
7.0

Issue AEA Update

Action by Council For Information

Presented by Ar. Tony Wong

Contents

1. AEA Progress Report
2. AEA Certificate of Incorporation
3. AEA Articles of Association

ACSR – ARCASIA Emergency Architect (AEA)

Progress Report to ARCASIA Council

On 4 November 2019, Dhaka

Progress to Date

1. APDC Train the Trainer Session
Two (2) workshops were held. The first one was organized by Indonesia (Zone B) in Yogyakarta in April 2018. There were 19 participants from 6 countries (Bangladesh, Hong Kong, India, Indonesia, Malaysia, and Sri Lanka). The second one was organized by Pakistan (Zone A) in Islamabad in October 2018. A total of 24 participants from 6 countries (Hong Kong, Korea, Malaysia, Nepal, Pakistan and Sri Lanka) attended.
2. Formation of Legal Entity in Hong Kong
Legal entity was officially registered in Hong Kong on 28 June 2019 with three (3) Directors, namely: the late Ar Barry Will, Ar Joseph Kwan and Ar Tony Wong. With the sad passing of Ar Barry Will, the remaining Directors invited Ar Marvin Chen (IPP HKIA) to take his place. Registration of the replacement Director is in progress.
3. Formation of new Finance Identity
An accountant has been appointed to help and pending the changing of directorship from Barry Will to Marvin Chen, we can complete the process. Target to complete by end of December 2019.
4. Inauguration of AEA at ACSR Roundtable held in Hong Kong on 14 September 2019. The Official Launching of AEA will be held during the ARCASIA Council Meeting in Dhaka on 5 November 2019. A Signing Ceremony in support of the AEA Mission will be carried out by the 21 ARCASIA Members Institutes during the Council Meeting.
5. AEA Business Plan – Framework to be endorsed in the Council Meeting

AEA Business Plan

Objectives of ARCASIA Emergency Architects are:

1. to support and develop architects' humanitarian engagement in Asia Pacific, thus to contribute to the development of architecture
2. to train architects with skills to help populations affected by natural, technological or human disasters
3. to preserve and promote architectural, historical and cultural world heritage.

Focus of ARCASIA Emergency Architects will be:

1. Risk Prevention: Analyze relevant environmental, urban, technological and architectural factors with regards to rebuilding safety
2. Capacity Building: Preserve traditional know-how while adding features to make them resilient and resistant to future disasters
3. Rebuilding: Relevant environmental, urban, technological and architectural factors with regards to rebuilding

Business Model

1. AEA to provide platform for training, sharing of best practices and latest development in the field, crisis support and after incident recovery
2. A Community for exchanging of intelligence, best practices and to provide mutual support if appropriate.
3. Physical delivery primarily by local institutions and architects
4. Potential support on international aide
5. Build up a resources database with directories on expertise, organizations, research and publications

Operations Model

1. Training through physical in person (training / train the trainer) as well as virtual means;
2. Small international team primarily on coordination and Centre of Excellence
3. Appropriated scale and staffed local team on execution.
4. Ownership to drive rests with the three Regional VP's.
5. Eventual Certification as means to ensure competency and recognition.
6. Prioritize on Social Media for communications and collaboration

Finance Model

Income:

ARCASIA (Seed Money)

Potential Government Funding

Industry Sponsorship

Expenditure

Basic Admin Charges- Legal, Accountancy, and Secretarial

Marketing: Content, Hosting Social Network, Traditional Media, Symposium & Conferences

Training: Building Content and initial training, and T&E

Growth Model

1. Growth in coverage within ARCASIA member countries over a 10 years plan

2. Establish Asia Emergency Architects as a credible organization in international field of Emergency Support
3. Establish Asia Emergency Architect as a trusted partner with local governments and NGOs in Disaster Mitigation, Emergency Support and Recover, Post-disaster Planning and Reconstruction

Challenges

1. Needs and preparedness differs widely among the three ARCASIA Zones and Member Institutes
2. Priority of Government and Member Institutes varies across Zones and Countries
3. Situation and Issues of each disaster differs
4. Experience in managing disaster does not come too often
5. Collaboration among Members Institutes challenging due to communications preferences
6. Funding

