

THE COMPANIES ORDINANCE, (CHAPTER 622)

**Company Limited by Guarantee
And not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

**THE HONG KONG AIR CONDITIONING AND REFRIGERATION
ASSOCIATION LIMITED**

(香港空調及冷凍商會有限公司)

1. The name of the Company is “THE HONG KONG AIR CONDITIONING AND REFRIGERATION ASSOCIATION LIMITED”
(香港空調及冷凍商會有限公司)
(hereinafter referred to as “the Association”)
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
 - (1) To establish standards, guidelines and parameters for the conduct of Air Conditioning and Refrigeration Industry in Hong Kong;
 - (2) To promote the advancement of the profession of Air Conditioning and Refrigeration Industry;
 - (3) To promote and protect in Hong Kong and elsewhere in the world the industrial, commercial and other lawful interests of Air Conditioning and Refrigeration Industry and to promote and hold either alone, or jointly, with any other associations, or persons, meetings, conferences, visits, seminars, lectures, exhibitions and other related activities in Hong Kong and elsewhere in the world;
 - (4) To foster, promote and further friendship, relationship, fellowship and better understanding amongst Members;

- (5) To promote the education and training and the professional interests, rights, powers and privileges of Members, their officers and employees;
- (6) To give the legislature, public bodies and other facilities for conferring with and ascertaining the collective views of Air Conditioning and Refrigeration Industry;
- (7) To assist the Government of HKSAR in all matters concerning Air Conditioning and Refrigeration Industry;
- (8) To publish, disseminate and interchange amongst Members information, ideas, opinions and technological advancement on matters affecting the air conditioning and refrigeration industry and when necessary with other professional trade bodies and associates;
- (9) To engage, hire and employ all classes of persons considered necessary for the purpose of the Association and to pay to them and other persons in return for services rendered to the Association salaries, wages, gratuities and pensions;
- (10) To charter, sub-charter, take on charter or sub-charter, hire, purchase and work ships and other vessels of any class, motor vehicles or aircraft;
- (11) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purpose of the Association;
- (12) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or other dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being vested in or belonging to the Association upon such terms as the Association may deem fit.
- (13) To invest and deal with the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (14) To borrow any moneys required for the purposes of the Association upon such terms and on such securities as may be determined.
- (15) To raise money by subscription or other lawful means for any of the purposes herein provided.
- (16) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided.
- (17) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all of any part of the property and rights of the Association.

- (18) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Association and its Members and others interested in the objects of the Association and to distribute amongst its Members and others, information and statistics on all matters affecting the said objects and in these or other activities undertake the duties of advertising and publicity agents.
- (19) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (20) To do such other lawful things as are incidental or conducive to the attainment of all or any 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 shall 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 or relations between workers and employees or organisations of workers and organisations of employers.

The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.

- 4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion hereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding twenty-four per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of 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 that no remuneration of other benefit in money or

money's worth shall be given by the Association to any member of the council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Association shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts or 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, such amount as may be required not exceeding One Thousand Hong Kong Dollars (HK\$1,000.00).
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst 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 at a level at least as that imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association:-

Names, Address and Descriptions of Subscribers	
(1)	<p>For and on behalf of TYS Limited</p> <p>(Sd.) CHAN Lai Kin Raymond</p> <hr/> <p>15th Floor, Jardine Engineering House, No. 260 King's Road, Hong Kong. (Corporation)</p>
(2)	<p>For and on behalf of ATAL Engineering Limited</p> <p>(Sd.) LAW Wei Tak Victor</p> <hr/> <p>17/F., Java Commercial Centre, 128 Java Road, North Point, Hong Kong (Corporation)</p>

Dated the 4th day of May 2001.

