

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

The Environmental Management Association of Hong Kong Limited

香港環境管理協會有限公司

Part A - Mandatory Articles

1. Company Name:

The name of the company is “The Environmental Management Association of Hong Kong Limited 香港環境管理協會有限公司” (hereunder refers to “the Association”).

2. Members’ Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of members	Amount to be contributed by each of the members in this class
Affiliate/Full/Certified/Fellow/Corporate	HK\$ 100.-

Part B - Other Articles

Part I

Interpretation

1. Interpretation

(1) In these Articles –

Affiliate Member means any person admitted as an Affiliate Member of the Association in accordance with these Articles.

Annual General Meeting means the yearly General Meeting of the members of the Association.

Bye-laws means the bye-laws of the Association for the time being made under these Articles.

Articles (本章程細則) means the Articles of Association of the Association.

Associated Company (有聯繫公司) means—

- (a) a subsidiary of the Association;
- (b) a holding company of the Association; or
- (c) a subsidiary of such a holding Company.

Board means the board of directors of the Association.

Certified Member means any person admitted as a Certified Member of the Association in accordance with these Articles.

Corporate Member means any corporation admitted as a Corporate Member of the Association in accordance with these Articles.

Extraordinary General Meeting means a general meeting of the members of the Association specially summoned under these Articles.

Fellow means any person admitted as a Fellow of the Association in accordance with these Articles.

Founding Member means the person who subscribed to the incorporation of the Association.

Full Member means any person admitted as a Full Member of the Association in accordance with these Articles.

Honorary General Secretary means the Honorary General Secretary of the Association for the time being.

Honorary Member means any person admitted as an Honorary Member of the Association in accordance with these Articles.

Honorary Treasurer means the Honorary Treasurer of the Association for the time being.

Member or Members, unless the context otherwise requires, includes Affiliate Member, Certified Member, Corporate Member, Fellow and Honorary Member, as appropriate and Membership shall be construed accordingly.

Membership Year means the period of twelve (12) months commencing on the first day of January to the thirty-first day of December of each calendar year.

Mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136).

Mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs.

Ordinance (條例) means the Companies Ordinance (Cap. 622).

Proxy notice (代表通知書)—see Article 58(1) of Part B.

The Association means this Company incorporated as a Company limited by guarantee.

- (1) Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Company.
- (2) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Objects and Charitable Status of the Association

2. Objects of the Association

The objects (“the Objects”) for which the Association is established are for the advancement of education in environmental protection and advancement of environmental protection for the benefit of the Hong Kong community:

- (1) To facilitate transparent, purposeful and informed dialogue on environmental and sustainability issues in the community at large;
- (2) To promote an active exchange of knowledge amongst its members and the public;
- (3) To provide a platform for the development of management skills and their application for environmental professionals; and
- (4) To raise awareness amongst business communities on environmental and sustainability issues.

3. Powers of the Association

The Association has power to do anything which is calculated to further the Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Association has powers:-

- (1) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects and to construct, alter and maintain buildings convenient or necessary for the work of the Association;
- (2) To accept, obtain, collect and receive monies and funds by way of contributions, donations, subscriptions, legacies, bequests, grants, subsidies or any other lawful method, and to accept and receive gifts of property or other assets of any description (whether subject to any special trusts or not) for or towards any one or more of the Objects;
- (3) To subscribe to, become a member of and co-operate with any other associations whether incorporated or not, whose objects are similar to those of the Association, provided that the associations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Articles 4 and 5 of Part B;
- (4) To support and subscribe to any charitable or public body and any institution, society or clubs which may be in accordance with the Objects and having objects similar to those of the Association provided that the recipient of the funding of the Association which is an organization shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Articles 4 and 5 of Part B;
- (5) To develop and establish education policies of the Association concerning curriculum and education, funding, provision of capital facilities, and staffing arrangements;
- (6) To print and publish any newspapers, periodicals, journals, books, circulars or leaflets that the Association may think desirable for the promotion of the Objects;
- (7) To borrow or raise and give security for money by the issues of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of

the Association, or by mortgage or charge upon all or any part of the property of the Association;

(8) To raise funds for the Association; and

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

4. Application of income and property

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

(2) Subject to Paragraph (3) hereunder, none of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Association.