Success Factors

1. # of Architects Trained
2. # of Architects/Man hours participating in Disaster Recovery efforts
3. Record of Disasters Supported
4. # of people/communities benefitted
5. Value generated through pro bono work both input and output
6. Official recognitions from local governments or institutions

Timeline

2019-20

Charter Alignment (done)
Forming AEA Legal Entity (done)
Formation of AEA Finance Entity (target end Dec 2019)
AEA Business Plan (target endorsement by Council Nov 2019)
Set Up Training Programme (Curriculum and Delivery Model)
Set Up AEA Exchange Community

2020-2022

Set Up international Best Practice and Intelligence Centre
Set Up Cross Disciplinary AEA Support Models
Pilot Full AEA Set Up in 10-15% (2-3) of ARCASIA Member Institutes
Start AEA in at least 25% (5-6) of ARCASIA Member Institutes

2022-2024

Establish Government Recognition as a valued member of the Emergency Team

Determine Success Factor and KPIs
Explore Certification model
Full AEA Set Up in 25% (5-6) of ARCASIA Member Institutes
Start AEA in at least 50% (10-11) of ARCASIA Member Institutes

2024-26

Decision on Model fo Certification Programme.
Full AEA Set Up in 50% (10-11) of ARCASIA Member Institutes
Start AEA in at least 75% (16-17) of ARCASIA Member Institutes

2026-28

Certification Programme ready for accreditation
Full AEA Set Up in 75% (16-17) of ARCASIA Member Institutes
Start AEA in all (22+) of ARCASIA Member Institute

2028-30

Full Accredited Certification Programme in place
Full AEA Set Up in all (22+) of ARCASIA Member Institutes

Prepared by:

Thomas Cheung
Joseph Kwan
Tony Wong

編號 2846727

No.



公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

ARCASIA EMERGENCY ARCHITECTS LIMITED

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance
在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is
有限公司。
a limited company.

本證明書於二〇一九年六月二十八日發出。
Issued on 28 June 2019.

香港特別行政區公司註冊處處長鍾麗玲

Ms Ada L L CHUNG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

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

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

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee ARTICLES OF ASSOCIATION

OF

ARCASIA EMERGENCY ARCHITECTS LIMITED

Part A Mandatory Articles

- 1st The name of the company (the “Association”) is **ARCASIA EMERGENCY ARCHITECTS LIMITED** (hereinafter referred to the “Association”)
- 2nd. The Registered Office of the Association will be situated in the Hong Kong Special Administrative Region of The People’s Republic of China.
- 3rd. The objects for which the Association is established are :
 - (1) To provide professional architectural advice and material assistance to populations and communities affected by natural or technological disasters within the operations territory, and to bring the skills of architects and other construction professionals to the aid of disaster victims to assist in the reconstruction of habitats and critical infrastructure (including but not limited to hospitals and medical centres, schools, water towers, roads, etc.);
 - (2) To develop, distribute, provide and deliver action programmes within the operations territory for preparedness assistance, emergency response and reconstruction with the involvement of architects and other construction professionals and related personnel, managing risk and providing appropriate and sustainable assistance to populations affected by natural or technological disasters;
 - (3) To develop, distribute, provide and deliver training programmes within the territory of its operations for architects and other construction

professionals, semi-professionals, tradespersons, semi-skilled and unskilled construction workers;

- (4) To address not only the technical and architectural contexts of disaster locations but also social, environmental and cultural aspects of the reconstruction, respecting local environments to encourage and create decent and sustainable solutions;
- (5) To help redevelop disaster-affected local economies with sustainable works including but not limited to doing so by favouring the use of local materials, by educating populations and by encouraging the local development of emergency architecture practice;
- (6) To support and develop the humanitarian commitment of architects in the operations territory and worldwide, and to contribute to the promotion and development of architecture;
- (7) The operations territory includes principally but is not necessarily limited to the member countries and territories of ARCASIA as amended from time to time;
- (8) In furtherance of the above charitable objects but not otherwise, the Association may undertake activities in any part of the world which include but are not limited to:
 - (a) applying for, inviting and collecting from any members of the Association or from any other persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance;
 - (b) granting donations, scholarships, financial or material assistance, including payment of passages, travels, living allowances and other incidental expenses, and subscribing funds to individuals and institutions and such institutions 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 the 4th Article in Part A hereof;
 - (c) aiding in the establishment, maintenance and support of non-profit making institutions and organizations, hospitals, schools, universities and places of learning, charities of all kind and descriptions;