WITNESS to the above signatures:

(Sd.) TANG Kai Ming

Secretary

5th Floor, Landmark East,

No. 12 Ice House Street,

Central, Hong Kong

THE COMPANIES ORDINANCE, (CHAPTER 622)

Company Limited by Guarantee

And not having a Share Capital

NEW ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 11 June 2010)

OF

THE HONG KONG AIR CONDITIONING AND REFRIGERATION

ASSOCIATION LIMITED

(香港空調及冷凍商會有限公司)

GENERAL

1. In these presents unless there be something in the subject of context inconsistent therewith:-

“the Association” means The Hong Kong Air Conditioning and Refrigeration Association Limited. (香港空調及冷凍商會有限公司)

“the Council” means the Council of the Association for the time being.

“the Council Members” means the members of the Council of the Association for the time being.

“the Chairman” means the Chairman of the Association for the time being.

“the President” means the President of the Association for the time being.

“the Secretary” means the Secretary of the Association for the time being.

“the Treasurer” means the Treasurer of the Association for the time being.

“the Vice-President” means the Vice-President of the Association for the time being.

“in writing” and “written” means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

“Members” means all classes of members of the Association.

“Month” means Calendar Month.

“the Ordinance” means the Companies Ordinance (Chapter 32) and any statutory modification or re-enactment thereof for the time being in force.

“these Presents” means these Articles of Association, and the rules and regulations of the Association for time to time in force.

“the Registered Office” means the registered office of the Association.

“the Seal” means the Common Seal of the Association.

“the Voting Members” means Fellow Members or Ordinary Members of the Association for the time being.

Unless the context otherwise requires, words importing the singular number only shall include the plural number, and vice versa; and

Words importing the masculine gender only shall include the feminine gender.

Subject as hereinbefore defined, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the context, bear the meanings so defined.

The Association is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

2. For the purpose of registration the number of members of the Association is declared to be unlimited.

3. There are five classes of memberships:

#a. Honorary Life Presidents : -

Past Presidents of the Association, should be proposed by a Council Member, and approved by the Council. Then invitation will be sent, and upon acceptance, that Past Presidents of the Association will become Honorary Life Presidents of the Association.

b. Past Presidents : -

The Immediate Past President of the Association, upon completion of the term of office and becoming the Past President to continue to serve the Council.

c. Fellow Members : -

i) Founder members of the Association;

ii) members who have been fellow members of Air Conditioning and Refrigeration Association of Hong Kong as of 4th May 2001; or

iii) subject to the approval of the Council, members who have become Ordinary Members as defined in (d) below for ten consecutive years and have served the Council for six consecutive years prior to application.

d. Ordinary Members : -

i) Corporate bodies of Hong Kong being authorized distributors of Air-Conditioning and Refrigeration Equipment or contractors whose names appear on the list of Air-Conditioning and Refrigeration Plants including ductwork, Groups I and II maintained by the Government Secretariat Works Bureau of Hong Kong SAR; and

ii) # a) subject to the approval of the Council, members who have become Associate Members as defined in (e) below for five consecutive years and have served the Council for two consecutive years prior to application.

b) members who have been ordinary members of Air Conditioning and Refrigeration Association of Hong Kong as of 4th May 2001.

As amended by Special Resolution passed on 16 June 2017

- # e. Associate Members : -
Corporate bodies of Hong Kong whose interests are in line with the Objects of the Association.

- 4. # a. deleted.

- # b. deleted.

- # c. Every application for membership shall be made in writing in such form as the Council may from time to time prescribe and shall be signed by the applicant and must be supported by the recommendations in writing of at least one Fellow Member. The Council may at its discretion and without assigning any person for its decision approve or refuse any such application. The decision of the Council shall be final.

- # 5. Each applicant admitted to membership of the Association shall within fourteen days after its admission, pay the entrance fee and annual subscription payable to the Association under these Presents and shall sign the Register of Members at the Registered Office personally or by its duly authorized representative. The admission shall not be deemed to be completed unless and until this Article is complied with.

