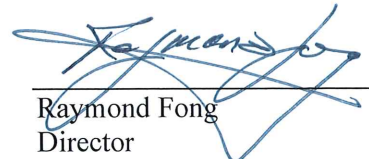


Certified true and correct:-


Raymond Fong
Director
Date: 18 January 2022

ARTICLES OF ASSOCIATION

OF

HONG KONG LACROSSE ASSOCIATION LIMITED

香港棍網球總會有限公司

(Amendments made up to 18 January 2022)

Incorporated the 12th day of September, 2013

HONG KONG

No. 1966756
編號

[COPY]

COMPANIES REGISTRY
公 司 註 冊 處

CERTIFICATE OF INCORPORATION
公 司 註 冊 證 明 書

I hereby certify that
本人謹此證明

HONG KONG LACROSSE ASSOCIATION LIMITED
香港棍網球總會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance
於本日根據《公司條例》(香港法例第32章)

(Chapter 32 of the Laws of Hong Kong) and that this company is limited.
在香港註冊成為有限公司。

Issued on 12 September 2013.

本證書於二〇一三年九月十二日發出。

(Sd.) Ms Ada L L CHUNG

.....
Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

Note 註:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

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

THE COMPANIES ORDINANCE (CHAPTER 622)

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

ARTICLES OF ASSOCIATION

OF

HONG KONG LACROSSE ASSOCIATION LIMITED
香港棍網球總會有限公司

Part A Mandatory Articles

First: The name of the Company is “**HONG KONG LACROSSE ASSOCIATION LIMITED 香港棍網球總會有限公司**” (hereinafter referred to as “the Association”).

Second: The registered office of the Association will be situated in Hong Kong.

Third: The objects for which the Association are established are:-

- (a) The Association shall be a non-profit organization established to promote and develop lacrosse sport in Hong Kong, covering but not limited to Professional, Youth and Amateur lacrosse.
- (b) To enhance the awareness and image of Hong Kong lacrosse, to provide quality matches for people in Hong Kong and from international, and to make lacrosse one of the most popular sports in Hong Kong.
- (c) To promote and to provide education, research and services across various areas including learning, coaching, and knowledge management. The Association seeks to increase public understanding of the many challenges that coaches and players must address and be prepared for.

To be a leading centre of excellence in coaching, teaching, learning, and research and development of related technologies:

- To provide a forum to enable communications, exchange of ideas and open discussions.
 - To enable students, players, coaches and teachers of different background and culture to work together on areas including projects, development of concepts and other academic or professional advancement.
 - To leverage on the internet and other technology to allow for easy access, storage, retrieval and exchange of ideas, information and data.
- (d) To promote the Association’s objects in both Hong Kong and any part of the world.
 - (e) To protect and promote the interests of the members of the Association.

- (f) To foster communication and networking amongst the Association's members.
- (g) To publicize the Association and assist in the recruitment of members of the Association.
- (h) To enter into any agreement, affiliation agreement or contract with any institutions or other professional organizations for any of the objects of the Association.
- (i) To hold on a regular basis local and international events, games and competitions.
- (j) To propose and control the selection of Hong Kong lacrosse representative team in regional and international events, games and competitions.
- (k) To provide for the delivery and holding of lectures, exhibitions, meetings, classes, performances and conferences calculated directly or indirectly to promote the objects of the Association.
- (l) To prepare, print and publish programmes, brochures, posters, magazines, periodicals, circulars, leaflets, books, video tapes, compact discs, films and other works of every description which may be thought desirable for the promotion of the objects of the Association and to distribute among its members and others information on all matters affecting the said objects and in these activities undertake the duties of printers, publishers, advertising and publicity agents.
- (m) To liaise with other professional bodies with similar objects, whether in Hong Kong or elsewhere.
- (n) For the purposes of the Association, to plan, provide, establish and maintain collections of literature, films and practices and to afford other facilities for the use of the same.
- (o) To maintain and enforce code of professional conduct for the members and associates to observe.
- (p) To undertake and execute any charitable or educational trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (q) To promote and enhance public understanding of the urgency and need for any or all the objects of the Association.
- (r) To initiate, promote, plan, provide, manage, establish and develop the framework for the development of policies, proper planning and execution of activities incidental or conducive to the attainment of the objects of the Association.
- (s) To raise money by subscription and other lawful means and to solicit, receive and enlist financial and other aid from individuals, trusts, associations, societies, institutions and other organizations or authorities, for the purpose of the objects of the Association or any of them.
- (t) To endeavor to obtain, manage and invest funds for the development and proper maintenance of the Association not immediately required in or upon such investments

securities, bonds, obligations or properties or otherwise in such manner which may, from time to time, be determined.