- (d) acquiring, accepting leases of, purchasing, taking, developing, improving, managing or otherwise holding and enjoying any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situated;
- (e) selling, letting, exchanging, mortgaging, or otherwise turning to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situated;
- (f) acquiring, by purchasing or otherwise, goods and chattels of whatsoever nature or kind;
- (g) disposing of or turn to account any goods and chattels of whatsoever nature or kind;
- (h) investing moneys on deposit in any bank, financial institution in Hong Kong or elsewhere in the world or in any government bonds or mortgage of any lands, buildings, messuages or tenements in Hong Kong or elsewhere in the world, or in debentures, debenture stocks, stocks, funds, warrant, bonds, shares or securities of any corporation or company business in Hong Kong or elsewhere in the world. Such investments may at any time be varied and are made in a reasonable and prudent manner;
- (i) drawing, making, accepting, endorsing, discounting, negotiating, executing and issuing promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;
- (j) undertaking and executing any trusts which is conducive to the Association's objects;
- (k) subject to 4th Article in Part A, appointing any trustees or agents and hiring any employees to hold, administer and manage all or any part of the property and assets of the Association on such terms as to remuneration or otherwise as it may think fit;
- (l) subject to 4th Article in Part A, employing and remunerating and,

from time to time if thought fit, dismissing and replacing with others such employees and staff as the Association may think fit, and lawyers, accountants, surveyors and other professional or non-professional advisers or consultants as may be considered expedient;

- (m) indemnifying any member of the Association in respect of any liability incurred by him in his proper and reasonable action in connection with the furtherance of the objects of the Association;
- (n) obtaining any enactment or order to enable the Association to effect any of its objects or for effecting any modification of the Association's Articles of Association or for any other purpose which may seem expedient;
- (o) vesting any real or personal property, rights or interest acquired or belonging to the Association in any person for the benefit of the Association with a declaration in favour of the Association;
- (p) amalgamating with any companies, institutions, societies or associations which are charitable at law and have objects similar to those of the Association and such companies, institutions, societies or 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 the 4th Article in Part A hereof;
- (q) procuring that the Association be registered or recognized in any part of the world;
- (r) co-operating with any local or public authority or other body;
- (s) supporting or opposing any proceedings or applications which may seem calculated to benefit or prejudice the Association's interest; and
- (t) paying out of the funds of the Association all expenses which the Association may lawfully pay with respect to the incorporation and

registration of the Association.

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

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 employees and employers or organizations of employees and organization of employers.

- 4th. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Articles of Association.
- (2) Subject to sub-clauses (4) and (5) below, no portion 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 the Members of the Association.
- (3) No member of the Executive Council or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Association to any member of the Executive Council or governing body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or any other persons as permitted by the Executive Council, or to any Member of the Association not being a member of the Executive Council or governing body of the Association in return for any services actually rendered to the Association.

(5) Nothing herein shall prevent the payment, in good faith, by the Association :-

- (a) to any member of the Executive Council of out-of-pocket expenses;
- (b) of interest on money lent by any Member of the Association or its Executive Council or governing body at a rate per year not exceeding 1% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Association or of the Executive Council or governing body;
- (d) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Association or a member of the Executive Council or governing body 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.

(6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.


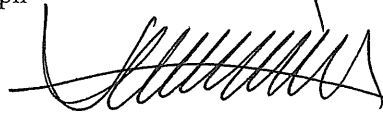
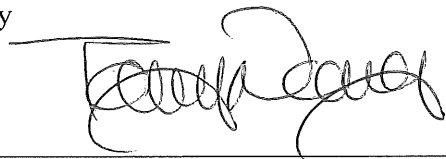
5th. The liability of the Members is limited.

