to stand for election as a Chairperson or Vice Chairperson, he shall declare such intention to the Election Committee. Provided that such Election Committee member has properly declared his intention as aforesaid, he may continue to participate and vote in any decision of the Election Committee.
139. The acts of any meeting of Election Committee members or the acts of any person acting as an Election Committee member are as valid as if the Election Committee members had been duly appointed as an Election Committee member and were qualified to be Election Committee members, even if it is afterwards discovered that:
 - (a) there was a defect in the appointment of any of the Election Committee members or of the person acting as Election Committee members;
 - (b) any one or more of them were not qualified to be Election Committee members or were disqualified from being Election Committee members;
 - (c) any one or more of them had ceased to hold office as Election Committee members; or
 - (d) any one or more of them were not entitled to vote on the matter in question.

PROCEEDINGS OF GENERAL COMMITTEE MEMBERS

140. The General Committee Members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit.
141. A decision of the General Committee Members may only be taken by a majority decision of the General Committee Members at a General Committee Members' meeting or a decision taken in the form of a written resolution of the General Committee Members in accordance with Article 149. The General Committee Members must ensure that the Association keeps a written record of every decision taken by the General Committee Members under this Article for at least 10 years from the date of decision.
142. Any General Committee Member may, and the Secretary on the requisition of a member of the General Committee shall, call a General Committee Members' meeting by giving notice of the meeting to the General Committee Members or by authorizing the Secretary to give notice. Notice of a General Committee Members' meeting must indicate (a) its proposed date and time; and (b) where it is to take place. Notice of a General Committee Members' meeting must be given to each General Committee Member, but need not be in writing.
143. At a General Committee Members' meeting, unless a quorum is participating, no proposal is to be voted on, except for the purpose of a proposal to call another meeting. The quorum for General Committee Members' meetings may be fixed from time to time by a decision of the General Committee Members, but it must be at least three (3) including the Chairperson.
144. If the total number of General Committee Members for the time being is less than the quorum required for General Committee Members' meetings, the General Committee Members must not take any decision other than a decision to call a general meeting so as to enable the Full Members to appoint further General Committee Members.
145. Subject to these Articles, General Committee Members participate in a meeting of General Committee Members or a committee of General Committee Members, or part of a meeting of General Committee Members or a committee of General Committee Members, when the meeting has been called and takes place in accordance with these Articles and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
146. In determining whether General Committee Members are participating in a meeting of General Committee Members or a committee of General Committee Members, it is irrelevant where a General Committee Member is and how they communicate with each other. If all the General Committee Members participating in a meeting of General Committee Members or a committee of General Committee Members are not in the same place, they may regard the meeting as taking place wherever any one of them is.
147. If the Chairperson is not participating in a General Committee Members' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating General Committee Members may appoint one of themselves to chair it.

148. If the numbers of votes for and against a proposal are equal, the Chairperson shall have a casting vote. The Chairperson does not have a casting vote if, in accordance with these Articles, the Chairperson is not to be counted as participating in the decision-making process for quorum or voting purposes.
149. A resolution in writing, signed by all the General Committee Members for the time being entitled to receive notice of a meeting of the General Committee Members, is as valid and effectual as if it had been passed at a meeting of the General Committee Members duly convened and held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the General Committee Members. A cable, facsimile, telex message or scanned image or image in any electronic form sent by a General Committee Member is deemed to be a document signed by him for the purposes of this Article.
150. The acts of any meeting of General Committee Members or of a committee of General Committee Members or the acts of any person acting as a General Committee Member (including Chairperson or Vice Chairperson) are as valid as if the General Committee Members had been duly appointed as a General Committee Member and were qualified to be General Committee Members, even if it is afterwards discovered that:-
- (a) there was a defect in the appointment of any of the General Committee Members or of the person acting as a General Committee Member;
 - (b) any one or more of them were not qualified to be a General Committee Member or were disqualified from being a General Committee Member;
 - (c) any one or more of them had ceased to hold office as a General Committee Member; or
 - (d) any one or more of them were not entitled to vote on the matter in question.