- (u) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world which the Association may think necessary or convenient for the promotion of its objects and to construct, administer and manage properties and funds necessary for the achievement of the purposes, aims and objects of the Association.
- (v) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way.
- (w) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association as may be thought expedient with a view to the promotion of its objects.
- (x) To undertake other activities including but not limited to:
 - (aa) To construct, maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the Association.
 - (bb) To cooperate or affiliate with any other agency, group, institution, company, association, association or body having objects altogether or in part similar to those of the Association and not formed for profit provided that any step so taken shall not be inconsistent with the objects of the Association or involve any activity or disbursement of funds not conducive to such objects.
 - (cc) To liaise and cooperate with and advise and assist governmental agencies in any matter which concerns any one or more of the objects of the Association.
 - (dd) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects, or any of them and to obtain from any such Government or authority any rights, privileges, and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
 - (ee) To retain and employ all such officers, employees and professional or technical advisers and workers in connection with the objects of the Association and to pay such reasonable and proper fees, salaries, wages, gratuities and pensions in return for services rendered to the Association as may be thought expedient.
 - (ff) To screen, examine, choose, admit or reject person or persons to participate, subscribe to or join the scheme or activities provided by the Association on such terms and conditions as the Association may determine and subject to such limitations and regulations as the Association may impose from time to time.
 - (gg) To open and to operate a banking account or accounts with any bank or banks for the purposes of the Association and for such purposes to make, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.

- (hh) To amalgamate with any companies, institutions, societies or associations having the main objects similar to those of the Association.
- (ii) To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Association; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Association's interests.
- (jj) To ensure that the Association is registered or recognized in any country or place outside Hong Kong where its activities require such registration.
- (kk) Generally to do all such other lawful acts matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

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

Fourth: The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association.

Fifth: The liability of the members is limited.

Sixth: Every Ordinary Member, Life Member, Corporate Member and Honorary Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is an Ordinary Member, Life Member, Corporate Member and Honorary Member or within a year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, for 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 shall not exceed Two Hundred Hong Kong Dollars (HK\$200.00).

Seventh: If upon the winding up or dissolution of the Association there remains, after the satisfaction of all 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/or other approved charitable institution(s), and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as what is imposed on the Association by virtue of the Fourth Clause hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by a Judge of the Courts of Hong Kong which may have or acquired jurisdiction in

the matter, and in so far as effect cannot be given to the aforesaid provisions, then to some charitable objects.

Eighth: Sufficient accounting records shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be opened to the inspection of the Members, Once at least in every financial year the financial statements of the Association shall be examined and the correctness of the financial statement ascertained by one or more Authorized Auditor(s), or Certified Public Accountants (Practising) under Professional Accountants Ordinance.

THE COMPANIES ORDINANCE (CHAPTER 622)

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

ARTICLES OF ASSOCIATION

OF

HONG KONG LACROSSE ASSOCIATION LIMITED
香港棍網球總會有限公司

Part B Other Articles

Interpretation

1. In these articles---

“Ordinance” means the Companies Ordinance, Chapter 622 Laws of Hong Kong SAR, and every other ordinance incorporated therewith, or any ordinance substituted therefor and in the case of any such substitution the references herein to the provision of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance.