- # 6. Every applicant admitted as a Member shall cause to be signed on its behalf an acknowledgement to observe these Presents.

- 7. Every Member shall from time to time notify to the Secretary a place of business to be registered as its address, and the address from time to time so registered shall for the purposes of the Ordinance and these Presents be deemed its registered address.

- 8. If a member of any class of the Association shall fail to notify to the Secretary a place of business in Hong Kong under Article 7 above it shall not be entitled to receive notice in advance of any of the General Meeting or other proceedings of the Association and the non-receipt of notice as aforesaid shall not invalidate the proceedings at any meeting.

- 9. Each Member shall, by notice in writing signed by its managing director or other chief executive officer (or, in the case of the Member being a firm, by its partner) and delivered to the Registered Office, authorize such person as it thinks fit to act as its representative at all meetings of the Association.

As amended by Special Resolution passed on 16 June 2017

10. Membership of the Association shall cease in any of the following circumstances:-
- a. if a member by notice in writing to the Association at its Registered Office resigns his membership or is dead;
 - b. if it shall cease to be qualified for membership under these Presents;
 - c. if a wind up order or bankruptcy order is made against a member or a member makes any arrangement or composition with its creditors;
 - d. if a member becomes a lunatic or is of unsound mind;
 - e. if by a special resolution the Members present at an Extra-ordinary General Meeting convened for the purpose resolve pursuant to Article (11) hereof that any Member be expelled;
 - f. if a member fails to pay the annual subscription fee or contributory fund pursuant to Article (15) for three months from the due date; or
 - g. a member fails to show his support to the activities of the Association.

EXPULSION

11. If any Member shall willfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or these Presents or shall be guilty of any conduct objectionable to other Members of the Association or contrary to the interests of the Association he shall be liable to expulsion by a resolution of an Extraordinary General Meeting provided that not less than one week's notice in writing shall be given by the Secretary to any such Member of the intended resolution and of the nature of the allegations made against him and the Member shall be entitled at his option to give an explanation in writing or to attend the meeting of the General Meeting at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit. But the General Meeting shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any Member shall be final and conclusive.
12. No Members ceasing to be a Member of the Association shall have any right or claim upon the Association or its property and funds. However, the Members shall nevertheless remain liable to pay to the Association all moneys owed at the time when it ceased to be a Member.

FEES, SUBSCRIPTIONS AND CALLS

13. The Council may from time to time determine what entrance fees (if any) shall be paid

upon admission as Members or upon admission one class annual subscription (if any) shall be payable in respect of class of membership. Honorary Life Presidents and Past Presidents of the Association are exempted from entrance fee and annual subscription.

14. Fees and subscriptions are due and payable immediately upon admission as Members. Thereafter, subscription is due and payable annually on 1st January in each year. In the year of admission, the subscription payable shall be a pro rata to the number of months of that year, including incomplete month.
15. The Council may, with the sanction of a General Meeting, from time to time call upon the Members to contribute funds in proportion to their respective annual subscriptions for the objects of the Association or any of them, and each member shall pay every call to made in the manner prescribed by the Council.
16. A call made under Article 15 shall be deemed to have been made at the time when the resolution of the Council making the same was passed. Fourteen days notice of any and every call shall be given specifying the time and place of payment, and to whom such call shall be paid.

GENERAL MEETINGS

17. The Association shall hold a General Meeting in each year as its Annual General Meeting at such place as may be determined by the President; provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
19. The President and any five Members may, whenever they think fit, or shall on requisition in accordance with the Ordinance, convene an Extraordinary General Meeting of the Association.

NOTICE OF THE GENERAL MEETING

- # 20. An Annual General Meeting and any Extraordinary General meeting of the Association called for the passing of a special resolution shall be called by twenty-one days' notice

As amended by Special Resolution passed on 16 June 2017

in writing at the least, and any other Extraordinary General Meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in the manner specified hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such members as are under these Presents entitled to receive such notices.