CONFLICT OF INTEREST

151. Articles 151 to 156 apply if:-
- (a) a General Committee Member is any way, whether (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's operations; and
 - (b) the General Committee Member's interest is material.
152. The General Committee Member must declare the nature and extent of the General Committee Member's interest to the other General Committee Members in accordance with section 536 of the Ordinance.
153. The General Committee Member must not vote in respect of the transaction, arrangement or contract in which the General Committee Member is so interested, but may be counted for the quorum purposes in respect of the transaction, arrangement or contract.

154. If the General Committee Member contravenes Article 153, the vote must not be counted.
155. Article 153 does not apply to:-
- (a) an arrangement for giving a General Committee Member any security or indemnity in respect of money lent by the General Committee Member to or obligations undertaken by the General Committee Member for the benefit of the Association;
 - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the General Committee Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 5, an arrangement under which benefits are made available to employees and General Committee Members or former employees and General Committee Members of the Association or any of its subsidiaries, which do not provide special benefits for General Committee Members or former General Committee Members.
156. A reference in these Articles to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
157. Subject to Article 5, a General Committee Member may hold any other office under the Association (other than the office of auditor) in conjunction with the office of General Committee Member for a period and on terms that the General Committee Members determine.
158. A General Committee Member or intending General Committee Member is not disqualified by the office of General Committee Member contracting with the Association:-
- (a) with regard to the tenure of the other office mentioned in Article 157; or
 - (b) as vendor, purchaser or otherwise.
159. The contract mentioned in Article 158 or any transaction, arrangement or contract entered into by or on behalf of the Association in which any General Committee Member is in any way interested is not liable to be avoided.
160. A General Committee Member who has entered into a contract mentioned in Article 158 or is interested in a transaction, arrangement or contract mentioned in Article 159 is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of:-
- (a) the General Committee Member holding the office; or
 - (b) the fiduciary relation established by the office.

161. Article 157, 158, 159 or 160 only applies if the General Committee Member has declared the nature and extent of the General Committee Member's interest under the Article to the other General Committee Members in accordance with section 536 of the Ordinance.
162. A General Committee Member may be a director or other officer of, or be otherwise interested in:-
- (a) any company promoted by the Association; or
 - (b) any company in which the Association may be interested as shareholder or otherwise.
163. Subject to the Ordinance, the General Committee Member is not accountable to the Association for any remuneration or other benefits received by the General Committee Member as a director or officer of, or from the General Committee Member's interest in, the other company unless the Association otherwise directs.

TERMINATION OF GENERAL COMMITTEE MEMBER'S APPOINTMENT

164. A person ceases to be a General Committee Member (including for the avoidance of doubt, the position as Chairperson or Vice Chairperson) if the person:-
- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or is prohibited from being a director by law; or
 - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (c) becomes a mentally incapacitated person;
 - (d) resigns the office of General Committee Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
 - (e) for more than 6 months has been absent without the General Committee Members' permission from General Committee Members' meetings held during that period;
 - (f) is removed from, or ceases to be eligible for, the office of General Committee Member in accordance with these Articles;
 - (g) without the consent of the Association in general meeting holds any office of profit under the Association; or
 - (h) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 536 of the Ordinance.

GENERAL COMMITTEE MEMBERS' INDEMNITY AND INSURANCE

165. (a) A General Committee Member or former General Committee Member may be indemnified out of the Association's assets against any liability incurred by the General Committee Member to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
- (b) Article 165(a) only applies if the indemnity does not cover:-
- (i) any liability of the General Committee Member to pay:-
- (1) a fine imposed in criminal proceedings; or
 - (2) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (ii) any liability incurred by the General Committee Member:-
- (1) in defending criminal proceedings in which the General Committee Member is convicted;
 - (2) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the General Committee Member;
 - (3) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the General Committee Member;
 - (4) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the General Committee Member; or
 - (5) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the General Committee Member relief.
166. A reference to in Article 165(b) (ii) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
167. For the purposes of Article 166, 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.
168. For the purposes of Article 167(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.
169. The General Committee Members may decide to purchase and maintain insurance, at the expense of the Association, for a General Committee Member, or a director of an associated company of the Association, against:-
- (a) any liability to any person attaching to the General Committee Member or the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or associated company (as the case may be); or
 - (b) any liability incurred by the General Committee Member or the director in defending any proceedings (whether civil or criminal) taken against the General Committee Member or the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

