

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

**FRIENDS OF THE EARTH (HK) CHARITY
LIMITED**

香港地球之友慈善有限公司

(Changed Name on 1st August, 2003.)

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Incorporated the 23rd day of December, 1986.

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**HONG KONG**

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THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

FRIENDS OF THE EARTH (HK) CHARITY LIMITED

香港地球之友慈善有限公司

Passed on 19th day of June, 2006

In an Extraordinary General Meeting of Friends of the Earth (HK) Charity Limited (the "Charity") held on the 19th day of June, 2006, the following special resolution was duly passed :-

"THAT the articles of association of the Charity be amended as follows:

1. In Article 1

The following paragraph be inserted immediately after the interpretation of "Life Member":-

‘ "Honorary Member" means a member of the Charity who is advisor, professional or concerned person invited and approved by the Board of Governors in writing and can be a person of any nationality, irrespective of sex, who is aged 18 years or above and is not required to pay any membership fee. An Honorary Member shall have rights to receive notices of the Charity's general meetings and attend the meetings but shall not have voting right in the Charity's general meetings.’

The interpretation of "Members" be amended as follows:-

‘ "Members" mean all members of the Charity including the Life Members, the Honorary Members and the General Members.’

2. In Article 8

Article 8 be deleted in its entirety and substituted by the following article:-

‘A permanent subscription fee shall be payable by the Life Members at such rate as may from time to time be determined by the Board of Governors. Honorary Members and General Members are not required to pay any subscription fee to the Charity.’

3. In Article 23

Article 23 be deleted in its entirety and substituted by the following article:-

‘Every Life Member shall have one vote. Honorary Members and General Members shall not have any voting right.’

(Sd.) Wong Yuen Fai

Wong Yuen Fai
Chairman of the meeting

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

FRIENDS OF THE EARTH (HK) CHARITY LIMITED

Passed on 21st day of June, 2005

In an Extraordinary General Meeting of Friends of the Earth (HK) Charity Limited (the "Charity") held on the 21st day of June, 2005, the following special resolutions was duly passed :-

"THAT the articles of association of the Charity be amended as follows:

1-1. In Article 1

The following paragraphs be inserted immediately after the interpretation of "Governor":-

' "Life Member" means a member of the Charity who has been a life member of the Charity on or before 21st June 2005 or who is endorsed by the Board of Governors to be a life member after 21st June 2005 and paid the relevant membership fee. Every Life Member shall have one voting right in the Charity's general meetings.

"General Member" means the general member of the Charity who becomes a member of the Charity after 21st June 2005 and is not required to pay any membership fee. A General Member shall not have voting right in the Charity's general meetings.

"Members" means all members of the Charity including the Life Members and the General Members.'

1-2. In Article 4

Article 4 be repealed and substituted by the following article:-

'4. The number of Members of the Charity is not subject to upper limit but the Governors may from time to time to change at their discretion.'

1-3. In Article 8

Article 8 be repealed and substituted by the following article:-

‘8. A permanent subscription fee shall be payable by the Life Members at such rate as may from time to time be determined by the Board of Governors.’

1-4. In Article 12(b)

The phrase “any two members” be repealed and substituted by “any two Life Members”.

1-5. In Article 16

The phrase “fifteen members” be repealed and substituted by “fifteen Life Members”.

1-6. In Article 17

The phrase “the requisition of members” be repealed and substituted by “the requisition of Life Members”.

1-7. In Article 23

The word “member” be repealed and substituted by “Life Member”.

1-8. In Article 24

The phrase “all the members of the Charity” be repealed and substituted by “ all the Life Members of the Charity”; and

The phrase “the members may sign” be repealed and substituted by “the Life Members may sign”.

1-9. In Article 27

The phrase “being a member of” be repealed and substituted by “being a Life Member of”.

(Sd.) Bryan Bachner

Bryan Bachner
Chairman of the meeting

No. 180129
編號

(COPY)
副本
COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第 32 章
公司條例

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
公司更改名稱
註冊證書

I hereby certify that
本人謹此證明

FRIENDS OF THE EARTH (CHARITY) LIMITED
地球之友(慈善)有限公司

having by special resolution changed its name, is now incorporated under
經通過特別決議，已將其名稱更改，該公司的註冊名

the name of
稱現為

**FRIENDS OF THE EARTH (HK) CHARITY
LIMITED**
香港地球之友慈善有限公司

Issued by the undersigned on 1 August 2003.