“the Association” means “HONG KONG LACROSSE ASSOCIATION LIMITED
香港棍網球總會有限公司”

2. In the articles, unless the context requires otherwise:

- i. “Ordinary Member” means an individual, in good standing and has satisfied all other requirements for membership as determined by the Board from time to time and having voting rights at every general meeting of the Association.
- ii. “Life Member” means an individual who has been an Ordinary member and invited by the Board to be admitted, in good standing and has satisfied all other requirements for membership as determined by the Board from time to time, and having voting rights at every general meeting of the Association.
- iii. “Corporate Member” means a body corporate, who has been invited by the Board to be admitted, in good standing and has satisfied all other requirements for membership as determined by the Board from time to time, and having voting rights at every general meeting of the Association.
- iv. “Honorary Member” means an individual, who has been invited by the Board to be admitted, in good standing and has satisfied all other requirements for membership as determined by the Board from time to time, and having voting rights at every general meeting of the Association.

- v. "Associate Member" means an individual, and associated with the Association and has satisfied all other requirements for Association membership as determined by the Board from time to time but without having voting rights at any general meeting of the Association.
 - vi. "Junior Member" means an individual, under 18 years old and a registered student of the Association and has satisfied all other requirements for Association membership as determined by the Board from time to time but without having voting rights at any general meeting of the Association.
 - vii. "Student Member" means an individual, aged 18 years old or above and a registered student of the Association and has satisfied all other requirements for Association membership as determined by the Board from time to time but without having voting rights at any general meeting of the Association.
 - viii. "Club Member" means sport club or sport organization with similar objective(s) to the Association and has satisfied all other requirements, as well as payment of prescribed fee, for Club membership as determined by the Board from time to time but without having voting rights at any general meeting of the Association.
 - ix. "Board" means the Board of Directors of the Association.
 - x. "Director" means a member of the Board of Director of the Association.
 - xi. "Members" means all memberships collectively, including Ordinary Member, Life Member, Corporate Member, Honorary Member, Associate Member, Junior Member, Student Member and Club Member.
3. These articles shall be construed with reference to the provisions of the Companies Ordinance, Cap. 622, and terms used in these articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
- i. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
 - ii. Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include companies or corporation.
 - iii. Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association.
4. The Association is established for the objects expressed in the Part A Mandatory Articles of the Articles of Association.

Members

5. The Association consists following categories of membership:-
- Ordinary Member;
 - Life Member;
 - Corporate Member;
 - Honorary Member;
 - Associate Member;
 - Junior Member;
 - Student Member; and
 - Club Member.
- i. No person shall be member unless he completes, signs and submit an application form in writing or electronically, in the manner, and at such times as shall be prescribed by the Board from time to time. Furthermore, no person shall be admitted as members unless approved by the Board and entrance fee, except for Life Member, had full paid by the person, and such entrance fee shall be determined from time to time by the Board.
- ii. Before admitting an individual to Ordinary membership, the Board must be satisfied that the individual:
- a. has been an Associate Member for a period of not less than three years;
 - b. has made a positive contribution towards the promotion and active encouragement of the Association;
 - c. has paid any annual subscription due in accordance with applicable article(s) in this Articles of Association; and
 - d. application made by that individual.
- iii. Ordinary Members, Corporate Members and Honorary Members shall be entitled to vote at all general meetings of the Association if the annual subscription to be paid by them, and such fee shall be determined from time to time by the Board.
- iv. Life Members shall be entitled to vote at all general meetings of the Association. They are not required to pay the annual subscription fee for life.
- v. Associate Members, Junior Members, Student Members and Club Members shall have no right to vote at any general meeting of the Association. Their annual subscription fee is so required shall be determined from time to time by the Board.
6. The number of Ordinary Members, Life Members, Corporate Members and Honorary Members with which the Association proposes to be registered is 10,000, and there is no restriction on the number of Associate Members, Junior Members, Student Members and Club Members.
7. All eligible persons may apply for membership of the Association and shall be admitted to the class of membership of the Association corresponding to that person's category of membership.
8. The Board may refuse application for membership from any person without giving reason.
9. A member shall cease to be a member, as the case may be, of the Association:-

- i. if he shall cease to be a member, as the case may be, of the Association for any reason and shall be reinstated only if his membership of the Association has been re-instated; or
- ii. if he resigns by notice in writing given to the Board, such resignation takes effect at the expiration of such notice or at an earlier date as the Board may determine; or
- iii. if he fails, within 1 months from the first calendar day of each accounting reference period or financial year as specified in article 12 for annual subscription fee, or 28 days of service on him in accordance with article 72 hereof a notice requiring him to pay any other sum of money due from him to the Association, to pay such other sum of money, and in either case the Board shall so resolve whether to remove such person from register of members or suspend his membership; or
- iv. if his conduct is considered repugnant to the objects of the Association.