SECRETARY

170. The Association must have a Secretary who may resign from this office upon giving notice to the Association of such intention and such resignation takes effect upon the expiration of such notice or its earlier acceptance.
171. Subject to Article 5, the General Committee Members may appoint a Secretary for a term, at a remuneration and on conditions they think fit. The General Committee Members may remove a Secretary appointed by them. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.

ACCOUNTS

172. Subject to the Ordinance, the General Committee must cause proper books of account to be kept with respect to:-
- (a) all sums of moneys received and expended by the Association and the matters in respect of which the receipt and expenditure take place (including donation receipts);
 - (b) the assets and liabilities of the Association;
 - (c) all sales and purchases of goods by the Association; and
 - (d) all other matters necessary to show a true and fair view of the financial state and

condition of the Association.

173. Subject to the Ordinance, the books of account must be kept at the Office or at such other place as the General Committee thinks fit and must always be open to the inspection of the General Committee Members and the Election Committee members.
174. The General Committee Members must from time to time in accordance with the provisions of the Ordinance, 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 referred to in those provisions.

NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

175. A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a member, unless the person is authorised to do so by:-
- (a) an enactment;
 - (b) an order under section 740 of the Ordinance;
 - (c) the General Committee Members;
 - (d) the Election Committee members; or
 - (e) an ordinary resolution of the Association.

NOTICES

176. Every member must register with the Association an address either in Hong Kong or elsewhere to which notices can be sent and if any member fails to do so, notice may be given to such member by sending the same in any of the manners hereinafter mentioned to his or its last known place of business or residence or, if there is none, by posting the same for 3 days at the Office of the Association or on the Association's website (if any).
177. (a) Notice of a general meeting of a company must be given:-
- (i) in hard copy form or in electronic form; or
 - (ii) by making the notice available on a website,
- or partly by one of those means and partly by another.
- (b) If the Association has given an electronic address in a notice calling a meeting, it is to be regarded as having agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

178. Without limiting Part 18 of the Ordinance, notice of a general meeting is not validly given by the Association by making it available on a website unless it is given in accordance with this Article. When the Association notifies a member of the availability of the notice on the website, the notification must:-
- (a) state that it concerns a notice of a company meeting;
 - (b) specify the place, date and time of the meeting; and
 - (c) in the case of an annual general meeting, state that it is an annual general meeting.

The notice must be available on the website throughout the period beginning on the date of that notification and ending on the conclusion of the meeting.

179. A notice may be given by delivery, prepaid letter (airmail or courier in the case of a registered address outside Hong Kong), cable or telex or facsimile or email message or by making the notice available on a website. A notice may also be given by such means from a place outside Hong Kong.
180. (a) A notice delivered to the registered address is deemed to have been served at the time of delivery.
- (b) A notice sent by prepaid letter to an address in Hong Kong is deemed to have been served on the day following its posting.
- (c) A notice sent by prepaid airmail letter or courier to an address outside Hong Kong is deemed to have been served on the fifth day following its posting.
- (d) A notice sent by cable or telex or email message is deemed to have been served on the day following the despatch of the cable or telex or email message.
- (e) In the case of a notice sent by prepaid letter, in proving service thereof, it is sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.
- (f) A notice sent by making it available on a website is deemed to have been served 24 hours after the document is first made available on the website.

COMPANY SEAL

181. The Association may have a common seal which must be a metallic seal having the Association's name engraved on it in legible form. A common seal may only be used by the authority of the General Committee Members. Such authorisation may be before or after the common seal is affixed, may be general or specific and may refer to any number of sealings. If the Association has a common seal and it is affixed to a document, the document must, unless otherwise determined by the General Committee, also be signed by (a) the Chairperson or a Vice Chairperson and (b) one

of the General Committee Members or any such person or persons as the General Committee Members may from time to time appoint for the purpose.