6th. Every Member of the Association undertakes to contribute an amount not exceeding Hong Kong dollars one hundred only to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7th. If upon the winding up or dissolution of the Association there remains, after the

satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of 4th Article in Part A above, such institution or institutions to be determined by 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 regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members	
Barry Fegan WILL 韋栢利	
KWAN Kwok Lok Joseph 關國樂	
WONG Shou Fat Tony 黃守發	

Acknowledgement
Companies Registry
H.K.

14/05/2019 14:56:59
Submission No/Seq No: 221403076/2
CR No:
Sh. Form. AAG

Part B Other Articles

INTERPRETATION

1. In these Articles, except where the context otherwise requires:—

- “Articles”** means the Articles of Association of the Association for the time being in force;
- “Executive Council”** means the governing body of the Association established for the time being for the administration and management of the affairs of the Association in accordance with these Articles;
- “Executive Councillor”** means any person for the time being appointed as a member of the Executive Council and an Executive Councillor is deemed a director of the Association for the purpose of the Ordinance;
- “Hong Kong”** means the Hong Kong Special Administrative Region, the People’s Republic of China;
- “Member”** means such person who is qualified and has been admitted as a member of the Association;
- “Membership”** means the qualification of a person who has been duly admitted as a Member of the Association in accordance with these Articles;
- “Ordinance”** means the Companies Ordinance (Chapter 622, Laws of Hong Kong);
- “Seal”** means the common seal of the Association;
- “in writing”** shall include printed, lithographed, type-written facsimile and electronic transmission.

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.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

Words importing the singular number only shall include the plural, and the converse shall also apply. Words importing any gender shall include other genders.

OBJECTS

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

NUMBER OF MEMBERS

3. For the purposes of registration, the number of Members is declared not to exceed 500 but the Executive Council may from time to time register an increase of Members.

QUALIFICATION OF MEMBERS

4. The rights and privileges of each and every 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 for any cause to be a member of the Association.
5. Every Member shall be bound to further to the best of his ability the objects and interests of the Association, and shall observe all bye-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

ADMISSION OF MEMBERS

6. The Members of the Association shall be (a) the founder members to the Articles of Association and (b) every other person whom the Executive Council shall admit to Membership in accordance with these Articles.

7. Any person applying to be admitted as a Member of the Association shall do so in writing and shall give all such information to the Executive Council as the Executive Council may in its absolute discretion think relevant to the consideration of such application and any such application may be accepted or rejected by the Executive Council at its absolute discretion.
8. No salary, remuneration or allowance shall be paid to any members of the Executive Council or governing body of the Association save as those essential out-of-pocket expenses properly incurred by them in connection with the operation of the Association and shall subject to the rules in relation to reimbursing such out-of-pocket expenses as may be determined and modified by the Executive Council from time to time.

TERMINATION OF MEMBERSHIP

9. The Executive Council shall have the right for good and sufficient reason to terminate the membership of any Member by notice in writing to such Member provided that such Member concerned shall have the right to be heard before a final decision is made.
10. The membership of a Member may be terminated by the Association in the following circumstances:-
 - (a) where he has failed to attend meetings or respond to notices or requests for a consecutive period of 13 months without reasonable explanation to the Executive Council; and /or
 - (b) where his conduct shall in the opinion of the Executive Council render him unfit for membership of the Association;

Provided that at least 14 days before the meeting at which a resolution for terminating the membership of such Member may be passed, the Secretary shall serve on such Member a notice of the meeting and the intended resolution and such Member shall at such meeting and before the passing of such resolution have an opportunity to attend and be heard.

RESIGNATION OF MEMBERSHIP

11. A Member may resign his Membership by no less than one month notice in writing delivered or dispatched to the registered office of the Association or such other place as the Executive Council may direct.
12. In the case of any Member resigns in writing to the Association for whatever reason, his name shall be struck off in the register of the Association.
13. Any person who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Association all monies (if any) which at the time of his ceasing to be a Member may be due from him to the Association.

