

**THE COMPANIES ORDINANCE (CHAPTER 622)**

**Company Limited by Guarantee  
ARTICLES OF ASSOCIATION  
OF**

**H.K.U. ENGINEERING ALUMNI ASSOCIATION  
EDUCATION FOUNDATION LIMITED**

**香港大學工程舊生會教育基金有限公司**

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**Part A Mandatory Articles**

**1. Company Name** The name of the company is

H.K.U. ENGINEERING ALUMNI ASSOCIATION  
EDUCATION FOUNDATION LIMITED  
香港大學工程舊生會教育基金有限公司

**2. Members' Liabilities**

The liability of the members is limited.

**3. Liabilities or Contributions of Members**

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

Class of Members

All Member
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Amount to be contributed by each of the members in this class

HKD20
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I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members
(Sd.) CHOW MING KUEN JOSEPH (周明權) 1501, EASTERN HARBOUR CENTRE, 28 HOI CHAK STREET, QUARRY BAY, HONG KONG. (ENGINEER)
(Sd.) KWAN CHI PING EDGAR (關治平) UPPER HOUSE 3, 27, MOUNT KELLETT ROAD, THE PEAK, HONG KONG. (ENGINEER)
(Sd.) LAW CHUN FAI (羅俊輝) ROOM 614, CHING TAK HOUSE, TSZ CHING ESTATE, TSZ WAN SHAN, KOWLOON, HONG KONG. (ENGINEER)
(Sd.) YEUNG CHIN HO DANIEL (楊展豪) FLAT B, FLOOR 11, BLOCK 5, SADDLE RIDGE GARDEN, 6 KAM YING ROAD, MA ON SHAN, NEW TERRITORIES, HONG KONG. (ENGINEER)

## **Part B Other Articles**

1. The name of the company is the "H.K.U. ENGINEERING ALUMNI ASSOCIATION EDUCATION FOUNDATION LIMITED"(香港大學工程舊生會教育基金有限公司) (hereinafter called "**the Foundation**"). The Foundation is also known in short as "HKUEAA Foundation".
2. The Registered Office of the Foundation shall be situated in the Hong Kong Special Administrative Region.
3. The objects for which the Foundation is established are:-
  - (1) To organise, promote, participate and carry out the following activities on a non-profit making basis:-
    - (a) relief of sufferings of the poor, the aged, the disabled, the sick, weaklings, children or any other needy persons;
    - (b) relief of sufferings and provision of assistance to the mentally retarded persons;
    - (c) vocational, scientific, technical and other educational programmes for advancement of education;
    - (d) provision of books, equipments and student facilities to non-profit making schools, colleges and universities for advancement of education;
    - (e) social survey and research projects for charitable purposes (findings of such survey and research projects are disseminated to the public);
    - (f) relief for victims of fire, flood, famine, war, pestilence or other calamities.
  - (2) Generally to foster, encourage, support, and assist in the promotion of education of engineering in all its forms.
  - (3) To grant donations, scholarships, financial or material assistance, including payment of passages, travels, living allowances and other incidental expenses to the poor, the aged, the disabled, the sick, weaklings, children or any other needy persons; or to non-profit making organisations such as schools, colleges, universities, for the furtherance of charitable activities beneficial to the community; or to attain any objects of the Foundation.

- (4) To subscribe or contribute to, set up, establish, conduct and carry on non-profit making research institutions and organizations (such research institutions and organizations shall disseminate the research results to the public), hospitals, schools, universities and places of learning, and charities of all kinds and descriptions for furthering the objects of the Foundation but not otherwise.
- (5) To undertake and execute any trusts which are desirable or conducive to the objects of the Foundation.
- (6) To accept donations from any person, corporation or institution in the advancement or towards the attainment of the above objects or any of them.
- (7) Generally to subscribe for any charitable object or for any charitable purpose in any way connected with the objects of the Foundation or calculated to further its objects.
- (8) To establish and support, and to aid in the establishment and support of, any other charitable establishments and institutions formed for all or any of the objects of this Foundation.
- (9) To acquire, accept leases of, purchase, take, or otherwise hold and enjoy any lands, buildings, messuages or tenement of whatsoever nature or kind and wheresoever situated for all or any of the objects of the Foundation.
- (10) To acquire, by purchase or otherwise, goods and chattels of whatsoever nature or kind for all or any of the objects of the Foundation.
- (11) For the objects of the Foundation, to invest moneys in a proper and prudent manner 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, bonds, shares or securities of any corporation or company carrying on business in Hong Kong or elsewhere in the world. Such investments may at any time be varied.