(3) The requirement under Paragraph (2) above does not prevent the payment by the Association:

(a) of reasonable and proper remuneration to a member of the Association not being a director or a member of the governing body of the Association for any goods or services supplied by him or her to the Association;

(b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;

(c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 1% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans; and

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

5. Disposal of assets after winding-up

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 of Part B above and this Article, such institution or institutions to be determined by a resolution of the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

6. Keeping of accounts

- (1) The directors must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (2) The Directors must keep accounting records including donation receipts as required by the Ordinance.

Part II

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

7. Composition of the Board of Directors

- (1) The management of the affairs of the Association shall be vested in the Board of Directors.
- (2) Unless otherwise determined by the members in general meetings, the number of directors of the Board will not be less than three (3) nor more than five (5). Only members having the right to vote at general meetings of the Association are eligible to elect and be elected as directors of the Board. At least three (3) directors of the Board must be Certified Members of the Association at the time of appointment.
- (3) The Board may make rules in relation to the conduct of committees and sub-committees to which the Board has delegated any of its powers.

8. Directors' general authority

- (1) Subject to the Ordinance and these Articles, the operations and affairs of the Association are managed by the directors, who may exercise all the powers of the Association.
- (2) An alteration of these Articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this Article are not limited by any other power given to the directors by these Articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

9. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

10. Delegation of power by the Board of Directors

- (1) Subject to these Articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles:-
 - (a) to any person or committee;
 - (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.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The Board may from time to time —
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

11. Executive Committee

- (1) An Executive Committee shall be appointed by the Board for the purpose of managing the day to day business of the Association. All directors of the Board are de facto members of the Executive Committee.
- (2) The Executive Committee shall be responsible for:-
 - (a) Maintaining records of its decisions and actions;
 - (b) Proposing and reviewing membership categories and their eligibility criteria for the Annual General Meeting's endorsement;
 - (c) Vetting applications and admitting new Certified Members to the Association;
 - (d) Maintaining a membership register;
 - (e) Issuing and reviewing the Code of Conduct for all members of the Association;
 - (f) Organizing all activities relevant to the objects of the Association;
 - (g) Promoting professional and scientific exchange; and
 - (h) Carrying out any resolutions passed in the General Meetings.
- (3) The Chair of the Board shall preside as Chair of the Executive Committee.
- (4) The Honorary General Secretary shall act as the secretary of the Executive Committee.
- (5) The Honorary Treasurer shall present the Association's financial accounts at the Executive Committee meetings.
- (6) There is no limit to the number of members for the Executive Committee. Only members having the right to vote at general meetings of the Association are eligible to appointed as members of the Executive Committee.
- (7) The Executive Committee shall normally meet once every two months for the dispatch of business.
 - (a) Two (2) of directors of the Board plus at least three (3) additional Executive Committee members shall form the quorum for all Executive Committee meetings.
 - (b) If the Chair is not present at the Executive Committee meeting, those present shall elect a committee member amongst those present to chair the meeting.

- (c) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting shall have a second or a casting vote.
- (8) The Executive Committee shall prepare an Annual Report which, subject to statutory requirements at the time, shall be the standing item on the agenda of the Annual General Meeting.
- (9) The Executive Committee may by resolution invite distinguished persons to be Honorary Members, Advisors or such honorary designations or appointments of the Association as the Executive Committee may deem appropriate.
 - (a) They shall hold office for the remainder of the term of office of the existing Executive Committee.
 - (b) Honorary Advisors or appointees of such honorary designations may be invited to attend meetings and to express their opinion, but shall have no voting rights.

12. Committees

- (1) In addition to the Executive Committee, the Board may delegate any of its power to committees consisting of such number of directors or members as the Board may think fit, and the Board may from time to time revoke such delegation or appointment or discharge any committee either wholly or in part, but every committee so formed shall comply with any regulations that may be imposed on it by the Board, and members of the committees shall report all acts and proceedings to the Board as soon as reasonably practicable.
- (2) Each committee shall have no limit on the number of members, and shall be chaired by a member of the Executive Committee.
- (3) The members of the committees must be members of the Association.
- (4) The members of committees shall be appointed by the Chair of each committee.
- (5) The Board may make rules relating to the conduct of the committees to which the Board has delegated any of its powers.