GENERAL MEETINGS

14. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Councillors shall appoint.
15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. The Executive Councillors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Ordinance. If at any time there are not within Hong Kong sufficient Members capable of acting to form a quorum, any one Executive Councillor or not less than 30% of all the Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Councillors.

NOTICE OF GENERAL MEETINGS

17. An annual general meeting and a meeting called for the passing of a special

resolution shall be called at least by 21 days' notice in writing, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called at least by 14 days' notice in writing. Such 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. The notice shall specify the place, the day and the hour of meeting and, in case of special matters, the general nature of that matter 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 these Articles, entitled to receive such notices from the Association 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 –

- (a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 60% per cent of the total voting rights of all the 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. All matters transacted at an extraordinary general meeting shall be deemed special. All matters transacted at an annual general meeting shall also be deemed special, with the exception of:

- (a) the consideration of the accounts, balance sheets and the reports of the Executive Councillors and auditors;
- (b) the election of Executive Councillors in the place of those retiring; and
- (c) the appointment of, and the fixing of the remuneration of, the auditors.

20. No matter shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to operation and continues to be present until the conclusion of the meeting. Save as otherwise provided in these Articles, 10% of all Members 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 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, or to such other day and at such other time and place as the Executive Councillors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
22. The chairman of the Executive Council, or in his absence the vice-chairman (if any), shall preside as chairman at every general meeting of the Association.
23. If either the chairman of the Executive Council or the vice-chairman of the Executive Council is not present within half an hour after the time appointed for the holding of the meeting or is unwilling to act or is absent or has given notice to the Association of his intention not to attend the meeting, the Executive Councillors present shall elect one of them present at the general meeting to be the chairman of the meeting.
24. If at any general meeting no Executive Councillor is willing to act as chairman or if no Executive Councillor is present within half an hour after the time appointed for holding the meeting, the Members present shall choose one of them to be chairman of the meeting.
25. The chairman of the meeting 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 matter shall be transacted at any adjourned meeting other than the matter 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 previously stated it shall not be necessary to give any notice of an adjournment or of the matter to be transacted at an adjourned meeting.

26. At any general meeting a resolution put to the meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by at least two Members and unless a poll is demanded:-

- (a) by the chairman; or
- (b) by at least 2 Executive Councillors present in person or by proxy; or
- (c) by at least 5 Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the chairman at the meeting 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 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 the resolution.

The demand for a poll may be withdrawn.

27. Except as provided in Article 29, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

29. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any matter other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

30. A resolution in writing signed by all the Members of the Association entitled to receive notice of and to attend and vote at general meetings (or being organizations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

31. Subject to Article 32, at any general meeting, every Member present in person or by proxy shall have one vote, whether on a show of hands or on a poll.
32. No Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as Member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
33. A Member may attend by proxy at any general meeting which he is entitled to attend in person and vote by proxy on any resolution at any such meeting on which he would, if present in person, otherwise be entitled to vote.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at such meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
35. The instrument appointing a proxy shall be in writing in any usual form or such other form as may be approved by the Executive Council, and shall be under the hand of the appointer or of his attorney duly authorized in writing; provided that any form issued to a Member of the Association for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any special matter (determined as provided in Article 19) is to be transacted shall be such as to enable the Member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such special matter. Instruments of proxy need not be witnessed.
36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time

appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

37. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
38. 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.
39. The Executive Council may, at the expense of the Association, send by post or otherwise to Members of the Association instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting either in blank or nominating any one or more of the Executive Councillors or any other persons in the alternative. If, for the purpose of any meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the expense of the Association, such invitations shall be issued to all (and not to some only) of the Members entitled to be sent a notice of the meeting and to vote thereat by proxy.
40. Any organization which is a Member of the Association may by resolution of its executive councillors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise the same powers on behalf of the organization which he represents as that organization could exercise if it were a natural person and Member of the Association.

ADVISERS AND PATRONS

41. The Executive Council may from time to time invite such persons as it may see fit to be advisers and patrons of the Association from one general meeting to the next, unless otherwise determined by the Executive Council.
42. Advisers and Patrons shall have access to notices of general meetings and minutes, and may attend and speak thereat, but shall have no vote.