Article 9iii does not apply to Life members.

10. If any member has behaved in a manner calculated to be unduly to the inconvenience of the other members of the Association or likely to be injurious to the reputation or interests of the Association, the Board may by resolution call upon such member to resign from the Association forthwith and if he fails to resign, may by resolution strike his name off the register of members or may suspend his membership for such period of time as the Board deems expedient. Provided that at least 14 clear days before the meeting at which such resolution of the suspension or expulsion of the member is passed, the member shall have had notice thereof and of the intended resolution and shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation which he may think fit.
11. The rights and privileges of a member shall be personal and shall not be transferable by his own act or by operation of law, and shall cease upon his death, or upon his ceasing from any cause to be a member.

Membership Dues

12. All annual subscriptions payable under this Articles of Association shall be due and payable on the first calendar day of each accounting reference period or financial year of the Association or, in the case of members admitted after that date on the date of admission.
13. All fees shall be payable in advance at such rates and at such times as the Board may from time to time determine subject to such limits from time to time imposed by the Association. No member of the Association whose yearly subscription is in arrears shall be entitled to vote on any occasion whatsoever until he has fully paid up all membership and/or other fees due to the Association. The amount of membership and entrance fees pertaining to each class of membership in the Association shall be determined from time to time by the Board.

Articles 12 and 13 do not apply to Life members.

General Meetings

14. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold an annual

general meeting, which within nine months after the end of accounting reference date, and at such time and place as may be prescribed by the Board. The Board shall have the right to hold any general meeting in Hong Kong SAR and elsewhere in the world.

15. All general meetings other than annual general meetings shall be called general meetings.
16. The Board may when it thinks fit, convene a general meeting. If the Board is required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the Board does not call a general meeting in accordance with section 567 of the Ordinance, the Ordinary Members, Life Members, Corporate Members and Honorary 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

17. An annual general meeting shall be called by not less than 21 days' notice in writing at the least, and general meeting or a meeting for the passing of a special resolution shall be called by not less than 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of meeting and, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
 - i. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed---
 - ii. in the case of a meeting called as the annual general meeting, by all the Ordinary Members, Life Members, Corporate Members and Honorary Members entitled to attend and vote thereat; and
 - iii. in the case of any other meeting, by a majority in number of Ordinary Members, Life Members, Corporate Members and Honorary Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 percent of the total voting rights of all the Ordinary Members, Life Members, Corporate Members and Honorary Members entitled to attend and vote at that meeting.
18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

19. An annual general meeting shall include consideration and adoption of audited financial statements and the reports of the Board and the Auditors, the election of Directors and other officers in the place of those retiring, and the fixing of the remuneration of the Auditors.
20. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present

until the conclusion of the meeting; save as herein otherwise provided, 5 (five) Members or 10 percent of the total voting rights of all Members entitled to attend, whichever is the lower, present in person or by proxy shall be a quorum.

21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisitions of Ordinary Members, Life Members, Corporate Members and/or Honorary 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, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, any number of Ordinary Member(s), Life Member(s), Corporate Member(s) and/or Honorary Member(s) present shall be a quorum.
22. The Chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Association, or if there is no such Chairperson, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Board presents shall elect one of their Directors to be Chairperson of the meeting.
23. If at any meeting no Director is willing to act as Chairperson or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Ordinary Members, Life Members, Corporate Members and Honorary Members present shall choose one of their members to be Chairperson of the meeting, or if no such member be present or willing to take the chair the meeting shall stand adjourned.
24. The Chairperson 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - i. by the Chairperson; or
 - ii. by at least 5 Ordinary Members, Life Members, Corporate Members and/or Honorary Members present in person or by proxy; or
 - iii. by any Ordinary Members, Life Members, Corporate Members and/or Honorary Members present in person or by proxy and representing not less than 5 percent of the total voting rights of all the Ordinary Members, Life Members, Corporate Members and/or Honorary Members having the right to vote at the meeting.
 - iv. Unless a poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - v. The demand for a poll may be withdrawn.