Division 2—Appointment and Retirement of Directors

13. First Directors and subsequent appointments

- (1) The Founding Members shall be the First Directors of the Association and shall hold office until the first Annual General Meeting of the Association.
- (2) Prior to the first Annual General Meeting of the Association, the Founding Members shall have the right to appoint in writing such persons as is necessary to complete the composition of the Board as required by Article 7 of Part B.
- (3) At the first Annual General Meeting of the Association, all First Directors shall retire but shall be eligible for re-election, and members having the right to vote at all general meetings of the Association shall elect directors in accordance with Article 15 of Part B.
- (4) The period served by any such director prior to the first Annual General Meeting shall not be counted as a term for the purposes of Article 15 of Part B.

- (5) The Board shall have the power at any time and from time to time to appoint a director, either to fill a causal vacancy or as an additional director, but so that the total number of the directors shall not at any time exceed the maximum number fixed under Article 7 of Part B. Any director so appointed shall retain their office only until he retires from office or until removed or vacated pursuant to the provisions in these Articles.
- (6) Except as provided in Article 13(5) of Part B above, all directors shall be elected at the Annual General Meeting and shall hold office for a term of two (2) years after the conclusion of the Annual General Meeting following their election. All retiring directors shall be eligible for re-election.
- (7) The directors shall elect amongst themselves to the following offices:
 - (a) one Chair;
 - (b) two Vice Chair;
 - (c) one Honorary General Secretary; and
 - (d) one Honorary Treasurer.
- (8) All Directors of the Association (including alternate director) must be a member of the Association.
- (9) The Honorary General Secretary shall serve the function of Company Secretary.

14. Vacant offices in the Board

- (1) If the office of the Chair becomes vacant, the one of the Vice Chair shall serve as acting Chair of the Association until the vacancy is filled by election at the next Annual General Meeting. The Vice Chair serving as acting Chair may stand in an election to fill such a vacancy.
- (2) If any of the offices become vacant, subject to Article 14(1) of Part B above, the Board shall elect amongst its members to fill such vacancy provided that such a person must retire from office at the next Annual General Meeting.

15. Terms of office of Directors

- (1) No person shall act as Chair of the Association for more than 2 consecutive terms of office.
- (2) The term of office of directors shall be two years. A retiring director shall be eligible for reappointment to the office.

16. Termination of Director's appointment

A person ceases to be a director if the person—

- (1) in so far as he or she is appointed by the Founding Members or elected at Annual General Meetings, ceases to be a member having the right to vote at general meetings of the Association;
- (2) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (3) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

- (4) becomes a mentally incapacitated person;
- (5) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (6) is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's operations, and, if such interest is material, fails to disclose the nature and extent of his or her interest in accordance with section 536 of the Ordinance;
- (7) behaves in such a way or does any act that brings disrepute to the Association;
- (8) convicted of any criminal offence which involves dishonesty;
- (9) has been absent from Board meetings for more than 6 months without the permission of the directors; or
- (10) is removed from the office of director by an ordinary resolution of the Association.

17. Directors' remuneration

No directors (including alternate directors) or members of the Board or the governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefits, in money or money's worth shall be given by the Association to any directors or members of the Board or governing body.

18. Directors' expenses

The Association may reimburse the directors any travelling, accommodation and other expenses properly incurred by the directors provided that the amounts claimed should be reasonable and appropriate and in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Division 3—Proceedings of the Board of Directors

19. Board of Directors to take decision collectively

A decision of the directors may only be taken:-

- (1) by a majority of the directors at a meeting; or
- (2) in accordance with Article 20 of Part B.

20. Unanimous decisions

- (1) A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. 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 Directors. An email or fax by a Director or his alternate shall be deemed to be a document signed by him/ her for the purpose of this Article.

- (3) A reference in this Article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Board meeting.
- (4) A decision shall not be taken in accordance with this Article if the eligible directors would not have formed a quorum at a Board meeting.