EMPLOYEES AND OTHERS

43. Subject to 4th Article in Part A of the Articles of Association, officers, clerks, servants and other professional or non-professional advisers or consultants may be employed by the Association on such terms and paid such remuneration as the Executive Council may from time to time determine.

EXECUTIVE COUNCIL

44. Unless otherwise determined by the Association in a general meeting, the number of the Executive Councillors shall not be more than 20 and not less than 2. The names of the first Executive Councillors shall be determined in writing by the founder members to the Articles of Association.
45. At the first annual general meeting and every three years thereafter at the annual general meeting of the Association, one-third of the Executive Councillors shall retire from office; a retiring Executive Councillor shall be eligible for re-election.
46. The Association at the meeting at which an Executive Councillor retires in accordance with Article 45 may fill the vacated office by electing a person to it and in default the retiring Executive Councillor 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 Executive Councillor shall have been put to the meeting and lost.
47. No person other than an Executive Councillor retiring at the meeting shall be eligible for election as an Executive Councillor at any general meeting unless:
- (a) he is recommended by the Executive Council; or
 - (b) not less than 21 clear days before the date set for the meeting, there shall have been left at the registered office of the Association, notice in writing signed by a Member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.

48. The Association may from time to time by ordinary resolution increase or reduce the number of Executive Councillors.
49. The Executive Council shall have power at any time to appoint any Member to be an Executive Councillor, either to fill a casual vacancy or as an addition to the existing Executive Councillors, but so that the total number of Executive Councillors shall not at any time exceed any maximum number fixed in accordance with these Articles. An Executive Councillor so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
50. The Association may by ordinary resolution remove any Executive Councillor before the expiration of his period of office notwithstanding anything contained in these Articles or in any agreement between the Association and such Executive Councillor.
51. The Association may by ordinary resolution appoint another person in place of an Executive Councillor removed from office under Article 50. An Executive Councillor so appointed shall hold office for such time only as the Executive Councillor in whose place he is appointed would have held the same if he had not been removed.
52. The office of Executive Councillor shall be vacated if the Executive Councillor:
- (a) ceases to be an Executive Councillor by virtue of any provision of the Ordinance or is disqualified from acting as an Executive Councillor by virtue of an order made under the Ordinance; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) resigns his office by notice in writing lodged at the registered office of the Association; or
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property; or

- (e) is absent without permission of the Executive Council from meetings of the Executive Council held within a period of six months and the Executive Council resolves that his office be vacated; or
 - (f) fails to declare the nature of any direct or indirect material interest in any contract (being a contract of significance in relation to the Association's activities) in the manner required by of the Ordinance; or
 - (g) is removed from office by an ordinary resolution of the Association under Article 50.
53. Unless otherwise determined by the Association by ordinary resolution either generally or in a particular case, no person shall be ineligible for appointment as an Executive Councillor and no Executive Councillor shall vacate or be required to vacate office or be ineligible for reappointment as an Executive Councillor by reason only of his attaining or having attained any particular age.
54. Unless otherwise determined by the Executive Council, an Executive Councillor shall not be entitled to be paid travelling, hotel and other out-of-pocket expenses incurred by him in or about the performance of his duties as an Executive Councillor, including his expenses of travelling to and from meetings of the Executive Council or of committees of the Executive Council or general meetings.

POWERS OF THE EXECUTIVE COUNCIL

55. The operation of the Association shall be managed by the Executive Council which may pay all expenses incurred in the formation of the Association and exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in general meeting. Any such requirement may be imposed either by the Ordinance or by these Articles or by any regulation made by the Association in general meeting; but no regulation shall invalidate any prior act of the Executive Council which would have been valid if that regulation had not been made.
56. The Executive Council shall cause minutes to be made in books provided for the purposes:

- (a) of all appointments of officers made by the Executive Council;
- (b) of the names of the Executive Councillors present at each meeting of the Executive Council and of any committee of the Executive Councillors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Council and of committees of Executive Councillors,

and every Executive Councillor present at any meeting of the Executive Council or committee of Executive Councillors shall sign his name in a book to be kept for that purpose.

