

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
STEDFAST ASSOCIATION, HONG KONG
LIMITED
(香 港 基 督 少 年 軍 之 友 有 限 公 司)

Incorporated the 31st day of January, 1991.

HONG KONG

No. 298462

編號

(COPY)

副本

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that

本人茲證明

STEDFAST ASSOCIATION, HONG KONG

LIMITED

(香港基督少年軍之友有限公司)

is this day incorporated in Hong Kong under the
於本日在香港依據公司
Companies Ordinance, and that this company is
條例註冊成為有限公司
limited.
司。

GIVEN under my hand this Thirty-first day
簽署於一九九一年一月三十一日。
of January One Thousand Nine Hundred and
Ninety-one.

(Sd.) KWOK WAI HUNG

.....

p. Registrar General
(Registrar of Companies)

Hong Kong

香港註冊總署署長暨公司註冊官

(註冊主任郭偉雄代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

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

MEMORANDUM OF ASSOCIATION

OF

**STEDFAST ASSOCIATION, HONG KONG
LIMITED**

(香 港 基 督 少 年 軍 之 友 有 限 公 司)

1. The name of the Company is "STEDFAST ASSOCIATION, HONG KONG LIMITED (香 港 基 督 少 年 軍 之 友 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 extend the Kingdom of God and to foster a self-disciplined and undefiled life among the youth.
 - (2) To enhance the community spirit of members for promoting Christian fellowship and social service.
 - (3) To organize training courses, ceremonies and other activities for the members of the Association and members of the public for the purpose of encouraging social service and spreading the Gospel of Christianity.
 - (4) To make payment or donation to The Boys' Brigade, Hong Kong and to subscribe to its objectives as long as it remains a charitable society.
 - (5) To bear witness to Christ through the members' voluntary services for the public in the name of the Association.
 - (6) To provide for the delivery and holding of lectures, seminars, exhibitions, public meetings, concerts, public shows, stage productions, publication of literature, classes and conferences calculated directly or indirectly to advance the course of Christianity.
 - (7) To establish, maintain, improve, manage or operate, and carry on one or more schools, colleges, kindergartens, correspondence colleges, theological institutions, vocational institutions, schools for recreational and cultural activities where students may obtain a sound, technical, professional and general education; to hold lectures,

exhibitions, meetings, classes, and conferences to assist the students to understand the Christian Faith.

- (8) To sponsor occasional open lectures and conferences for the attainment of the charitable objects of the Association.
- (9) To engage in research and writing and to publish periodicals and/or other materials for the attainment of the charitable objects of the Association.
- (10) 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. To construct, maintain, and alter any houses buildings, or works necessary or convenient for the purposes of the Association.
- (11) To manage, grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise 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.
- (12) To borrow any moneys required for the purposes of the Association or any of them, upon such terms and on such securities as may be determined, and to raise money for any of the above purposes by mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums or with terminable annuities for lives or years.
- (13) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and in such manner as may from time to time be determined.
- (14) To draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, cheques and other negotiable or transferable instruments.
- (15) To accept subscriptions and donations (whether of real or personal estate) and devices and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association.
- (16) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (17) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise.
- (18) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and are charitable.

- (19) To retain and employ all such officers, servants and professional or technical advisers and workers in connection with the objects of the Association and to pay such reasonable and proper fees for their services as may be thought expedient.
- (20) To do all such other things as are incidental or conducive to the attainment of all or any of the objects or purposes of the Association set out above provided that such objects or purposes are not aimed at profit-making.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects and purposes of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein 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 services actually rendered to the Association.
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 the same being wound up during the time that he or she is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he or she ceased to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of one hundred dollars.
7. If after the winding up 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 Clause 4 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution, or in default thereof by such judge of the Supreme Court of Hong Kong as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Association for the time being, shall be opened to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertified by one or more authorized auditor or auditors.
9. The powers set forth in the Seventh Schedule of the Companies Ordinance Cap. 32 are hereby excluded.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers
(Sd.) LAM KWAN TONG, CARL (林均堂) (Address) Merchant (Sd.) HO SAU KAN, PAUL (何守勤) (Address) Merchant (Sd.) CHAN SIU YIN (陳少賢) (Address) Merchant (Sd.) WATT FU YAN, STEPHEN (屈富仁) (Address) Maintenance Engineer

Dated the 4th day of January, 1991.