PROVIDED THAT a General Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in these Presents, be deemed to have been duly called if it is so agreed:

- a. In the case of an Annual General Meeting, or any other meeting to the extent that it is called for the passing of a special resolution, by all the Members entitled to attend and vote thereat; and
 - b. In the case of an Annual General Meeting other than, by not less than three quarter (75%) in number of the Members having a rights to attend and vote thereat.
21. The accidental omission to give notice to, or the non-receipt of notice by any Member shall not invalidate the processing at any General Meeting.

PROCEEDINGS AT THE GENERAL MEETINGS

22. All business shall be deemed special that it transacted at an Extraordinary General Meeting of the Association, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the reports of the board of directors, the election of directors, election of Council Members and the appointment of, and the fixing of the remuneration of or the method of determining the remuneration of, the auditors.
23. A Voting Member shall be entitled to be present, to speak, to be elected and to vote at a General Meeting of the Association. However, an Associate Member shall be entitled to be present, to speak and to be elected at a General Meeting of the Association.
24. 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. Not less than one quarter (25%) in number of the Voting Members or six Voting Members whichever is the less,

shall be a quorum. 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 a Voting Member or Voting Members, shall be dissolved; in any other case it shall stand adjourned. The date of the adjourned meeting shall be fixed and notice sent to Members forthwith.

25. The General Meeting of the Association shall be chaired by the President of the Association. If the President is absent, the Chairman shall preside over the meeting. If the President and the Chairman are absent or if at any Meeting they shall not be present within fifteen minutes after the time appointed for holding the same or they shall be willing to preside, the Ordinary Members present shall choose Council Member to preside as chairman, or if no such Council Member be present or if all the Council Members present decline to take the chair, the Voting Members present shall choose the representative of some Voting Member who shall be present to preside as chairman.
26. The chairman of the meeting may, with the consent of any General 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 thirty 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 any adjourned meeting.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) be demanded by the chairman or by ten Voting Members present in person at the meeting. A demand for a poll may be withdrawn. Unless a poll is so demanded, and the demand be not withdrawn, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book, 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.
28. If a poll be demanded in manner aforesaid (and the demand is not withdrawn), it shall be a poll of all Voting Members present in person at the General Meeting and shall be taken at such time and place and in such manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be a resolution of the General Meeting at which the poll was demanded.

29. No poll shall be demanded on the election of a chairman of meeting or on any question of adjournment.
30. The demand for a poll shall not prevent the continuance of a meeting for the transacting of any business other than the business on which a poll has been demanded.
31. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
32. Any Member entitled to be present and vote at a Meeting may submit any resolution to any General Meeting provided that at least six weeks before the day appointed for the Meeting he shall have served upon the Association a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
33. Upon receipt of any such notice as mentioned in the last preceding Article, the Secretary shall include in the notice of the Meeting a notice that such resolution will be proposed.
34. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded or of any business the transaction whereof is dependent upon the outcome of any such poll.

VOTES OF MEMBERS

35. Every Fellow Member and Ordinary Member shall have one vote. Neither Honorary Life President, Past President nor Associate Member shall be entitled to a vote. On a Show of hands and on a poll, votes of Members may be given by their representatives Duly appointed in accordance with Article 9 or by proxy.
36. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney so authorized. A proxy need not be a Member of the Association.
37. 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 not less than forty-eight hours before the time for

holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument or proxy shall not be treated as valid.

38. Every instrument or proxy shall, as nearly as circumstances will admit, be in the form or to the effect following or in such other form as the Council may from time to time determine:

“We, _____ of _____ in Hong Kong being an Fellow/Ordinary Member of The Hong Kong Air Conditioning and Refrigeration Association Company, hereby appoint _____ of _____ or failing him _____ of _____ as our proxy for us and on behalf at the Annual/Extraordinary General Meeting of the Association to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____.