- (12) To sell, let, mortgage, or otherwise turn to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situated with a view to the promotion of its objects.
- (13) To dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to the promotion of its objects.
- (14) For the objects of the Foundation, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (15) For the objects of the Foundation, to borrow and raise money and to secure or discharge any debt or obligation of the Foundation by the issue of debentures, bonds, mortgages or any other securities upon such terms and conditions as may be thought fit by the Foundation.
- (16) Subject to Article 4 hereof, to appoint any trustees or agents and to hire any employees to hold, administer and manage all or any part of the property and assets of the Foundation on such reasonable terms as to remuneration or otherwise as may be thought fit.
- (17) To indemnify any member of the Foundation in respect of any liability incurred by him in any action in connection with the furtherance of the objects of the Foundation (except fraud or wilful neglect).
- (18) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

- (a) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
4. The income and property of the Foundation, whensoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Articles 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 Foundation.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation, in return for any service actually rendered to the Foundation, nor prevent the payment of interest at a rate not exceeding 2 percent above the prime rate as quoted by The Hong Kong and Shanghai Banking Corporation Limited from time to time for Hong Kong dollar loans on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation but so that no member of the Executive Committee or Governing Body of the Foundation shall be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Executive Committee 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 Foundation.

5. If upon the winding up or dissolution of the Foundation, 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 Foundation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Foundation 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 Foundation under or by virtue of Article 4 hereof such institution or institutions to be determined by the members of the Foundation at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region 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.

### **Interpretation**

6. "Foundation" means the company registered as "H.K.U. Engineering Alumni Association Education Foundation Limited (香港大學工程舊生會教育基金有限公司)".

“HKUEAA” means the H.K.U. Engineering Alumni Association Limited (香港大學工程舊生會有限公司).

"Executive Committee" means persons for the time being elected as members of the Executive Committee of the Foundation and such persons shall be deemed to be “directors” of the Foundation for the purpose of the Ordinance.

"Secretary" means the Secretary of the Foundation and the person elected as the Secretary under these Articles shall be deemed to be the “Secretary” of the Foundation for the purpose of Section 474 of the Ordinance.

“Board” means the board of directors of the Foundation appointed pursuant to Article 13 and 14. For the purpose of the Ordinance, the Board of Directors of the Foundation is the Executive Committee of the Foundation.

"General Meeting" means a General Meeting of the Members of the Foundation whether Annual or Extraordinary.

"Seal" means the common seal of the Foundation.

"Ordinance" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

Any words denoting the singular number include the plural number and vice versa.

Any word denoting the masculine gender shall include the feminine gender or vice versa.

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.

Wherever any provision of these Articles (except a provision for the appointment of a proxy) requires that a communication as between the Foundation, its Executive Committee or Members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record if the person to whom the communication is given consents to it being given to him

in that form.

Wherever any provision of these Articles requires that a meeting of the Foundation, its Executive Committee or Members be held, the requirement may be satisfied by the meeting being held by such lawful electronic means and in such manner as may be agreed by the Foundation in General Meeting.

Unless the context otherwise requires, words or expressions used in these Articles shall have 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 Foundation.