WITNESS to the above signatures:

(Sd.) NG KIN YUEN
Solicitor,
1622, Swire House,
Central, Hong Kong.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers
(Sd.) LUI SIU HONG, ALEXIS (雷 少 康) (Address) Marketing Manager (Sd.) FUNG SHIU WING (馮 兆 榮) (Address) Administrator (Sd.) CHAN KWONG MING, FELIX (陳 光 明) (Address) Salesman (Sd.) CHAN YEE SHING (陳 以 誠) (Address) Doctor

Dated the 4th day of January, 1991.

WITNESS to the above signatures:

(Sd.) NG KIN YUEN
Solicitor,
1622, Swire House,
Central, Hong Kong.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers
(Sd.) WU TING PANG (胡 定 邦) (Address) Social Worker (Sd.) WONG CHUN CHIN (黃 進 展) (Address) Civil Servant (Sd.) YICK KAR LIM (易 嘉 濂) (Address) Executive Secretary

Dated the 4th day of January, 1991.

WITNESS to the above signatures:

(Sd.) NG KIN YUEN
Solicitor,
1622, Swire House,
Central, Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

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

ARTICLES OF ASSOCIATION

OF

**STEDFAST ASSOCIATION, HONG KONG
LIMITED**

(香 港 基 督 少 年 軍 之 友 有 限 公 司)

1. In these Articles:-

“The Association” means the STEDFAST ASSOCIATION, HONG KONG LIMITED
(香 港 基 督 少 年 軍 之 友 有 限 公 司).

“The Ordinance” means the Companies Ordinance (Chapter 32) and every other Ordinance incorporated therewith, or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the references in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances.

“seal” means the common seal of the Association.

“secretary” means any person appointed to perform the duties of the secretary of the Association.

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.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association.

Objects

- 2. The Association is established for the purposes and objects set out in the Memorandum of Association.**

Members

- 3. For the purposes of registration the number of members of the Association is declared to be unlimited.**

4. The subscribers to the Memorandum of Association and such other person subscribing to the objects of the Association and aged 18 or above as shall be admitted by the Board of Directors shall be members of the Association.
5. When any person desires to be admitted to membership of the Association, he must sign and deliver to the Association an application for admission framed in such forms as the Board of Directors shall require.
6. Admission to membership of the Association shall be determined at the sole discretion of the Board of Directors whose decision shall be final and conclusive .
7. The rights and privileges of each and every member shall be personal and shall not be transferable by his own act nor by the operation of law.
8. Any member may withdraw from the Association by giving one month's notice in writing to the Board of Directors of his intention to do so, and upon expiration of the notice and after payment of any outstanding dues and liabilities due from such member to the Association, he shall cease to be a member.
9. If it is brought to the notice of the Board of Directors that the conduct of any member has been dishonourable or improper or otherwise injurious to the character and interests of the Association, the Board of Directors may after notifying the member concerned thereof and giving him an opportunity to be heard or to make representations in writing, by resolution without assigning any reason therefor expel such member from the Association and he shall then forfeit his interests and privileges in the Association.

Management

10. The management and control of the Association shall be vested in the Board of Directors.

General Meetings

11. 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; and 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 directors shall appoint.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The directors 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 section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient directors capable of acting to form a quorum, any director or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the director .

Notice of General Meetings

14. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, 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 by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association entitled to receive such notices from the Association but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

16. All business shall be deemed special that is transacted at an extraordinary general meeting, and 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 directors and auditors, the election of directors and other officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
17. 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; save as herein otherwise provided, one-fifth of members personally present shall be a quorum.
18. 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 directors may determine, and 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.
19. The Chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Association. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the members present shall elect one of their members to be chairman.
20. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
- (a) by the chairman; or
 - (b) by at least 2 members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of, the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

22. The demand for a poll may be withdrawn. 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 meeting at which the poll was demanded.
23. 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.
24. 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 business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
25. Every member shall have one vote.
26. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
27. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, *curator bonis*, or other person in the nature of a committee or *curator bonis* appointed by that court, and any such committee, *curator bonis*, or other person may, on a poll, vote by proxy.
28. On a poll votes may be given either personally or by proxy.
29. 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 appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Association.
30. 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

31. An instrument appointing a proxy may be in the following form, or any other form which the Board of Directors shall approve-

"I, _____ of _____
being a member of Stedfast Association, Hong Kong Limited (香港基督少年軍
之友有限公司) hereby appoint _____ of _____
_____ as my proxy to vote for me and on my behalf
at the [annual or extraordinary, as the case may be] general meeting of the Association to
be held on the _____ day of _____ and at any adjournment thereof."