_____”

39. No person other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of its membership shall be entitled to be present or to vote on any question at any General meeting.
40. The minutes of all meetings shall be open for the perusal of Members.

COUNCIL

- * 41. The affairs of the Association shall be managed by a Council composed of Sixteen to a maximum Twenty Two Council Members who shall be elected amongst the Members or its nominees at the Annual General Meeting of the Association. Out of these Sixteen to a maximum Twenty Two Council Members, a minimum of Eight must hold Fellow Membership or be nominated by Fellow Member.
42. The names of the first Council Members shall be determined in writing by a majority of the subscribers to the Memorandum.

* As amended by Special Resolution passed on 6 June 2014

43. The appointment of the first Council Members shall be confirmed at the first annual general meeting of the Association, and at the annual general meeting in every subsequent alternate year the Council Members for the time being shall retire from office.
44. The Council Members shall then elect from amongst themselves as:-
- (a) the President;
 - (b) the Chairman;
 - (c) two Vice-Presidents;
 - (d) the Immediate Past President;
 - (e) the Secretary;
 - (f) the Treasurer;
 - * (g) Nine to a maximum Fifteen Council Members.

to form the Council of the Association.

45. The President must be a Council Member previously.
46. The Past President must be the president of the Preceding Council of the Association.
47. The President, Chairman and Secretary of the Council will also serve as the President, Chairman and Secretary of the Association respectively.
48. # a. deleted.
- b. The term of office of Council Members shall be two years. At the end of every two years the whole of the Council shall retire from office but such members shall be eligible for re-election.
49. No salary remuneration or allowance shall be paid to the Council Members but such Council Members shall be reimbursed all out-of-pocket expenses which may reasonably be incurred by them in connection with any services rendered to the Association.

* As amended by Special Resolution passed on 6 June 2014

As amended by Special Resolution passed on 16 June 2017

POWERS OF THE COUNCIL

50. The management of the business and control of the Association shall be vested in the Council who may exercise all such powers and do all such acts and things as the Association is by its Memorandum of Association or otherwise, authorized to exercise and do, and are not hereby or by Ordinance expressly directly or required to be exercised or done by the Association in general meeting, but subject nevertheless to the provisions of the Ordinance, and of these Presents, and to any regulations not being inconsistent with these Presents, from time to time made by the Association in general meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
51. All moneys, cheques, bills and notes belonging to the Association shall be paid to or deposited with the Association's bankers to an account opened in the name of the Association. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Council shall be signed by any two of the President, Chairman or Treasurer. The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine.

DISQUALIFICATION OF COUNCIL MEMBERS

52. The office of a Council Member shall be vacated if the Council Member or the Member by whom the Council Member represented.
- (a) becomes bankruptcy, winding up or makes any arrangement of composition with his creditors generally;
 - (b) becomes unsound mind;
 - (c) resign his office by notice in writing to the Association;
 - (d) is removed by the Association in General Meeting; or
 - (e) without any reasonable excuse and without any prior notice to the President, fail to attend at least seventy-five percent (75%) Council meetings.

ELECTION & ROTATION OF MEMBERS OF THE COUNCIL

53. One month before the convocation of the Annual General Meeting during which the Election is to be held, the existing Council shall appoint three Council Members from amongst themselves to form an Election Committee which shall be in charge of the election.
- * 54. The Election Committee shall prepare a list of Fellow Members, Ordinary Members, Associate Members or its nominees and previous Council Members and distribute a copy of the same to each of the Voting Members of the Association with a request that they shall mark on the list the Fifteen to Twenty One elected Council Members, which they will elect amongst themselves in accordance with Article 44 to form the Council, and casting the same into a polling box specially installed at the Association.
55. As the President of the Council must be the past president of the succeeding Council, the past president is not required to elect.
- * 56. A minimum of Eight Fellow Members or its nominees must be included in the cast. The polling box shall only be opened and the votes counted at the General Meeting.
- * 57. Eight positions will be awarded to Eight Fellow Members or its nominees receiving the highest numbers of votes and the remaining positions will be awarded to Members or its nominees receiving the highest numbers of votes. In the case of two or more candidates receiving equal number of votes, decision shall be made by drawing lots.
58. Upon completion of the Election, the Election Committee shall dissolve. The preceding Council shall hand over their offices to the newly elected Council within fourteen days.