本證書於二〇〇三年八月一日簽發。

(Sd.) MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任張潔心代行)

Company No. 180129

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

FRIENDS OF THE EARTH (CHARITY) LIMITED

地球之友(慈善)有限公司

Passed on 14th June, 2003

I, Cheng Man Chung, Daniel being the Chairman of the Board of Governor of the company hereby certify that the following extracted resolution was duly passed by the members of the company as a Special Resolution:-

“... .. the proposed new name was approved at the last board meeting in May 2003 and we would like to also have the endorsement from our members for such change... ..”

Proposed new name – ***“Friends of the Earth (HK) Charity Limited”***
“香港地球之友慈善有限公司”

(Sd.) Cheng Man Chung, Daniel

Cheng Man Chung, Daniel
Chairman of the Board of Governor

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

FRIENDS OF THE EARTH (CHARITY) LIMITED

地球之友(慈善)有限公司

Passed on 18th day of March, 1991

In an Extraordinary General Meeting of Friends of the Earth (Charity) Limited (the “Charity”) held on the 18th day of March, 1991, the following special resolution was duly passed :-

“THAT the articles of association of the Charity be amended as follows:

a) In Article 7 to amend the Article so as to read:

7.(i) The membership of any individual member of the Charity shall be deemed to be personal and shall forthwith cease to exist in any of the following events:-

- (a) Upon the death of the member;
- (b) Upon notice in writing to the Board of Governors of his resignation from membership;
- (c) If he become lunatic or of unsound mind;
- (d) If he becomes a declared bankrupt under any of the laws relating to bankruptcy for the time being in force in Hong Kong;
- (e) If he fails to pay his membership dues for more than 18 months.

(ii) There may also be group memberships of the Charity for schools, organizations and corporations. Such memberships shall be accepted at the discretion of the Board of Governors, and shall forthwith cease to exist in any of the following events:-

- (a) If the group ceases to be registered in Hong Kong as a school, organization or corporation;
- (b) If the group gives notice in writing to the Board of Governors of its resignation from membership;
- (c) If the group becomes bankrupt or insolvent under any of the laws relating to bankruptcy or insolvency for the time being in force in Hong Kong.
- (d) If the group fails to pay its membership dues for more than 18 months.

b) In Article 16 to amend the word “two” to “fifteen” so as to read:

“...fifteen members of the Charity personally present or by proxy shall be a quorum.”

c) In Article 28 to amend the word “ten” to “fifteen” so as to read:

“The number of Governors shall not be less than three nor more than fifteen.”

d) In Article 38 to replace Article 38 with the following:-

“At every annual general meeting of the Charity, one third (or the number closest to one third) of the Board of Governors shall retire from office, and the retiring Governors shall be eligible for re-election. Those retiring shall be the Governors longest in office. Where more than one third of the Board is liable to retire at the same time, selection of those to retire shall be by lot at a Board meeting prior to the annual general meeting.”

e) In Article 48 to replace the word” Governors” in the fourth sentence with the words “members of the Charity” and the word “Governor” in the fifth sentence with the words “member of the Charity or member of the Charity’s staff” so as to read:

“Persons not being members of the Charity co-opted to such Committee shall have no vote. Every such Committee shall have as its chairperson a member of the Charity or member of the Charity’s staff.”

f) In Article 49 to amend the words “cable or telex” to read “cable, telex or fax”.

g) In Article 53 to add the word “President” before the word “patron” and to delete the words “vice patron(s)”

h) In Article 40 to add the following:

“Nominations for the office of Governor must be received at the registered office of the Charity at least 7 clear days before the date of the Annual General Meeting in the following form:

NOMINATION FOR THE OFFICE OF GOVERNOR

Nominee
 ID Card No
 Address

 Phone No
 Signature
 (signifying consent to be nominated)
 Proposer
 ID Card No
 Address

 Phone No
 Seconder
 ID Card No
 Address

 Phone No

(Sd.) Ross Penlington

 Ross Penlington
 Chairman of the meeting

Company No. 180129

SPECIAL RESOLUTION

OF

FRIENDS OF THE EARTH (CHARITY) LIMITED

At an Extraordinary General Meeting of the members of the above company held at Mezzanine Floor, 61 Wyndham Street, Hong Kong on the 12th day of April, 1989, the following Resolution was duly passed as a Special Resolution:

“That the maximum number of members of the Charity be increased from 25 to 5,000.”