### **Membership**

7. The number of Members with which the Foundation proposes to be registered shall be no more than 20, but the Board may from time to time with the sanction of a Special Resolution of the Foundation register an increase of Members.
8. The subscribers to the Articles of Association and such other persons as the Board shall admit to membership shall be Members. No corporation shall in any circumstances be admitted to membership.
9. The first Members shall be:-
  - (a) The signatories to the Articles of Association.
10. Application for membership shall be made in such form as the Board may from time to time determine. Every application for admission shall be considered by the Board and may (subject as hereinafter provided) be acceded to or refused at their absolute discretion: Provided always that no person shall be admitted to membership if such admission would result in the number of Members exceeding the maximum number of Members for the time being authorised.
11. The rights of a Member shall be personal to himself and shall not be transferable or transmissible.
12. A Member shall cease to be a Member:-
  - (a) if he resigns by one month's notice in writing given to the Board, such



resignation to take effect as at the expiration of such notice or on such earlier date as the Board may determine;

- (b) if he be requested by an Ordinary Resolution of the Foundation or by a resolution of the Board to resign his membership; or
- (c) if he becomes bankrupt or compounds with his creditors or be found lunatic or becomes of unsound mind.

### **Executive Committee**

13. The number of Executive Committee members shall not be more than 20. The President, Vice Presidents, Honorary Secretary, Honorary Treasurer and Immediate Past President of HKUEAA, at their own wish, shall ex-officio be members of the Executive Committee without election. Such ex-officio members shall retire from the Executive Committee upon their retirement from their offices in HKUEAA. No member of the Executive Committee shall be required to vacate from his or her office or be ineligible for re-election or re-appointment as a member of the Executive Committee and no person shall be ineligible for appointment as a member of the Executive Committee by reason only of his or her having attained any particular age.
14. The first Executive Committee shall be:-
  - (a) all the first members referred to in Article 9; and
  - (b) the President, Vice Presidents, Honorary Secretary, Honorary Treasurer and Immediate Past President of the HKUEAA who was at the date of the incorporation of the Foundation.
15. The Board shall have power at any time, and from time to time, to appoint any other qualified person as a member of the Executive Committee to fill a casual vacancy. But any member of the Executive Committee so appointed shall hold office only until the next following Annual General Meeting of the Foundation and shall then be eligible for re-election.
16. With the exception of the first Executive Committee, who are appointed by these presents and who shall not be subject to the provisions of these presents relating to the retirement of Executive Committee, and without prejudice to the power conferred on the Board, all Executive Committee members shall be elected by the Members of the Foundation in General Meeting.

17. With the exception of the first Executive Committee, all the members of the Executive Committee shall retire from office at the Annual General Meeting of the Foundation but shall be eligible for re-election.
18. A retiring member of the Executive Committee shall act as a member of the Executive Committee throughout the meeting at which he retires.
19. The Foundation at any General Meeting at which any member of the Executive Committee retire in a manner aforesaid may fill up the vacated offices by electing a like number of qualified persons to be members of the Executive Committee, and without notice in that behalf, may fill up any other vacancies.
20. If, at any General Meeting at which an election of Executive Committee ought to take place, the place of any member of the Executive Committee retiring is not filled up, he shall, if willing, continue in office until the Annual General Meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined at such meeting on due notice to reduce the number of members of the Executive Committee in office.
21. No person shall, unless recommended by the Board for election, be eligible for election to the office of the Foundation at any General Meeting.

### **Power of the Executive Committee**

22. The operations of the Foundation shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by the Ordinance or by these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, 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 Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

23. In furtherance of the objects of the Foundation but not otherwise, the Board may exercise all the powers of the Foundation to borrow money and to mortgage and charge its undertaking, property and assets as collateral security for any debt, liability or object of the Foundation.
24. The continuing Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the Executive Committee shall at any time be reduced below the number fixed by or pursuant to these presents, it shall be lawful for them to act as the Board for the purpose of increasing the number of Executive Committee to that number or of summoning a General Meeting but not for any other purpose.
25. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Foundation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two persons selected by the Executive Committee out of its number.