PROCEEDINGS OF THE COUNCIL

59. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit.

* *As amended by Special Resolution passed on 6 June 2014*

60. The Council shall hold a meeting at least once every six months and one week's prior notice in writing of the meeting shall be given. Three Council Members shall constitute a quorum in any meeting of the Council. A Council Member interested in the subject matter of the discussion or resolution shall be counted in the quorum notwithstanding his interest, therein provided he shall nevertheless declare his interest prior to the taking of the vote to the Council.
61. The President shall at any time upon the written request of two or more Council Members convene a special Council meeting. A Council Member who is at any time away from Hong Kong shall not during such time be entitled to have notice of any such meeting.
62. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions of the Association.
63. The President shall preside as the chairman at all meetings of the Council. If the President shall be absent, the Chairman shall take the chair. If the President and the Chairman shall be absent, the Council Members present shall choose one of their members to take the chair. Each Council Member shall be entitled to one vote.
64. Questions arising at any meeting of the Council shall be decided by a majority of votes, and in case of an equality of votes, the chairman shall have a second or casting vote.
65. The proceedings of all meetings of the Council shall be entered in a Minute Book which shall be signed by the chairman of the meeting as a true record at the next succeeding meeting of the Council.
66. A resolution in writing signed by all Council Members shall be as valid and effectual if it has been passed at a meeting of the Council duly called and constituted.
67. The general meeting may by special resolution remove any Council Member in a general meeting specially convened for that purpose and may by an ordinary resolution appoint another in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Council Member on the day on which the Council Member in whose place he is appointed was last elected a Council Member.

MINUTES

68. The Council shall cause minutes to be duly entered in books provided for the purpose:-
- a. of all appointments of officers and of the members of all Committees appointed by the Council.
 - b. of the names of the Council Members present at each meeting of the Council.
 - c. of orders made by the Council.
 - d. of all resolutions and proceedings of general meetings and of meetings of the Council.
69. And any such minutes of any meeting of the Council or of any committee, or of the Association if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.
70. The books containing the minutes of general meetings and of meetings of the Council and committees shall be kept at the Registered Office.

COMMITTEES

71. Without prejudice to the extent of the general powers which the Council is authorized to confer on any Committee or Committees:-
- a. Every Committee appointed shall remain in office until it is discharged by the Council. Following the Annual General Meeting the Council shall at its first meeting review its Committee and reorganize them at its discretion.
 - b. The minutes of all Committees shall be reported from time to time to the Council.
 - c. Whenever a Committee does any act which the Council is authorized by these Presents to do, such Committee shall do so in its own name and not in the name of the Council, but may refer to the powers herein given to it to act on behalf of the Council.
72. Any occasional vacancy or vacancies in any Committees may be filled up by the Council, but the continuing members of such Committee may act notwithstanding any vacancy or vacancies, so long as their number does not fall below three.

73. The quorum for a meeting of any Committee shall be three members personally present unless otherwise determined by the Council.

SUB-COMMITTEE

74. The Council shall have the power to appoint any persons to form a Sub-Committee or Sub-Committees for such purposes, general or specific, as may be specified in the resolution appointing the same. Any decision made by any Sub-Committee shall be reported to the Council and shall be valid and binding unless over-ruled by a decision of the Council.