57. The Executive Council may from time to time by power of attorney under Seal appoint any association, company, firm or person or body of persons to be the attorney of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Members under these Articles), 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 or attorneys as the Executive Council may think fit but may not authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in such attorney or attorneys. All actions and decisions of such persons or body or persons shall be reported back to the Executive Council as soon as possible.
58. In furtherance of the objects but not otherwise, the Executive Council may exercise all the powers of the Association to raise or borrow and to mortgage or charge the whole or any part of its undertaking and property and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association for the purposes of the Association's operations such sum or sums of money as it thinks fit.
59. Subject to 4th Article in Part A of the Articles of Association, the Executive Council shall have the power to remunerate any person or company for services rendered and to reimburse all reasonable incidental expenses for the proper management, conduct and administration of the Association including the costs of obtaining professional advice and services by the Executive Council.
60. All acts *bona fide* done or performed by resolutions of the Executive Council, or

of a committee, or by any person acting as a Member or committee member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member, committee member or persons acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Member or committee member and had continued to be a Member or committee member had been entitled to vote.

61. 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, by at least two Executive Councillors of the Association.

RULES OR BYE-LAWS

62. The Executive Council may from time to time make such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of Membership. The Association in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them provided that no rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the Articles of Association or these Articles. In particular but without prejudice to the generality of the above, the Executive Council may by such rules or bye-laws regulate the admission and classification of Members of the Association and the rights and privileges of such Members, the conditions of membership and the entrance fees, subscriptions and other fees or payments to be made by Members of the Association.
63. The Executive Council shall adopt such means as it deems sufficient to bring to the notice of Members of the Association all such rules and bye-laws, which so long as they shall be in force, shall be binding on all Members of the Association.

PROCEEDINGS OF EXECUTIVE COUNCIL

64. The Executive Councillors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Matters arising at any meeting shall be decided by a majority of votes. In case of an equality of

votes the chairman shall have a second or casting vote.

65. An Executive Councillor may, and the Secretary on the requisition of an Executive Councillor, shall, at any time summon a meeting of the Executive Council. Notice of a meeting of the Executive Council shall be given to all Executive Councillors in any manner, including in writing or by telephone or by facsimile transmission or otherwise orally. An Executive Councillor may waive notice of any meeting and any such waiver may be retroactive.
66. Any Executive Councillor may participate in a meeting of the Executive Council by means of a conference telephone or similar communications equipment whereby all persons participating in a meeting through such media can clearly hear and understand each other and all persons participating in any meeting pursuant to this provision shall, for the purposes of these Articles, be deemed to be present in person at such meeting.
67. The quorum necessary for the transaction of the business of the Executive Council may be fixed by the Executive Councillors, and unless so fixed shall be 3 Executive Councillors.
68. A meeting of the Executive Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under these Articles for the time being vested in or exercisable by the Executive Council generally.
69. The Executive Council may act notwithstanding any vacancy in its body, but if and so long as the number of the Executive Councillors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum, the Executive Council may act for the purpose of increasing the number of Executive Councillors to that number or of convening a general meeting of the Association, but for no other purpose.
70. The Executive Councillors may elect a chairman from amongst their members and determine the period for which he is to hold office. The chairman for the time being shall preside at all meetings of the Executive Council but if no such chairman is elected, or if at any meeting the chairman is not present within half an hour after the time appointed for holding the same, the Executive Councillors present may choose one of their Executive Councillors to preside as chairman of

the meeting.