(Sd.) Linda Siddall

Linda Siddall
Chairman

No. 180129
編號

[COPY]
副本

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人茲證明

FRIENDS OF THE EARTH (CHARITY) LIMITED
地球之友(慈善)有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, and
於本日在香港依據公司條例註冊成為

that this company is limited.
有限公司。

GIVEN under my hand this Twenty-third day of December, One Thousand Nine
簽署於一九八六年十二月二十三日。

Hundred and Eighty-six.

(Sd.) Mrs. S. LAM

.....
p. Registrar General
(Registrar of Companies)
Hong Kong
香港註冊總署署長暨公司註冊官
(註冊主任林黎小蘭代行)

THE COMPANIES ORDINANCE (Chapter 32)

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

MEMORANDUM OF ASSOCIATION

OF

**※FRIENDS OF THE EARTH (HK) CHARITY
LIMITED**

香港地球之友慈善有限公司

1. The name of the Company is “**※FRIENDS OF THE EARTH (HK) CHARITY LIMITED** 香港地球之友慈善有限公司” (hereinafter called “the Charity”).
2. The registered office of the Charity will be situated in Hong Kong.
3. The objects for which the Charity is established are:-
 - (a) To promote understanding and appreciation of the need for and otherwise further by all lawful means the conservation, protection and restoration of the natural resources and natural beauty of Hong Kong and all other areas of the world and the enhancement and sustainable use of all aspects of the natural environment;
 - (b) To promote general awareness and understanding of:-
 - i) people’s relation to their environment, both rural and urban;
 - ii) the need to conserve natural resources, such as soil, water, vegetation and wildlife, and natural areas or features which are notable for their scenic beauty or their educational or scientific interest;
 - iii) the effects of pollution and the need for its prevention with the ultimate aim of keeping the earth fit and productive for the present and future welfare of all peoples;
 - iv) the value of peaceful co-existence, co-operation and mutual support on all levels between people;
 - v) the right to life and to reasonable living conditions in captivity of animals and the need to prevent cruelty to animals;
 - (c) To stimulate:-
 - i) a sense of personal and social trusteeship of natural resources and amenities in Hong Kong and other areas of the world;

※Changed Name on 1st August, 2003.

- ii) action on environmental issues and co-operation between individuals and groups in bringing to bear their knowledge and skills in the solution of such issues;
- (d) To raise funds for meeting the needs of the Charity, and to solicit, receive and acknowledge donations, bequests and gifts for the purposes of the Charity, and for educational and charitable purposes and to disburse funds and provide services for such purposes;
- (e) To create, maintain and administer educational and charitable institutions for the promotion of the objects of the Charity and to support other charitable institutions with similar objects;
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Charity may think necessary or convenient for the purposes of the Charity;
- (g) To purchase, sell or otherwise acquire and transfer stocks, shares, lands and all other usual investments;
- (h) To take any gift or property whether subject to any special trust or not to further the purposes of the Charity;
- (i) For the purposes of the Charity, 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 Charity in the shape of donations, annual subscriptions or otherwise;
- (j) For the purposes of the Charity, to engage or employ any person or persons as officers and/or employees of the Charity and to provide and establish a superannuation fund at its discretion for the officers and for the employees of the Charity, their widows and children and to provide a fund to pay sickness benefits to such officers and/or employees;
- (k) For the purposes of the Charity, to develop and turn to account any real or personal property acquired by the Charity or in which it is interested and in particular by laying out and preparing any real property for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences thereon and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement any such real property and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others;
- (l) For the purposes of the Charity, to carry on researching, printing and publishing and, in connection therewith and relating thereto, to purchase copyrights for the books and publications, to engage in engraving and book-binding and embossing, lithographing and impressing on paper and other impressionable surfaces, pictures, figures and letters;
- (m) For the purposes of the Charity, to manufacture and distribute broadcast transcriptions and recordings and to manufacture, process, duplicate and distribute motion picture and cut and roll film;
- (n) For the purposes of the Charity, to raise and borrow money in such manner as the Board of Governors may think fit and in particular by the issue of debentures, bonds, bills of exchange, promissory notes or other obligations or securities of the Charity or by mortgage bills of sale or other charges of or upon all or any part of the property of the Charity whether real or personal;
- (o) For the purposes of the Charity, to pay for any rights, property or privileges acquired by the Charity or for any services rendered to or on behalf of the Charity or to discharge any debt, liability or obligation of the Charity and to make payments either in money or in any other way for information or advice given to the Charity;
- (p) To subscribe and make payments to any fund for charitable or benevolent objects of any description;