26. Except as provided in article 25, if a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. In the case of 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, shall be entitled to a second or casting vote.
28. A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.

Votes of Ordinary Members, Life Members, Corporate Members and Honorary Members

29. Every Ordinary Member, Life Member, Corporate Member and Honorary Member shall have one (1) vote and shall be entitled to vote and attend all general meetings of the Association.
30. No Ordinary Member, Corporate Member and Honorary Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as Ordinary Member, Corporate Member or Honorary Member have been paid.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing.
32. A proxy must be Ordinary Member, Life Member, Corporate Member or Honorary Member of the Association and that the proxy must himself entitle to vote and attend the meeting, i.e. no outstanding fee payable to the Association.
33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority shall be manually/physically deposited at the registered office of the Association.
 - i.
 - a. Ordinary Member, Life Member, Corporate Member or Honorary Member should visit the registered office of the Association with his identity document for identification purpose and complete and sign the proxy form.
 - b. Ordinary Member, Life Member, Corporate Member or Honorary Member can submit the signed proxy form by mail or electronic means, provided that member has submitted his signature to the Association in prior and the Association can verify his signature.
 - ii. 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.

- iii. 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.
- iv. 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.
- 34. The instrument appointing a proxy shall be in the form as prescribed by the Board from time to time.
- 35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Directors

- 37. i. The number of Directors shall not be less than two and more than seven. All Directors, except the Directors appointed pursuant to article 37ii, must be Ordinary Member, Life Member, or Honorary Member, and with at least 3 years membership as Ordinary Member; or any Life Member or Honorary Member without minimum membership requirement with the Association. The names of the first Directors shall be determined in writing by the Founder Members of the Articles of Association ("Founders").
- ii. Any Corporate Member, being a sponsoring body who has been invited and admitted by the Board as a Corporate Member of the Association, is eligible to appoint any person to act as a Director of the Association, during its sponsorship. Such person so appointed is not required to be a Member of the Association, and not subject to any election nor rotation provisions specified in this Articles of Association. Such Director so appointed may be removed by the Corporate Member who appointed him. Appointments and removals shall be made by notice in writing (including electronic means) to the Association from the Corporate Member and shall be effective from the effective date stated in such notice of appointment or removal or, if no effective date is stated, from the time when such notice is received by the Board of the Association. In any case, no such Director shall hold office for more than twelve years consecutively since he first nominated by the Corporate Member to act as Director of the Association.
- iii. The appointment of Director in accordance with article 37ii terminates -

- a. if the appointer revokes the appointment by notice in writing (including by electronic means) to the Association;
 - b. if the appointor ceases its sponsorship; or
 - c. if the Director is disqualified for any reasons in accordance with article 46.
38. The Directors shall elect amongst themselves a Chairperson and he shall preside as Chairperson of the Association in every Board meetings, unless he shall not be present within 15 minutes after the time appointed for the holding of Board meeting or is absent from Hong Kong or has given notice to the Board of his intention not to attend the meeting, the Directors present shall elect one of their Directors to be Chairperson of the Board meeting. Chairperson shall be entitled to a second or casting vote in case of an equality of votes.
39. i. Directors may be appointed to any salaried office of the Association. Nothing in these articles of Association shall prevent payment, in good faith, by the Association of reasonable and proper remuneration to any Director of the Association in return for any services actually rendered to the Association. A Director's remuneration may take any forms and include any arrangements in connection with the payment of a retirement benefit to or in respect of that Director.
- ii. Directors shall be reimbursed all actual outgoings and other expenses incurred by them in connection with business or activities of the Association. However, such expense so reimbursed must pre-approved in advance by the Board.

Borrowing Powers

40. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Association.

Powers and Duties of Directors

41. The business of the Association shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to 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 regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.
42. The Board may from time to time and at any time enter into affiliation agreements with any other professional associations or bodies in Hong Kong or elsewhere for the promotion and development of the objects of the Association.
43. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with

such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
45. The Board shall cause minutes to be made in books provided for the purpose ---
 - i. of all appointments of officers made by the Board;
 - ii. of the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - iii. and of all resolutions and proceedings at all meetings of the Association, and of the Board, and of committees of the Board.