21. Calling Board meetings

- (1) Any director may call a directors' meeting by giving notice of the meeting to the Board or by authorizing the company secretary to give such notice.
- (2) Notice of a Board meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a Board meeting must be given to each director, but need not be in writing.

22. Participation in Board meetings

- (1) Subject to these Articles, directors participate in a Board meeting, or part of a Board meeting, when—
 - (a) the meeting has been called and takes place in accordance with these Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

23. Quorum for Board meetings

- (1) At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Board meetings may be fixed from time to time by a decision of the Board, but no less than 3 directors shall be present.
- (3) Where a quorum is not reached.

24. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

25. Chairing of Board meetings

- (1) The Chair, and in his or her absence, one of the Vice Chairmen shall preside as Chair at Board meetings.

- (2) If the Chair or any of the Vice Chairs are not participating in a directors' meeting within 15 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

26. Chair's casting vote at Board meetings

- (1) If the numbers of votes for and against a proposal are equal, the Chair or other director chairing the Board meeting has a casting vote.
- (2) Article 26(1) of Part B does not apply if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

27. Conflicts of interest

- (1) This Article applies if—
 - (a) a director is in any way (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 director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the director contravenes Article 27(3)(a) of Part B , the vote must not be counted.
- (5) Article 27(3) of Part B does not apply to:
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Association; or
 - (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 director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

28. Supplementary provisions as to conflicts of interest

- (1) Subject to Article 27 of Part B, a director may hold any other office under the Association (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Association.
 - (a) with regard to the tenure of the other office or position mentioned in paragraph (1); or

- (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Association in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Articles 28(1), (2), (3) or (4) of Part B above only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Association 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.
- (7) Subject to the Ordinance, the director is not accountable to the Association for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Association otherwise directs.

29. Validity of acts of Board meeting

The acts of any meeting of the Board or of a committee of directors or the acts of any person acting as a director are as valid as if the Board or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

30. Record of decisions to be kept

The Board must ensure that the Association keeps a written record of every decision taken by the directors under Article 19 of Part B for at least 10 years from the date of the decision.

31. Board's discretion to make further rules

Subject to these Articles, the Board may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

32. Indemnity

- (1) Only in furtherance of the Objects of the Association but not otherwise, a director or former director of the Association may be indemnified out of the Association's assets against any liability incurred by the director to a person other than the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.
- (2) Article 32(1) of Part B only applies if the indemnity does not cover—
 - (a) any liability of the director to pay
 - i. a fine imposed in criminal proceedings; or
 - ii. a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - i. in defending criminal proceedings in which the director is convicted;
 - ii. in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the director;
 - iii. in defending civil proceedings brought on behalf of the Association by a member of the Association, in which judgment is given against the director; or
 - iv. in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in Article 32(2)(b) of Part B above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of Article 32(3) of Part B above, a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of Article 32(4)(b) of Part B above, 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.

33. Insurance

Only in furtherance of the Objects of the Association but not otherwise, the Board may decide to purchase and maintain insurance, at the expense of the Association, for a director of the Association against—

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

Division 5—Company Secretary

34. Appointment and removal of company secretary

- (1) Subject to Article 17 of Part B, the Board may appoint a company secretary for a term, at a remuneration and on conditions it thinks fit.
- (2) The Board may remove a company secretary appointed by it.

Part III

Members

Division 1—Becoming and Ceasing to be Member

35. Classes of Membership, Application, Subscriptions and Fees

- (1) Members of the Association shall consist of the following classes—
 - (a) Affiliate Member;
 - (b) Full Member;
 - (c) Certified Member;
 - (d) Fellow;
 - (e) Corporate Member; and
 - (f) Honorary Member
- (2) A person over the age of 18 may become an Affiliate Member, a Full Member, Certified Member or a Fellow of the Association only if—
 - (a) that person has completed an application for membership in a form approved by the directors;
 - (b) the directors have approved and accepted the application; and
 - (c) that person has paid the subscription fee and annual membership fee from time to time prescribed by the Executive Committee to retain the membership.
- (3) Any corporation sharing and/or agreeing with the Association's Objects and/or promoting the same and similar Object may become a Corporate Member only if—
 - (a) that corporation has completed an application for membership in a form approved by the directors;
 - (b) the directors of the Association have approved and accepted the application; and
 - (c) that corporation has paid the subscription fee and annual membership fee from time to time prescribed by the Executive Committee to retain the membership.
- (4) Membership is not transferable.
- (5) The membership year of the Association shall be from the 1st day of January to the 31st day of December of each calendar year.
- (6) Application for admission of an Affiliate Member, a Full Member, a Certified Member, a Fellow and a Corporate Member must be made in writing, signed by the applicant