- (q) For the purposes of the Charity, to enter into partnerships or into any arrangement for union of interests, co-operation, joint venture, reciprocal, concessions or otherwise with any company or firm of which the distribution of the income and property is prohibited and restricted to at least as great an extent as this Charity under clause 4 of this Memorandum;
- (r) To enter into any arrangement with any Governments or authorities that may seem conducive to the Charity's objects or any of them and to obtain from any such Governments or authorities any acts, grants, licences, rights, privileges and concessions which the Charity may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, grants, licences, rights, privileges and concessions and to oppose and expend funds of the Charity in opposing either singly or in combination with other companies or persons any action or expected action or possible action or proceedings of any Government or Corporation or body of persons that may appear to the Board of Governors in its absolute discretion to be or likely to be inimical or prejudicial to the Charity's objects or interests;
- (s) For the purposes of the Charity, to amalgamate or unite and absorb into the Charity or to amalgamate with any other present or future company or partnership whether formed in Hong Kong or elsewhere the distribution of the income and property of which is restricted to at least as great an extent as this Charity is under Clause 4 of this Memorandum;
- (t) To invest and deal with the moneys of the Charity in such manner as may from time to time be determined by the Charity;
- (u) For the purposes of the Charity, to promote, organise, and hold, either alone or jointly with any other association, club, or persons, lectures, meetings, conferences, courses, tours programmes on radio and television, and competitions, and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, concerts and other entertainments;
- (v) To keep under continuous review public policies and the activities of public or other agencies which relate to the objects and activities of the Charity;
- (w) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity 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 Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. The income and property of the Charity whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity 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 Charity. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Charity or to any member of the Charity in return for any service actually rendered to the Charity, or prevent the payment of interest at a rate not exceeding one per cent above the prime rate established by the Hong Kong Association of Bankers on money lent or reasonable and proper rent for premises demised or let by any member to the Charity but so that no member of the Governing Body of the Charity shall be appointed to any salaried office of the Charity, or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any member of such Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money let or reasonable and proper rent for premises demised or let to the Charity provided that the provision last aforesaid shall not apply to any payment to any charity of which a member of the Governing Body may be a member and in which such member 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 Charity undertakes to contribute to the assets of the Charity, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Charity 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 hundred dollars.
7. If upon the winding up or dissolution of the Charity 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 Charity, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such 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, Addresses and Descriptions of Subscribers

(Sd.) Linda SIDDALL
C11, Stanley Knoll,
42, Stanley Village Road,
Hong Kong
Barrister

(Sd.) Robert Charles KEEN
5E Pak Sui Yuen,
17 Science Museum Road,
Tsimshatsui,
Kowloon,
Hong Kong
Lecturer

Dated the 24th day of November, 1986.

WITNESS to the above signatures:-

(Sd.) Ho Fung Sin
Office Manager
33B Rose Street
2/F., Yau Yat Chuen,
Kowloon.

THE COMPANIES ORDINANCE (Chapter 32)

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

ARTICLES OF ASSOCIATION

OF

**※FRIENDS OF THE EARTH (HK) CHARITY
LIMITED**

香港地球之友慈善有限公司

Interpretation

1. In these Presents, unless there be something in the subject or context inconsistent therewith:-

“The Ordinance” means the Companies Ordinance (Chapter 32 of the Revised Edition).

“The Charity” means “**※FRIENDS OF THE EARTH (HK) CHARITY LIMITED** 香港地球之友慈善有限公司”.

“These Presents” means these Articles of Association and the regulations of the Charity for the time being in force, if any.

“The Board of Governors” means the administrative body of the Charity for the time being.