71. The Executive Councillors may delegate any of their powers to committees consisting of two or more Executive Councillors and such other persons as the Executive Council shall think fit; any committee so formed shall conform to any regulations that may be imposed on it by the Executive Council and shall report all acts and proceedings to the Executive Council fully and promptly.
72. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the Executive Councillors or such other members of the committee present and in the case of an equality of votes the chairman shall have a second or casting vote.
73. All acts done by any meeting of the Executive Councillors or of a committee or by any person acting as an Executive Councillor or a committee member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Councillor or committee member or person acting as an Executive Councillor or committee member or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote or form part of a quorum, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Executive Councillor or committee member and had been entitled to vote and from part of a quorum.
74. A resolution in writing signed by all the Executive Councillors for the time being entitled to receive notice of a meeting of the Executive Council and being entitled to vote on the resolution, shall be as valid and effectual as a resolution passed at a meeting of the Executive Council duly convened and held, and may consist of several documents in like form, each signed by one or more of the Executive Councillors.
75. An Executive Councillor shall declare to the Executive Council in writing of his personal interest (if any) in advance. Such Executive Councillor shall not vote in respect of any contract, arrangement or transaction in which he is interested and, if he does so vote, his vote shall not be counted nor shall he be counted in the quorum at any meeting of the Executive Council at which any such contract, arrangement or transaction shall come before the meeting for consideration.

SECRETARY

76. Subject to 4th Article in Part A of the Articles of the Association, the secretary shall be appointed by the Executive Council for such term, at such remuneration and upon such conditions as the Executive Council may think fit. Any secretary so appointed may be removed by Executive Council. The first Secretary shall be Golden China Consultants Limited.
77. Anything required or authorised by the Ordinance or these Articles requiring or authorizing a thing to be done by or to an Executive Councillor and the Secretary shall not be satisfied by its being done by or to the same person acting both as Executive Councillor and as, or in place of, the Secretary.

THE SEAL

78. The Executive Councillors shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Executive Council. The Executive Council may from time to time make such regulations as they think fit determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed and, until otherwise so determined, every instrument shall be signed by an Executive Councillor and countersigned by the Secretary or by another Executive Councillor.

BANK ACCOUNT

79. The Association's bank account shall be kept with such bank or banks as the Executive Council shall from time to time determine.
80. 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, by at least two Executive Councillors.

ACCOUNTS

81. The Executive Councillors shall cause proper books of account to be kept with respect to-

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

- 82. The books of account shall be kept at the registered office of the Association, or, subject to the Ordinance, at such other place or places as the Executive Council thinks fit, and shall always be open to the inspection of any Executive Councillors.
- 83. The Treasurer shall keep sufficient records of all income and expenditure (including issuing official receipts for all donations received) and shall maintain proper accounting books and compilation of annual financial statements.
- 84. All cash and cheques received by the Association including but not limited to donations shall be deposited as soon as practicable into the bank accounts opened in the name of the Association.
- 85. The Executive Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Executive Councillors, and no Member (not being an Executive Councillor) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Councillors or by the Association in general meeting.
- 86. The Executive Council shall from time to time, in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are required by the Ordinance.
- 87. A copy of every balance sheet (including every document required by law to be

annexed to it) which is to be laid before the Association in general meeting, together with a copy of the reports of the Executive Council and of the auditor shall, not less than 21 days before the date of the meeting be sent to every persons entitled to receive notice of general meetings of the Association provided that these Articles shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

88. The auditors' report shall be open for inspection by any Member of the Association and be read before the meeting as required by the Ordinance.

AUDIT

89. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditors.
90. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

NOTICES

91. A notice or other document may be given by the Association to any Member either personally or by sending it by post to him addressed to the Member at his last known address as appearing in the register of members of the Association.
92. Any notice or other document, if sent by post shall be deemed to be served on the day following that on which the envelope containing the same was put into the post. In proving such service, it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and put into the post.
93. A member of the Association present in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, where necessary, of the purpose for which it is called.
94. Notice of every general meeting shall be given in any manner authorized by these Articles to-
- (a) every Member of the Association;

- (b) the auditors and Secretary of the Association; and
- (c) any other persons appointed by the Executive Council.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

95. The Association may be wound up by a special resolution passed at an extraordinary general meeting with a quorum of two-third of the Members of the Association entitled to vote at general meetings. The provisions of clause 7 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.

INDEMNITY

96. Subject to the provisions of the Ordinance and so far as may be permitted by the Ordinance, every Executive Councillor, auditor or other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in that capacity 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.