and addressed to one of the members of the Executive Committee and shall be in such form as the Board shall decide from time to time.

- (7) All applications for membership are subject to approval and acceptance by the Executive Committee or its designated Committees.
- (8) All members shall pay a subscription fee and an annual membership fee from time to time prescribed by the Executive Committee payable in advance on the first day of each Membership Year.
- (9) The subscription fee and the first annual membership fee payable by members shall be of such amount or amounts as shall be determined by the Executive Committee. The Executive Committee may at its discretion and from time to time vary the subscription fee and subsequent annual membership fees for members.
- (10) New members who join the Association after the last day of the third month of any membership Year, the published pro-rated annual membership fee shall be payable for that membership year provided that the full subscription fee shall remain payable.
- (11) The membership of each member shall be valid for the membership year for which the prescribed annual membership has been paid in accordance with these Articles and may be renewed on an annual basis for the ensuing membership year subject to payment of the prevailing annual membership fee therefor from time to time prescribed by the Executive Committee.

36. Affiliate Members

- (1) Any persons who have a bona-fide interest in environment management, regardless of their education level, field of study, or work experience will be eligible to apply to the Executive Committee or its designated Committees to become an Affiliate Member, subject to payment to the Association of the subscription fee and annual membership fee from time to time prescribed by the Executive Committee.
- (2) An Affiliate Member will have no right to vote at any general meetings or elect or to be elected to the Executive Committee.
- (3) An Affiliate Member shall be eligible to participate in all activities of the Association at such rate as may be prescribed for members.

37. Full members

- (1) Any persons who—
 - (a) have completed a post-graduate degree in the environmental management field at a recognized academic institution; or
 - (b) have completed an undergraduate degree in any discipline and have at least 3 years working experience in the environmental management field with a proven track record and relevant knowledge and skills in the field; or
 - (c) have had 6 years working experience in the environmental management field with a proven track record and relevant knowledge and skills in the field,

will be eligible to apply to the Executive Committee or its designated Committees to become a Full Member, subject to payment to the Association of the subscription fee and annual membership fees from time to time prescribed by the Executive Committee.

- (2) Full Members shall be eligible to—
 - (a) participate in all activities of the Association at such rate as may be prescribed for members;
 - (b) display the designation “MEMAHK” on their business cards and promotional materials;
 - (c) vote at all general meetings of the Association and to stand for election of office bearers of the Association;
 - (d) propose actions and to make proposals for amendments to resolutions.

38. Certified Members

- (1) Any persons who—
 - (a) have completed a post-graduate degree in the environmental management field at a recognized academic institution, and have had at least 5 years working experience in an environment related position with demonstrated management skills in at least 3 years; or
 - (b) have had at least 7 years working experience in an environment related position, with demonstrated management skills in at least 3 years, and have been a Full Member of the Association for not less than two (2) years, will be eligible to apply to the Executive Committee or its designated Committees to become a Certified Member, subject to payment to the Association of the subscription fee and annual membership fees from time to time prescribed by the Executive Committee.
- (2) Certified Members shall be eligible to—
 - (a) participate in all activities of the Association at such rate as may be prescribed for Members;
 - (b) display the designation “CEMAHK” on their business cards and promotional material;
 - (c) vote at all general meetings of the Association and to stand for election of office bearers of the Association;
 - (d) propose actions and to make proposals for amendments to resolutions; and

39. Fellows

- (1) Any Certified Members who have made distinguished contributions to environmental affairs and have extensive experience in the field may be invited by the Board Executive Committee to become a Fellow, subject to payment to the Association of the subscription fee and annual membership fees from time to time prescribed by the Executive Committee.
- (2) Fellows will have the right to attend and vote at all general meetings of the Association and the right to elect or to be elected to the Executive Committee.
- (3) Fellows shall be eligible to—
 - (a) participation in all activities of the Association at such rate as may be prescribed for members;

- (b) display the designation "FEMAHK" on their business cards and promotional materials;
- (c) vote at all general meetings of the Association and to stand for election of office bearers of the Association;
- (d) propose actions and to make proposals for amendments to resolutions.