“Governor” means a member of the Board of Governors.

#“Life Member” means a member of the Charity who has been a life member of the Charity on or before 21st June 2005 or who is endorsed by the Board of Governors to be a life member after 21st June 2005 and paid the relevant membership fee. Every Life Member shall have one voting right in the Charity’s general meetings.

☆“Honorary Member” means a member of the Charity who is advisor, professional or concerned person invited and approved by the Board of Governors in writing and can be a person of any nationality, irrespective of sex, who is aged 18 years or above and is not required to pay any membership fee. An Honorary Member shall have rights to receive notices of the Charity’s general meetings and attend the meetings but shall not have voting right in the Charity’s general meetings.

#“General Member” means the general member of the Charity who becomes a member of the Charity after 21st June 2005 and is not required to pay any membership fee. A General Member shall not have voting right in the Charity’s general meetings.

☆#“Members” mean all members of the Charity including the Life Members, the Honorary Members and the General Members.

※Changed Name on 1st August, 2003.

#As amended by a Special Resolution passed on 21st June, 2005.

☆As amended by a Special Resolution passed on 19th June, 2006.

“The Office” means the Registered Office for the time being of the Charity.

“The Register” means the Register of Members to be kept pursuant to the Ordinance.

“Seal” means the Common Seal of the Charity.

“Month” means calendar month.

“Year” means year from the 1st January to the 31st December inclusive.

“In writing” and “written” include printing, lithography, and other modes of representing or reproducing words in a visible form.

Words importing the singular number also include the plural number and vice versa.

Words importing the masculine gender also include the feminine gender.

Words importing persons include corporations.

2. Subject to the preceding Article, any words defined in the Ordinance shall if not inconsistent with the subject or context bear the same meaning in these Presents.
3. The Charity is established for the purpose expressed in the Memorandum of Association.

Members

- +#4. The number of Members of the Charity is not subject to upper limit but the Governors may from time to time to change at their discretion.
5. The subscribers to the Memorandum of Association and such other persons as the Board of Governors shall invite or admit to membership shall be members of the Charity.
6. The Board of Governors may expel any person from the membership of the Charity PROVIDED THAT:-
 - (a) Before expelling any person, it shall give notice in writing to that person of its intention so to do stating its reasons for so doing.
 - (b) It shall specify in such notice a time and place at which that person may appear before the Board of Governors to show cause why such person should not be expelled, such time to be not less than fourteen days from the date of the notice.
 - (c) The resolution of the Board of Governors is passed by a majority of the Governors present at a meeting for such purpose.
- *7. (i) The membership of any individual member of the Charity shall be deemed to be personal and shall forthwith cease to exist in any of the following events:-
 - (a) Upon the death of the member;
 - (b) Upon notice in writing to the Board of Governors of his resignation from membership;
 - (c) If he become lunatic or of unsound mind;
 - (d) If he becomes a declared bankrupt under any of the laws relating to bankruptcy for the time being in force in Hong Kong.

+As amended by a Special Resolution passed on 12th April, 1989.

*As amended by a Special Resolution passed on 18th March, 1991.

#As amended by a Special Resolution passed on 21st June, 2005.

- (e) If he fails to pay his membership dues for more than 18 months.
- (ii) There may also be group memberships of the Charity for schools, organizations and corporations. Such membership shall be accepted at the discretion of the Board of Governors, and shall forthwith cease to exist in any of the following events:-
 - (a) If the group ceases to be registered in Hong Kong as a school, organization or corporation;
 - (b) If the group gives notice in writing to the Board of Governors of its resignation from membership;
 - (c) If the group becomes bankrupt or insolvent under any of the laws relating to bankruptcy or insolvency for the time being in force in Hong Kong.
 - (d) If the group fails to pay its membership dues for more than 18 months.

Subscriptions

- ☆#8. A permanent subscription fee shall be payable by the Life Members at such rate as may from time to time be determined by the Board of Governors. Honorary Members and General Members are not required to pay any subscription fee to the Charity.