Disqualification of Directors

46. The office of a Director shall be vacated if the Director:
 - i. becomes bankrupt or makes any arrangement or composition with the creditors generally; or
 - ii. becomes prohibited from being a Director by law or by reason of a Court Order made under the Companies (Winding Up and Miscellaneous Provisions) Ordinance Chapter 32 of the Laws of Hong Kong or if he is convicted of an indictable offence; or
 - iii. becomes of unsound mind or is found to be a lunatic; or
 - iv. resigns his office by notice in writing to the Association given in accordance with section 464 of the Ordinance; or
 - v. fails to attend the Board meetings for 3 consecutive times without reasonable excuse acceptable by the Board; or
 - vi. is removed by an ordinary resolution of the Association; or
 - vii. is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Association's business) with the Association and, if his interest in the transaction, arrangement or contract is material, fails to declare the nature of his interest in manner required by section 536 of the Ordinance; or
 - viii. ceases to be Ordinary Member, Life Member, or Honorary Member of the Association. Appointed Director, specified in article 37ii, does not need to be a Member of the Association.

Election and Rotation of Directors

47. At every annual general meeting at least one-third of the Board, excluding the Directors specified in article 37ii, for the time being shall retire from office. The Directors to retire shall be those who have been longest in office since their last election, but as between the Directors elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by casting of lots. In any case, no Director, including the Directors specified in article 37ii, shall hold office for more than twelve years consecutively and must be retired at the conclusion of twelfth annual general meeting since he first appointed.
48. The election of Directors shall be conducted as follows:
- i. The Board shall determine criteria for Ordinary Member, Life Member or Honorary Member stand for election of directorship from time to time. Such criteria shall include, but not limited to:-
 - a. has been an Ordinary Member, for not less than three years; a Life Member; or any Honorary Member without minimum membership requirement;
 - b. in good standing;
 - c. has made positive contribution(s) towards the Association; and
 - d. no outstanding fee payable to the Association.

Article 48id does not apply to Life members.

- ii. Any three Ordinary/Life/Corporate/Honorary Members may propose any eligible person to serve as a Director having previously received his assent; Nominations must be in writing, in a form approved by the Board in its absolute discretion, and must be deposited at the registered office of the Association not less than 21 or more than 60 days before the day appointed for the Annual General Meeting, unless the Board shall decide that a shorter period shall apply;
 - iii. Each candidate may submit to the Company Secretary an election address of not more than 250 words.
49. Nomination Committee shall be formed for each election and constituted by any two (2) Directors from the Board shall be appointed. Nomination Committee shall be responsible for validate and confirm the nominees meet all criteria of election of directorship.
50. The Association at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director 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 Director shall have been put to the meeting and lost.
51. No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting provided that his nomination has been deposited and validated in accordance with article 48.
52. The Board shall have power at any time, and from time to time, to appoint any Ordinary, Life or Honorary Member to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these articles. Any Director so appointed shall

hold office only until the next following annual general meeting and shall then be retired but being eligible for election, but shall not be taken into account in determining the Directors who shall be retired by rotation under article 47 at such meeting. Office by appointment under this article shall not be regarded as complete year of service for determining number of years consecutively serving in Board under article 47.

53. The Association may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such Director.
54. The Association may by ordinary resolution appoint an Ordinary, Life or Honorary Member in place of a Director removed from office under the immediately preceding article. Without prejudice to the powers of the Board under article 52 the Association in general meeting may appoint an Ordinary, Life or Honorary Member to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Proceeding of Directors

55. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote in accordance with article 38. A Director may at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of Board to any Director for the time being absent from Hong Kong.
56. No business shall be transacted at any Board meeting unless a quorum of not less than 50% of the total number of Board is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
57. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.
58. The Chairperson of the Board shall be the Chairperson of their meetings, but, if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose among themselves a Chairperson of the meeting.
59. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
60. A committee may elect a Chairperson of its meetings; if no such Chairperson is elected, or if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the same, the Members present may choose among themselves to be a Chairperson of the meeting.

61. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote.
62. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
63. A resolution in writing, signed by the majority of Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
64. A Director shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

Secretary

65. The secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. In the event that the secretary appointed is a corporation or other body corporate, it may act and sign by the hand of any one or more of its Directors or officers duly authorized.
66. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Directors and as, or in place of, the secretary.

Accounts

67. The Board must keep accounting records of the Association that:-
 - i. comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance, and
 - ii. enable the Board to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.
68. Subject to the Eighth Clause of Part A Mandatory Articles of the Articles of Association, the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Ordinary, Life, Corporate or Honorary Members not being Directors, and no Ordinary, Life, Corporate or Honorary Member (not being a Director) shall have any right of inspecting any of the accounting records or document of the Association except as conferred by the Ordinance or authorised by the Board or by the Association in general meeting.
69. The Association shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Association in annual general meeting the reporting documents as are referred to in Section 375(2) and Division 6 of Part 9 of the Ordinance.
70. A copy of the reporting documents (as specified in section 357(2) of the Ordinance) which is to be laid before the Association in annual general meeting shall not less than twenty-

one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Association.

Provided that this article shall not require a copy of those documents to be sent to any person of the Association of whose address the Association is not aware.

Audit

71. At each annual general meeting an Auditor or Auditors shall be appointed, and his or their duties regulated in accordance with the applicable statutory requirements.

Notices

72. Notice from the Association must be given:-

- i. in hard copy form to Members personally or by sending it through the post to him at his registered address; or
 - ii. in electronic form to Member's electronic address; or
 - iii. by making the notice available on a website, or partly by one of those means and partly by another.
73. i. Every Member shall from time to time notify the Association of the place of residence in Hong Kong to be registered as his place of address and the place from time to time so registered shall for the purposes of any ordinances and these presents and all matters relating to the Association be or be deemed to be his place of residence, and is hereinafter referred to as his registered address.
- ii. Every Member shall from time to time notify the Association their electronic address in order to enable effective and timely communication between Members and the Association.
- iii. If the Association had been provided an electronic address by Members, it is to be regarded as having agreed that notice calling a general meeting and any document or information relating to that general meeting may be sent by electronic means to that electronic address.
74. If any Member fails to notify the Association of his registered address or electronic address, he shall not be entitled to receive notice of any general meetings or other proceedings of the Association, and no meetings or proceedings shall be invalidated by reason of his not having received such notice as aforesaid. For the purposes of this article, notification shall be deemed to have been given only if it is actually received in writing and acknowledged at the registered office of the Association.
75. Any accidental omission to give notice to, or any non-receipt of notice by, any person entitled to receive notice must be disregarded for the purpose of determining whether notice of the meeting or resolution duly given.
76. Any notice required to be given to the Members under these articles may be in the Chinese or English language or both.
77. Notice of every general meeting shall be given in any manner hereinbefore authorized to:

- i. every Member; and
- ii. the auditors for the time being of the Association.
- iii. No other person shall be entitled to receive notices of general meetings.

Indemnity

78. Every Director, administrator, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the court.

Auditor's Insurance

79. i. The Board 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
 - 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.
- ii. 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.

Winding Up

80. The provision of the Seventh Clause of the Part A Mandatory Articles of the Articles of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these articles.

Names, Addresses and Descriptions of Subscribers

Signed Hou Chung Ming

HOU, Chung Ming 侯仲銘

16E, Tower 2, Dragon Center, 25 Wun Sha Street, Causeway Bay, Hong Kong
Merchant

Signed Tai Joyce

TAI, Joyce 戴君儀

9B, Charming Court, 55 First Street, Sai Ying Pun, Hong Kong
Merchant

Signed Fung Kin Wai

FUNG, Kin Wai 馮建威

Flat E, 1/F., Kiu Yue Mansion, 90 Lok Shan Road, Tokwawan, Kowloon
Merchant

Dated 02 August 2013

WITNESS to the above signatures

Kyle Tse, Manager
903 Dannies House, 20 Luard Road,
Wanchai, Hong Kong