182. The Association with a common seal may have an official seal for use outside Hong Kong. Such an official seal must be a replica of the Association's common seal, but have engraved on it in legible form the name of every place where it is to be used. Section 125 of the Ordinance must be complied with.
183. If the Association has an official seal for use outside Hong Kong, it may only be affixed to a document if its use on the document, or documents of a class to which it belongs, has been authorised by a decision of the General Committee Members.

BILLS OF EXCHANGE ETC.

184. All cheques drawn on the Association's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Association, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, must be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the General Committee from time to time by resolution determines. Unless otherwise determined by the General Committee, all cheques issued by the Association shall be signed by two members of the General Committee, one of whom shall be the Treasurer.

AUDITORS

185. An auditor must be appointed and its duties shall be regulated in accordance with the provisions of the Ordinance.

WINDING UP

186. If at any time the number of members (not counting Honorary Members and Associate Members) falls below 8, the General Committee shall summon a special general meeting to be convened and such meeting may by a special resolution declare that the Association ought to be wound up, and on such resolution being passed the Association shall be wound up accordingly.

REGISTERED OFFICE

187. The Office of the Association shall be situate in Hong Kong.

BYE-LAWS

188. The General Committee may, subject to the terms of these Articles, from time to time make, add to, alter and/or repeal bye-laws for the regulation of the Association, its officers, employees, servants and agents, or the members and visitors as to the use or enjoyment of the Association or any part thereof.
189. Any such alteration, addition or repeal of the existing bye-laws and new bye-laws or any additions thereto or alterations or repeal thereof shall be posted in the Association

for one week and shall be entered in a book to be kept by the Secretary for the purpose and such book shall be open to the inspection of all members.

190. Any alterations, addition or repeal of any existing bye-laws or any new bye-laws or any alteration, addition or repeal thereto shall come into force at the expiration of seven clear days from the date of their first being posted in the Association or upon such later date as the General Committee may decide.

HONORARY APPOINTMENTS

191. For the avoidance of doubt, the General Committee Members may resolve to appoint and confer honorary titles on person(s) (e.g. Honorary Chairperson, Honorary Advisor, Honorary Secretary, Honorary Treasurer and Honorary Legal Advisor) and organizations, and to forfeit such titles from any person(s).

Names, Addresses and Descriptions of Subscribers

For and on behalf of

NORTHERN TELECOM (ASIA) LIMITED

MENDEL C. COHEN

Director

50th Floor, Hopewell Centre,
Queen's Road East,
Wanchai,
Hong Kong.

Corporation

For and on behalf of

HONG KONG COMMUNICATIONS EQUIPMENT

COMPANY LIMITED

(香港通訊器材有限公司)

CHAN CHING KWOK

Director

Ground Floor,
55-57 Hennessy Road,
Wanchai,
Hong Kong.

Corporation

For and on behalf of

CABLE & WIRELESS SYSTEMS LIMITED

S .C. COX

Director

Mercury House,
3, Connaught Road, Central,
Hong Kong.

Corporation

For and on behalf of

THE JARDINE ENGINEERING CORPORATION LIMITED

DOMINIC YIU KWOK WAH

Director

47th Floor,
Connaught Centre,
Hong Kong.

Corporation

Names, Addresses and Descriptions of Subscribers

For and on behalf of

MATLOCK LIMITED

(惠龍電訊有限公司)

J. LOUIS CHU

Director

Rooms 1005-1007,
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Kowloon.

Corporation

For and on behalf of

TRICOM SYSTEMS LIMITED

(得信佳系統有限公司)

JAMES K. CHUNG

Director

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12 Jubilee Street,
Hong Kong.

Corporation

For and on behalf of

MITEL (ASIA) LIMITED

(敏迪電訊(亞洲)有限公司)

JOSEPH S. K. TSUI

Director

53rd Floor,
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Queen's Road East,
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Corporation