Directors

- Amended pursuant
to Special
Resolution dated
November 18, 2006.

Powers and Duties of Directors

39. The Association shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
40. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
41. The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the directors, and of committees of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

Disqualifications of Directors

42. The office of director shall be vacated, if the director:-
- (a) becomes bankrupt or makes any engagement as composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any order made under section 157E or 157F of the Ordinance; or
 - (c) is found lunatic or becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Association given in accordance with S. 157 D(3)(a) of the Ordinance; or
 - (e) is disqualified as a member under Article 9 of these Articles; or

- (f) holds any other office of profit under the Association; or
- (g) shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period.

Rotation of Directors

- 43. The Association may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 44. The Association may by special resolution remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Association.
- 45. The Association may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors hereinbefore mentioned, the Association in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director .

Proceedings of Directors

- 46. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Hong Kong.
- 47. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be three.
- 48. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Association, but for no other purpose.
- 49. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
- 50. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.

51. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
52. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality or votes the chairman shall have a second or casting vote.
53. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
54. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

Secretary

55. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
56. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

The Seal

57. The directors shall provide for safe custody of the seal of the Association, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be counter-signed by the secretary or by a second director or by some other person appointed by the directors for the purpose.
58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

Account

59. The directors 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 matter 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.

60. The books of account shall be kept at the registered office of the Association or subject to section 121(3) of the Ordinance, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.
61. The directors 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 directors, and no member (not being a director) shall have any right to inspecting any account or book or document of the Association except as conferred by statute or by the Memorandum of Association or authorized by the directors or by the Association in general meeting.
62. The directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets and reports as are referred to in these sections.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the directors' report and a copy of the auditor's report shall not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Association.

Audit

64. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

Notices

65. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him.
66. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 48 hours after the letter containing the same was posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. If a member has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him, a notice addressed to him and exhibited in the Association's registered office for 24 hours shall be deemed to be duly given to him at the expiration of the said 24 hours.

68. Notice of every general meeting shall be given in the same manner hereinbefore authorized to every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them and the auditors for the time being of the Association. No other persons shall be entitled to receive notices of general meetings.

Winding-Up

69. The provision of clause 7 of the Memorandum of Association relating to the winding up of the Association shall have effect and be observed as if the same were repeated in these Articles.
70. Every director, managing director, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the Court.

Names, Addresses and Descriptions of Subscribers

(Sd.) LAM KWAN TONG, CARL (林均堂)

(Address)

Merchant

(Sd.) HO SAU KAN, PAUL (何守勤)

(Address)

Merchant

(Sd.) CHAN SIU YIN (陳少賢)

(Address)

Merchant

(Sd.) WATT FU YAN, STEPHEN (屈富仁)

(Address)

Maintenance Engineer

Dated the 4th day of January, 1991.

WITNESS to the above signatures:

(Sd.) NG KIN YUEN
Solicitor,
1622, Swire House,
Central, Hong Kong.

Names, Addresses and Descriptions of Subscribers

(Sd.) LUI SIU HONG, ALEXIS (雷 少 康)

(Address)

Marketing Manager

(Sd.) FUNG SHIU WING (馮 兆 榮)

(Address)

Administrator

(Sd.) CHAN KWONG MING, FELIX (陳 光 明)

(Address)

Salesman

(Sd.) CHAN YEE SHING (陳 以 誠)

(Address)

Doctor

Dated the 4th day of January, 1991.

WITNESS to the above signatures:

(Sd.) NG KIN YUEN
Solicitor,
1622, Swire House,
Central, Hong Kong.

Names, Addresses and Descriptions of Subscribers

(Sd.) WU TING PANG (胡 定 邦)

(Address)

Social Worker

(Sd.) WONG CHUN CHIN (黃 進 展)

(Address)

Civil Servant

(Sd.) YICK KAR LIM (易 嘉 濂)

(Address)

Executive Secretary

Dated the 4th day of January, 1991.

WITNESS to the above signatures:

(Sd.) NG KIN YUEN
Solicitor,
1622, Swire House,
Central, Hong Kong.