40. Corporate Members

- (1) The Executive Committee may from time to time resolve to invite corporations or organizations aligned with the vision and mission of the Association which are interested in supporting the activities of the Association to become a Corporate Member provided that every Corporate Member is required to pay subscription fee and annual membership fees from time to time prescribed by the Executive Committee.
- (2) Corporate Members will have no right to vote at any such meetings or elect or to be elected to the Executive Committee.

41. Honorary Members

- (1) The Board may at any time and from time to time resolve to appoint any person who are distinguished and have made significant contributions to environmental management, to be an Honorary Member for such period or term as the Board may decide.
- (2) There is no subscription fee or annual membership fee required from an Honorary Member and he shall not be under any liability in the event of the Association being wound up.
- (3) Honorary Members will have no right to vote at any general meetings or elect or to be elected to the Board.

42. Honorary Advisors

- (1) The Executive Committee may at any time and from time to time resolve to appoint any person who are distinguished and have made significant contributions to environmental management, to be an Honorary Advisor for such period or term as the Executive Committee may decide.
- (2) There is no subscription fee or annual membership fee required from an Honorary Advisor and he shall not be under any liability in the event of the Association being wound up.
- (3) Honorary Advisors will have no right to vote at any such meetings or elect or to be elected to the Executive Committee.

43. Rights and duties of Members

- (1) Members of the Association shall have the obligation and right to—
 - (a) observe and comply with these Articles, Bye-Laws and all resolutions from time to time passed by the Association in general meetings;
 - (b) pay the applicable subscription fees and annual membership fees from time to time prescribed by the Executive Committee;

- (c) maintain and promote the reputation and rights of the Association; and
- (d) adhere to the Association's Code of Conduct.

44. Termination of Membership

- (1) Membership of each Affiliate Member, Full Member, Certified Member, Fellow and Corporate Member expires on the last day of each Membership Year regardless of the time when the member joins the Association and may be renewed for the ensuing membership year on payment of the prescribed annual subscription fees on or before the commencement date thereof. The Executive Committee may refuse to register any person as a member for any membership year whose membership is subject to payment of the prescribed annual membership fee but has not so paid as at the commencement date of that membership year. If any member shall neglect and/or default in payment of the prescribed annual membership fee, his or her membership will be liable to be suspended or forfeited without notice. Such suspension or forfeiture shall be without prejudice to the rights of the Association to recover any payment due.
- (2) The rights of a member shall be personal to himself. No membership shall be transferable by member's own act or by operation of law and shall cease upon death of the member, and in the case of a Corporate Member upon the presentation of the winding up petition against such member.
- (3) Upon the decision of the Executive Committee, a member shall cease to become such in the event of one of the following:
 - (a) That member has tendered his resignation or withdrawal by giving notice to the Association in writing;
 - (b) That member has been found mentally incapacitated and/or has become of unsound mind;
 - (c) That member is imprisoned for a criminal offence or who, in the opinion of the Executive Committee, shall have left Hong Kong to escape trial or shall be dismissed from the public services with disgrace;
 - (d) That member who has been expelled from membership by the Executive Committee in accordance with these Articles; or
 - (e) Membership of that member has been revoked, or has not been granted renewal by the Executive Committee upon its expiration.
- (4) Upon termination of membership:
 - (a) The person or organization affected shall be notified in writing by the Executive Committee or such Committee delegated with the power to do so stating the reason for the termination.
 - (b) The person or organization affected shall be removed from the register of membership and, in the case of Corporate Members, the Association's website.
- (5) Persons or organizations so terminated are entitled to within fourteen (14) working days of issue of such notice, appeal to the Executive Committee in writing signed by such member directed to the Chair or Honorary General Secretary setting out the reasons why such member should not be expelled. In such event, the membership of

such member shall be suspended pending the determination of the appeal by an Appeal Panel, whose decision shall be final and conclusive.