#### **Proceedings of the Executive Committee**

26. The Board may meet together in Hong Kong or elsewhere outside Hong Kong for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six members of the Executive Committee present in person shall be a quorum. A member of the Executive Committee shall be deemed to be present at a meeting of the Executive Committee if he participates by telephone or other electronic means and all the members of the Executive Committee participating in the meeting are able to hear each other. Questions 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.
27. At the request of a member of the Executive Committee, the Secretary shall, at any time summon a meeting of the Board by notice served upon the other members of the Executive Committee. A member of the Executive Committee who is absent or abroad shall not be entitled to receive notice of a meeting.
28. The Board shall from time to time elect a Chairman who shall preside at all

meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding a meeting, the Executive Committee present shall choose one of their number to be the Chairman of the meeting.

29. A meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in the Board generally.
30. Subject to Article 4 hereof, no member of the Executive Committee or Governing Body of the Foundation shall be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Executive Committee or Governing Body.
31. The Board may delegate any of their powers to committees or sub-committees consisting of Executive Committee or other as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. The Board may dissolve any such committee or sub-committee and revoke the powers delegated to it.
32. All acts bona fide done by any person acting as a member of the Executive Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee 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 member of the Executive Committee.
33. If a member of the Executive Committee is in any way (directly or indirectly) interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract with the Foundation that is significant in relation to the Foundation's operations and his interest is material, he must declare the nature and extent of his interest to the other members of the Executive Committee in

accordance with section 536 of the Ordinance.

34. A member of the Executive Committee must neither vote in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract, and if he does so vote his vote shall not be counted.

### **Disqualification of Members of the Executive Committee**

35. The office of a member of the Executive Committee shall be ipso facto vacated:-
  - (a) if he be found lunatic or becomes of unsound mind; or
  - (b) if he becomes bankrupt or suspends payment or compounds with his creditors; or
  - (c) if he is removed by the Foundation under the provisions of Article 36 hereof;  
or
  - (d) if by notice in writing to the Foundation, he resigns his office.
36. The Foundation may by Ordinary Resolution remove any member of the Executive Committee before the expiration of his period of office, and may by Ordinary Resolution appoint another qualified person in his stead, but the person so appointed shall hold office during such time only as the member of the Executive Committee in whose place he is appointed would have held the same if he had not been removed. Special notice is required of a resolution to remove a member of the Executive Committee or to appoint somebody in place of a member of the Executive Committee so removed at the meeting at which he is removed.

### **General Meetings**

37. The Foundation 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 Foundation and that of the next. Provided that so long as the Foundation 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 Committee shall appoint.

38. The above mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary General Meetings.
39. The Executive Committee 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 requisitions, as provided by sections 566 and 567 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the Executive Committee capable of acting to form a quorum, any Executive Committee Member or any three (3) members of the Foundation 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 Committee.

#### **Notice of General Meetings**

40. 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 Foundation 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 Foundation in General Meeting, to such persons as are, under these presents entitled to receive such notices from the Foundation.
41. Provided that a meeting of the Foundation 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 a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; 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 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
42. 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**

43. 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 sheet, and the reports of the Executive Committee and auditors, the election of members of the Executive Committee and the appointment of the auditors and the fixing of their remuneration.
44. No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, and such quorum shall consist of not less than two thirds of Members of the Foundation.
45. 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 Committee 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 who are entitled to vote thereat shall be a quorum.
46. 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 business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting

from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

47. The Chairman (if any) of the Board shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of their number to preside.
48. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by any Member present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Foundation shall be conclusive evidence thereof, without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.
49. If a poll be demanded in manner aforesaid, it 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 the resolution of the meeting at which the poll was demanded.
50. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
51. 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 in addition to the vote (if any) to which he may be entitled as a Member.
52. 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.



### **Executive Council**

53. Without prejudice to the powers hereinbefore conferred upon the Board to delegate any of their powers to committee of the Board and subject to Article 4 hereof, the Board may establish an Executive Council and may appoint any persons (whether the Executive Committee or Members of the Foundation or not) to be members of such Council, and fix their remuneration, and may delegate to such Council any of the powers, authorities and discretions vested in the Board (except the power of admitting Members of the Foundation or of requiring Members of the Foundation to resign), with power to subdelegate, and may authorise the members of the Executive Council to act notwithstanding vacancies in their body, and such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and the Board may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such removal, annulment or variation shall be affected thereby.