THE SEAL

75. The Association shall have a Seal and the Council shall provide for its safe custody.
76. The Seal of the Association shall not affixed to any instrument except authorized by a resolution duly passed by the Council and signed in the presence of either two of the President, the Chairman or the Treasurer, or by such other person or persons as the Council may be resolution appoint for the purpose, and the said President, Chairman and Treasurer, or of such other person or persons as aforesaid, shall sign every instrument on which the Seal of the Association is so affixed.

MANAGEMENT OF FINANCIAL AFFAIRS

77. Funds of the Association shall be applied only towards meeting the objects of the Association.
78. The management and control of money shall be vested in the Council and proper books and accounts shall be kept by the Treasurer and any cash in hand exceeding a total of HK\$5,000 shall be deposited into such banks as the Council may direct.
79. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Association, until otherwise from time to time resolved upon by the Council shall be signed by any two of the President, Chairman or Treasurer.

80. No expenditure shall be made unless approved by the Council.
81. The Council shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under these Presents.
82. In the event of the Association being in need of funds for the purpose of the carrying into effect of its objects the Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its property and to issued any securities whether outright or as security for any debt, liability or obligation of the Association of any third party and on such terms as the Council shall think fit.

ACCOUNTS

83. The financial year shall begin on the first day of July or any other day as the Council may decide.
84. The Council 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. The assets and liabilities of the Association.
 - c. All other matters necessary for showing the true state and condition of the Association.
85. Proper books shall be deemed not to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.
86. The books of account shall be kept at the Registered Office or at such other place as the Council from time to time think fit.
87. The Council shall from time to time, in accordance with the Ordinance, cause to be prepared and to be laid before the General Meeting such profit and loss accounts, balance sheets, and reports as are referred to therein.

88. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the General Meeting together with a copy of the auditor's report shall lie for inspection by the Members at the office for a period of not less than twenty-one days before the date of the meeting and shall be sent to Members as provided in the Ordinance.

AUDIT

89. Once at least in every year (other than the year of incorporation) the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by an auditor or auditors of the Association.
90. The Association at each Annual General Meeting shall appoint an auditor or auditors to hold office until next Annual General Meeting, and his or their appointment, remuneration, rights and duties shall be regulated by Section 131, 140 and 141 of the Ordinance.
91. Every account of the Association when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within three months hereinbefore defined, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the context, bear the meaning so defined.

NOTICES

92. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at such Member's registered address.
93. No Member shall be entitled to have a notice served on him at any address not within Hong Kong, and any member whose registered address is not within Hong Kong may, by notice in writing, require the Association to register an address within Hong Kong which, for the purpose of the service of notices, shall be deemed to be such Member's registered address. Any Member not having a registered address within Hong Kong, and not having given notice as aforesaid, shall not be entitled to any notice.

94. Any notice, if served by post, shall be deemed to have been served on the third day next following that on which it shall have been posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepaid and put into a post box.

INDEMNITY

95. Every officer of the Association or any person (whether an officer of the Association or not) employed by the Association as auditor shall be indemnified out of the funds of the Association against all liability incurred by him as such officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any applications under Section 358 of the Ordinance in which relief is granted to him by the Court.

WINDING UP

96. If not less than three-quarters (75%) of the total Voting Members present and vote in a general meeting specially convened for that purpose agree to the winding up of the Association, then the Association shall be wound up.
97. Upon the winding up of the Association the provisions of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.

Names, Address and Descriptions of Subscribers

(1) For and on behalf of
TYS Limited

(Sd.) CHAN Lai Kin Raymond

15th Floor, Jardine Engineering House,
No. 260 King's Road,
Hong Kong.
(Corporation)

(2) For and on behalf of
ATAL Engineering Limited

(Sd.) LAW Wei Tak Victor

17/F., Java Commercial Centre,
128 Java Road, North Point,
Hong Kong
(Corporation)

Dated the 4th day of May 2001.

WITNESS to the above signatures:

(Sd.) TANG Kai Ming
Secretary

5th Floor, Landmark East,
No. 12 Ice House Street,
Central, Hong Kong