- (6) Any person who shall for any reason cease to be a member of the Association shall not be entitled to a refund in whole or in part of any subscription or entrance fees or other moneys already paid by him to the Association and shall remain liable for payment of all subscription fees for the current year in which he ceases to be a member and money due by him to the Association at and up to the time of his ceasing to be a member.

45. Expulsion of Members

- (1) No person or organization shall be so removed or expelled from membership under Article 44(3)(d) of Part B unless notice of the motion for such removal or expulsion has been given to the Executive Committee at least ten days before an Executive Committee meeting at which such motion is put to the vote, and such motion is passed by a majority of the presence and votes of not less than two-thirds of the Executive Committee members having the right to be present and vote.
- (2) If any member violates these Articles or Code of Conduct of the Association including but not limited to: i) failure to pay all fees prescribed by the Executive Committee notwithstanding the time for doing so has passed; or ii) if his opinion or conduct shall in the opinion of the Executive Committee be injurious to the interest or character of the Association, or in contradiction or disagreement with the opinion or policy of the Association; or iii) if his act or conduct including but not limited to any statement made orally or in writing, either in public or in private, which may, in the opinion of the Executive Committee, bring disgrace to the Association or its members; or iv) if he is convicted under the laws of the Hong Kong SAR or elsewhere; it shall be the duty of the Executive Committee to invite the member complained of by letter or in writing to give an explanation in writing of his opinion, act or conduct or to appear before a meeting of the Executive Committee convened to consider his case.
- (3) If the Executive Committee is not satisfied with the explanation offered by the member complained of, his membership shall be terminated and be forthwith removed from the membership register of the Association and he shall thereupon cease to be a member of the Association.
- (4) The member of the Executive Committee shall not act or vote at any meeting which is held to investigate any case in which he is a complainant or the subject of such complaint.

46. Withdrawal of Membership

- (1) A person may withdraw from membership of the Association by giving written notice to the Executive Committee in writing.
- (2) Any person who shall for any reason cease to be a Member of the Association shall not be entitled to a refund in whole or in part of any subscription or membership fee or other moneys already paid by him to the Association and shall remain liable for payment of all membership fees for the current year in which he ceases to be a

member and money due by him to the Association up to the time of his ceasing to be a Member.

- (3) In the event that a Certified Member or a Corporate Member is to be withdrawn, the person or organization shall be removed from the membership register and the Association's website.

47. Bye-Laws

The Association in General Meeting may from time to time make, add to, alter and/or repeal bye-laws for the regulations of the Association, its members, officers, servants and agents provided that no bye-laws shall be inconsistent with these Articles.

Division 2—Organization of General Meetings

48. General Meetings

- (1) A General Meeting shall be held once in every calendar year as an Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Association.
- (2) All General Meeting other than Annual General Meeting shall be called Extraordinary General Meeting.
- (3) The Association may whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened by such requisitionists as provided by section 566 of the Ordinance.

49. Notice of General Meetings

- (1) Twenty-one (21) days' notice in writing at the least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen (14) days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Ordinance entitled to receive such notices but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance in the case of meeting other than Annual General Meeting, a meeting may be convened by such notice as those members may think fit.
- (2) Accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

50. Proceedings at General Meetings

- (1) All business shall be deemed special that is transacted at any Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the

Association and auditors, the election of directors and the appointment of the auditors and the fixing of their remuneration.