### **Advisers**

54. Subject to Article 4 hereof, the Board may appoint such persons (whether the Executive Committee or Members of the Foundation or not) to be Advisers to the Foundation as it considers fit and proper.

### **Secretary**

55. Subject to Article 4 hereof, the Board may from time to time by resolution appoint a secretary upon such terms and subject to such conditions as the Board may think fit and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary and the Board may remove any person so appointed.

### **Change of Address**

56. Members changing their place of residence or email address shall give due notice to the Hon. Secretary and furnish him with an email address or address to which notices and letters may be sent. All notices and letters sent by email, by post or otherwise to such address (in default of notice of change of address) shall be considered as having been duly received by the Member.

### **Seal**

57. The Foundation shall have a Seal and the Executive Committee shall provide for its safe custody.
58. The Seal of the Foundation shall not affix to any instrument except authorized by a resolution of the Executive Committee.

### **Accounts**

59. The Committee Members shall cause proper books of account to be kept with respect to:
- (a) the assets and liabilities of the Foundation;
  - (b) the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place; and
  - (c) all other matters necessary for showing the true state and condition of the Foundation.
60. The books of account shall be kept at the registered premises of the Foundation or subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee think fit, and shall be opened at any time to the inspection of any member of the Executive Committee.
61. The Executive Committee from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be opened to the inspection of Members not being members of the Executive Committee and no member shall have any right of inspecting any account or book or document of the Foundation

except as conferred by statutes or by the Articles of Association or authorised by the Executive Committee or by the Foundation in a General Meeting.

62. The Executive Committee shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and laid before the Foundation in General Meeting such Income and Expenditure Accounts, Balance Sheets and Reports as are referred to in those 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 Foundation in General Meeting, together with a copy of the President's report and a copy of the auditor's report shall not less than 21 days before the date of the meeting be sent to every member of the Foundation.
64. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Foundation is not aware.

#### **Audit**

65. Subject to Article 4 hereof, auditors shall be appointed and their duties regulated in accordance with the provisions in the Ordinance.

#### **Notice**

66. A notice or document may be served or delivered by the Foundation upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members of the Foundation or by sending it or transmitting it as an electronic communication to such Member at such telex or facsimile transmission number or electronic number or electronic address or computer network or website supplied by him to the Foundation for the giving of notice or document from the Foundation to him to the extent permitted by, and in accordance with the Ordinance.
67. Notice of every General Meeting shall be given in any manner hereinbefore authorized to (a) every Member except those Members who (having no

registered address within Hong Kong) have not supplied to the Foundation an address within Hong Kong for the giving of notices to them, and (b) the auditors for the time being of the Foundation. No other persons shall be entitled to receive notices of General Meetings.

68. Any notice, if served by post shall be deemed to have been served on the day on which the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter, or if sent or transmitted as an electronic communication shall be deemed to have been served or delivered at the time of the relevant despatch or transmission.

### **Winding Up**

69. The Foundation may be wound up by a Special Resolution passed at a General Meeting with a quorum of two-thirds of the Members of the Foundation. The provisions of Article 5 of Part B of the Articles of Association relating to the winding-up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in these Articles.

### **Indemnity**

70. Save and except so far as the provisions of this Article shall be avoided by any provisions of any ordinance, the Executive Committee, the members of the Executive Council, auditor, Secretary and other officers for the time being of the Foundation and the Trustees (if any) for the time being acting in relation to any of the affairs of the Foundation and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Foundation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any

moneys or effects of the Foundation shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Foundation shall be placed out or invested, or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

71. The Foundation shall have power to purchase and maintain for the Executive Committee, the members of the Executive Council, auditor, Secretary and other officers of the Foundation insurance against any liability to the Foundation or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud or dishonesty or wilful or reckless misconduct) of which he may be guilty in relation to the Foundation.