General Meetings

- 9. The Charity 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 Charity and that of the next. Provided that so long as the Charity 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 Board of Governors shall appoint.
- 10. In default of a general meeting being so held a general meeting shall be held in the month next following and may be convened by members qualified as prescribed in Section 114A(1)(b) of the Ordinance in the same manner as nearly as possible as that in which meetings are to be convened by the Board of Governors.
- 11. The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
- 12. (a) The Board of Governors may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings may also be convened by such requisitionists as provided by Section 113 of the Ordinance.
 - #(b) If at any time there are not within Hong Kong sufficient members of the Board of Governors capable of acting to form a quorum, any two Life Members of the Charity may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Governors.

Notice of General Meetings

- 13. Subject to the provisions of Section 116 of the Ordinance relating to special resolutions, twenty-one days' written notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given), specifying the place, the day and the hour of meeting and in case of special business shall be given in manner hereinafter mentioned or in such manner (if any) as is prescribed by the Charity in general meeting, to such persons as are under the regulations of the Charity entitled to receive such notices from the Charity; but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter written notice and in such manner as those members think fit.

#As amended by a Special Resolution passed on 21st June, 2005.

☆As amended by a Special Resolution passed on 19th June, 2006.

14. The accidental omission to give notice of 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

15. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting with the exception of the consideration of the accounts balance-sheets and the reports of the Governors and Auditors prescribed by the Ordinance, the election of Governors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
- *#16. 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 fifteen Life Members of the Charity personally present or by proxy shall be a quorum.
- #17. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Life 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 and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present shall be a quorum.
18. The Chairperson (if any) of the Board of Governors shall preside as chairperson at every general meeting of the Charity.
19. If there is no such Chairperson or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, any Vice Chairperson (if any) of the Board of Governors may take the chair, and if neither the Chairperson nor the Vice Chairperson are present or if none of them is willing to act as chairperson, then the members present shall choose someone of their number to act as chairperson.
20. The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more at any one time 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 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 and 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 of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
22. In the case of an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

Votes of Members

- ☆#23. Every Life Member shall have one vote. Honorary Members and General Members shall not have any voting right.
- #24. A resolution signed by all the Life Members of the Charity for the time being shall be as valid and as effectual as if it had been passed at a meeting of the members duly called and constituted and the Life Members may sign separate copies of the resolution or document circulated for that purpose.

*As amended by a Special Resolution passed on 18th March, 1991.

#As amended by a Special Resolution passed on 21st June, 2005.

☆As amended by a Special Resolution passed on 19th June, 2006.

- 25. The instrument appointing a proxy shall be in writing under the hands 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 as authorized. A proxy need not be a member of the Charity.
- 26. 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 Charity 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 of proxy shall not be treated as valid.
- #27. An instrument appointing a proxy may be in the following form or any other form which the Board of Governors approve:-

“I _____ of _____ being a Life Member of the
 hereby appoint _____ of _____
 as my proxy to vote for me and on my behalf at the (ordinary or extraordinary as the case may be)
 general meeting of the Charity to be held on the _____ day of _____ and
 at any adjournment thereof.

SIGNED this _____ day of _____ 19 ____ ”.

Governors

- *28. The number of Governors shall not be less than three nor more than fifteen. The names of the first Governors shall be determined in writing by the subscribers of the Memorandum of Association.

Powers and Duties of Governors

- 29. The affairs of the Charity shall be managed by the Governors who may pay all expenses incurred in setting up and registering the Charity and may exercise all such powers of the Charity as are not by the Ordinance or by these Articles required to be exercised by the Charity 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 are prescribed by the Charity in general meeting but no regulation made by the Charity in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.
- 30. The Board of Governors is empowered to make, repeal and amend such by-laws as it may from time to time consider necessary for the well being of the Charity provided that no such by-law shall be inconsistent with or purport to alter, amend or repeal anything contained in this Memorandum and Articles of Association and it is further provided that any by-law may be set aside by a Special Resolution of a General Meeting of the Charity.
- 31. The Governors shall cause minutes to be made in books provided for the purpose:-
 - (a) Of all appointments of officers made by the Governors.
 - (b) Of the names of the members present at each meeting of the Governors and of any Committees.
 - (c) Of all resolutions and proceedings at all meetings of the Charity and of the Governors and of Committees of the Governors.
- 32. The books of minutes shall be kept at the registered office of the Chairty or at such other place or places as the Governors thinks fit and shall always be open to the inspection of the Governors.

#As amended by a Special Resolution passed on 21st June, 2005.