- (2) No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting and such quorum shall consist of not less than 20% of the voting members or 25 voting members whichever is less, shall be present at the General Meeting to constitute a quorum.
- (3) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present all members present who are entitled to vote thereat shall be a quorum.
- (4) The Chair of the Association and in his absence, any Vice-Chair shall preside as Chair at every General Meeting of the Association. If at any meeting the Chair or any Vice-Chair shall not be present within 20 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Association of their intention of not being present, the members present who are entitled to vote shall choose one of their members to preside.
- (5) The Chair may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the manner provided by Article 49 of Part B hereof. If a general meeting is adjourned for less than 14 days, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (6) A resolution in writing or by facsimile or by any other means allowing words to be represented in a visible form signed or approved by facsimile or by such other means by all members having the right of receiving notice of and attending General Meeting or such fewer number as agreed by all such members having the right of receiving notice of and attending General Meeting from time to time shall be effective for all purposes as resolution of the Association duly passed at a General Meeting of the Association. Any such resolution may consist of several documents (including in electronic or similar form), each signed or authenticated by one or more members having the right of receiving notice of and attending General Meeting and is taken to have been passed at a General Meeting of the Association held on the day on which, and at the time at which, the relevant resolution was signed by the last member having the right of receiving notice of and attending General Meeting.

Division 3—Voting at General Meetings

51. Votes of Members

- (1) All members of the Association shall have the right to receive notice of and vote at any General Meeting except Affiliate Members, Corporate Members and Honorary Members. Every Full Member, Certified Member and Fellow shall have one vote. Other members have no voting rights.
- (2) Votes may be given personally or by proxy.
- (3) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chair that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- (4) In the case of an equality of votes, whether on a show of hands, the Chair of the meeting, at which the show of hands takes place, shall be entitled to a second or casting vote.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor.
- (6) The instrument appointing a proxy shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than forty-eight hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- (7) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (8) An instrument appointing a proxy shall be in such form as approved by the Association.

52. Attendance and speaking by non-members

The chairperson of a general meeting may if in his opinion it is beneficial to the Association 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 members in relation to general meetings.

53. General rules on voting

- (1) 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.

- (2) If there is an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majorityis conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

54. Errors and disputes

- (1) 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.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

55. Demanding a poll

- (1) 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.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting; or
 - (b) at least 2 members present in person or by proxy.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

56. Number of votes a member has

- 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—
- (1) every member present in person has 1 vote; and
 - (2) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

57. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.

- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

58. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name, membership number, and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that 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 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.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.
- (4) 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.
- (5) 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.

59. Execution of appointment of proxy on behalf of member appointing the proxy

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 member appointing the proxy.

60. Delivery of proxy notice and notice revoking appointment of proxy

- (1) 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 48 hours before the time appointed for taking the poll.
- (2) 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.
- (3) 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 24 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.

61. Effect of Member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the 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 member is entitled to exercise.
- (2) A member who is entitled to attend, speak or 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 member.

62. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the 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.
- (2) Paragraph (1) 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 24 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.

63. Amendments to proposed resolutions

- (1) 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 company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- (2) 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 Chair of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the Chair 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.
- (4) If the Chair 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.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Association

64. Means of communication to be used

- (1) Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

65. Common seals

- (1) A common seal may only be used by the authority of the Executive Committee.
- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to paragraph (2), the Executive Committee may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Association and 1 authorized person.
- (5) For the purposes of this Article, an authorized person is—
 - (a) any director of the Association;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

66. No right to inspect accounts and other records

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 authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Executive Committee; or
- (d) an ordinary resolution of the Association.

67. Auditor's insurance

(1) Only in furtherance of the Objects of the Association but not otherwise, the Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, against—

- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association (as the case may be).
- (2) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

68. Amendment to the Articles

Any of these Articles may be altered, added to or removed and new Articles made to the exclusion of or in addition to all or any of the Articles of the Association by means of special resolutions at an annual general meeting or at an extraordinary general meeting convened for that purpose.

69. Dissolution of the Association

The Association cannot be voluntarily dissolved unless it is approved by the Executive Committee and passed by an ordinary resolution of the members of the Association in general meeting.

I/We, the undersigned, wish to form a company and wish to adopt the Articles of Association as attached.

Name(s) and Address(es) of Founder Members
<p>LAM Bo Sang 藍寶生 Address redacted</p>
<p>TSUI Bing Cheung 徐秉璋 Address redacted</p>
<p>LEUNG Mei Yee Kenneth 梁美儀 Address redacted</p>
<p>HAU Chi Hang 侯智恒 Address redacted</p>