*As amended by a Special Resolution passed on 18th March, 1991.

33. The Governors may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, bonds, bills of exchange, promissory notes or other obligations or securities of the Charity whether outright or as security for any liability or obligation of the Charity.
34. The Governors shall register all charges created by it and requiring registration in accordance with Section 80 of the Ordinance and shall duly comply with the requirements of Sections 81 and 82 of the Ordinance in regard to the registration of mortgages and charges therein specified and otherwise.

The Seal

35. The Seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Governors and in the presence of a Governor or such other person as the Board of Governors appoints for the purpose, and that Governor or other person as aforesaid shall sign every instrument to which the seal of the Charity is so affixed in their presence.

Disqualification of Governors

36. The office of Governor shall be vacated if the Governor:-
 - (a) Holds any office of profit under the Charity.
 - (b) Becomes bankrupt or insolvent.
 - (c) Becomes prohibited from being a Governor by reason of any order made under S. 275 of the Ordinance.
 - (d) Is found lunatic or becomes of unsound mind.
 - (e) Resigns his office by notice in writing to the Charity.
 - (f) If directly or indirectly interested in any contract or proposed contract with the Charity but does not disclose his such interest pursuant to Article 37 hereof.
 - (g) If he is removed by a special resolution of the Charity.
37.
 - (a) No Governors or intended Governors shall be disqualified by his office from contracting with the Charity nor shall any such contract or any contract or arrangement entered into by or on behalf of the Charity with any person, company or partnership of or in which any Governor shall be a member or otherwise interested be capable on that account of being avoided; nor shall any Governor so contracting or being such a member or so interested be liable to account to the Charity for any profit realised by any such contract or arrangement by reason only of such Governor holding that office or the fiduciary relationship thereby established. Provided always that such Governor shall forthwith disclose the nature of his interest in any contract or arrangement in which he is interested as required by and subject to the provisions of the Ordinance.
 - (b) Provided such disclosure is made as aforesaid, a Governor shall be entitled to vote in respect of any contract or arrangement in which he is interested and to be counted in the quorum present at the meeting at which such contract or arrangement is considered.
 - (c) A general notice to the Board of Governors by a Governor that he is to be regarded as interested in any contract or arrangement which may be made with any specified person, firm or corporation after the date of such notice shall be a sufficient declaration of interest in relation to any contract or arrangement so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Board of Governors or the Governor takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board of Governors after it is given.

Retirement and Appointment of Governors

- *38. At every annual general meeting of the Charity, one third (or the number closest to one third) of the Board of Governors shall retire from office, and the retiring Governors shall be eligible for re-election. Those retiring shall be the Governors longest in office. Where more than one third of the Board is liable to retire at the same time, selection of those to retire shall be by lot at a Board meeting prior to the annual general meeting.

- 39. Any casual vacancy occurring in the Board of Governors may be filled up by the Governors and the Governors shall further have power at any time, and from time to time, to appoint any person as an additional Governor. Any Governor so appointed shall hold office until the next annual general meeting when he shall forthwith retire and shall be eligible for re-election.

- *40. The Charity may by special resolution remove any Governor before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. Without prejudice to the powers of the Governors under Article 39, the Charity in general meeting may appoint any person to be a Governor to fill a casual vacancy or as an additional Governor.

Nominations for the office of Governor must be received at the registered office of the Charity at least 7 clear days before the date of the Annual General Meeting in the following form:

NOMINATION FOR THE OFFICE OF GOVERNOR

Nominee
ID Card No
Address
.....
Phone No
Signature
(signifying consent to be nominated)
Proposer
ID Card No
Address
.....
Phone No
Secunder
ID Card No
Address
.....
Phone No

Proceedings of Governors

- 41. The Governors 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 case of an equality of votes, the chairperson shall have a second or casting vote. A Governor may and the secretary on the requisition of a Governor shall at any time summon a meeting of Governors.

- 42. The quorum necessary for the transaction of the business of the Governors shall be two.

- 43. The continuing Governors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by Article 28 hereof, the continuing Governors may act for the purpose of increasing the number of Governors to that number or of summoning a general meeting of the Charity but for no other purpose.

- 44. The Board of Governors may delegate any of its powers to committees consisting of such members or member of the Charity or 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 are imposed on it by the Governors.

*As amended by a Special Resolution passed on 18th March, 1991.

45. A Committee may elect a chairperson of its meetings. If no such chairperson is elected or if at any meeting the chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
46. 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 case of an equality of votes the chairperson shall have a second or casting vote.
47. All acts done by any meeting of the Governors or of a Committee or any person acting as a Governor shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Governor or persons 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 Governor.
- *48. The Governors may appoint from time to time such Committees as it deems necessary for such purposes and with such powers as may be required. Members of such committees shall not necessarily be members of the Charity or of the Board of Governors. All Committees shall report their proceedings to the Board of Governors, at its next meeting after such proceedings. Persons not being members of the Charity co-opted to such Committee shall have no vote. Every such Committee shall have as its chairperson a member of the Charity or member of the Charity's staff.
- *49. A resolution in writing, signed by a majority of the Governors for the time being entitled to receive notice of a meeting of the Governors, shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Governors. A cable, telex or facsimile message sent by a Governor shall be deemed to be a document signed by him for the purpose of this Article.

Chairperson and Vice Chairperson

50. The Board of Governors shall elect a Chairperson and a Vice Chairperson from among its members at its first meeting after the annual general meeting in each year. The Chairperson shall preside as chairperson of every meeting of the Governors. If no Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the same, the Vice Chairperson may take the chair, and if neither the Chairperson nor the Vice Chairperson are present or if no Chairperson or Vice Chairperson have been elected, then the Governors may choose one of its members present to be chairperson of the meeting.

Secretary

51. The first Secretary of the Charity shall be Linda Siddall who may resign from this office upon giving notice to the Charity of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance. The Governors may from time to time appoint or remove a Secretary.

Treasurer

52. A Treasurer may be appointed by the Board of Governors either from among its members or from the members of the Charity at its first meeting after the annual general meeting in each year who shall carry out such duties as the Governors from time to time allocates to him. Such treasurer may at any time be removed by the Governors and the Governors may at any time appoint a temporary substitute for the Treasurer.

President and Patrons

- *53. Any person of distinction may be invited by the Governors to become a President or patron of the Charity with such privileges as may from time to time be determined by the Governors but without any of the liabilities of the members. A President or patron shall not have any executive authority nor any right to vote at any meeting of the Charity, Governors or Committees.

*As amended by a Special Resolution passed on 18th March, 1991.

Cheques, Bills etc.

54. Cheques, bills of exchange, promissory notes or other negotiable instruments shall be drawn, made, signed, accepted or endorsed by such person or persons and in such manner as the Governors shall from time to time resolve.

Bankers

55. The Bankers of the Charity may from time to time be appointed and changed by the Governors.

Accounts

56. The Governors shall cause to be kept proper books of account in which shall be kept full, true and complete accounts of the affairs and transactions of the Charity and shall comply with S. 121 of the Ordinance.
57. The books of account shall be kept at the registered office of the Charity or at such other place or places as the Governors thinks fit and shall always be opened to the inspection of the Governors.
58. The Governors shall cause to be prepared and to be laid before the Charity in general meeting income and expenditure accounts, balance sheets and reports once at least in every year.
59. A copy of every balance sheet (including every document required by law to be annexed or attached hereto) which is to be laid before the Charity in general meeting together with a copy of the Auditors' report shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Charity.

Audit

60. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

Notices

61. (a) A notice may be given by the Charity 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 Charity for the giving of notices to him.
- (b) 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 in the case of a notice of a meeting at the expiration of forty-eight 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.
62. Notice of every general meeting shall be given in some manner hereinbefore authorized to every member except those members who (having no registered address within Hong Kong) have not supplied to the Charity an address in Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meeting.
63. Every Governor or Officer of the Charity or any person so employed by the Charity as Auditor shall be indemnified out of the funds of the Charity against all liability incurred by him as such Governor, Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 358 of the Companies Ordinance in which relief is granted to him by the Court.

Winding-Up

64. The Provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

(Sd.) Linda SIDDALL
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Barrister

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Lecturer

Dated the 24th day of November, 1986.

WITNESS to the above signatures:-

(Sd.) Ho Fung Sin
Office Manager
33B Rose Street
2/F., Yau Yat Chuen,
Kowloon.

