THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

Hong Kong Sports Association of the Deaf Company Limited
香港聾人體育總會有限公司

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Part A Mandatory Articles

1. Company Name The name of the Company is

Hong Kong Sports Association of the Deaf Company Limited 香港聾人體育總會有限公司.

2. The objects for which the Company is established ("Objects") are specifically expressed below:

(a) To take over all or any part of the assets of the present unincorporated body known as Hong Kong Sports Association of the Deaf (香港聾人體育總會).

(b) for relief of the needs of the deaf, to maintain and conduct the Company as a non-profit making company of charitable character, and to carry out and perform all and any other lawful acts, works or things that are of a charitable nature and to organize sports activities for deaf people in Hong Kong;

(c) for advancement of education and relief of the needs of the deaf to promote, support, sponsor and further education, including the provisions of prizes, awards, scholarships, bursaries and grants; provide non-profit making vocational training, teacher training and development and other educational-related sports activities of deaf people in Hong Kong;

(d) to establish and carry on libraries, and reading and writing rooms, and to furnish the same with books, reviews, magazines, newspapers and other publications and issue, print or publish any publications, newspapers, periodicals, magazines, books, reports or leaflets on a non-profit making basis as the Company thinks desirable for the promotion of its objects;

(e) in furtherance of the objects of the Company but not otherwise, to honour and reward excellence in research and development of technologies, including the provisions of prizes, scholarships, bursaries, grants, loans and other awards therefor (provided that tight internal controls are in place when providing loans);

(f) to promote, organize and hold, either alone, or jointly with other company, club or persons, all kinds of charitable activities in pursuance of or which are conducive to the objects of the Company;

(g) to establish and support and to aid in the establishment and support of, any other charity formed to promote all or any of the objects. PROVIDED that none of the funds of the Company shall be used to support any entities which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Article 5 hereof;

(h) subject to Article 5 hereof, to hire and employ persons necessary or desirable for the objects of the Company and in return for services actually rendered to the Company, to pay them salaries, wages, gratuities and pensions and to contribute to their provident funds, retirement schemes and the list;

(i) to construct, maintain, improve and renovate any premises, buildings, grounds, facilities, assets owned or occupied for the objects of the Company;

(j) to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property or assets of the Company necessary for the objects of the Company;

(k) to invest and deal with the moneys of the Company not immediately required, upon such investments and in proper and prudent manner as allowed by the laws and for the objects of the Company;

(l) to borrow or raise and give security for money so borrowed or raised upon all or any part of the property or assets of the Company necessary for the objects of the Company;

(m) to establish, undertake and execute any trusts which are conducive to the objects of the Company; and

(n) to co-ordinate resources and assist in the implementation of the objects of the Company.

In furtherance of the objects of the Company but not otherwise, the Company may:

(i) aid, assist and give relief in any manner and to any extent included in the absolute discretion of the Board of Directors to any charitable institution whose object or objects are similar to or comparable with the objects of this Company. PROVIDED always that notwithstanding anything heretofore contained, no grant or assistance shall be given in aid of any political organization and none of the funds of the Company shall subscribe to any institutions which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Article 5 hereof;

(ii) conduct fund-raising activities, exhibitions, private or public appeals, exhibitions, issue publications, or otherwise as is from time to time expedient for the purpose of promoting public awareness and contribution to the funds of the Company;

(iii) accept any gift of property whether real, personal or pecuniary and whether or not subject to any trust for any one or more of the objects herein provided for;

(iv) co-operate and work with any local or public authority or other body and corporation, enter into, make, perform, any agreement or arrangement of every sort and kind that is conducive to any objects of the Company, and to obtain from any government, authority, bodies, Company or organizations any rights, permits, privileges and concessions; and

(v) purchase, lease, exchange, or otherwise acquire any real and personal estate, and to sell, lease, mortgage or otherwise deal with all or any part of the property of the Company as the Board of Directors may deem fit.

3. Members' Liabilities

The liability of the members is limited.

4. Liabilities or Contributions of Members

Every member of the Company undertakes to contribute to the assets of the Company 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 Company 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 sum of HK$20.00.

5. Use of Income and Property

(a) The income and property of the Company, howsoever derived shall be applied solely towards the promotion of the objects of the Company as set out in this Articles of Association.

(b) Subject to sub-clause (d) below, no portion of the income and property of the Company shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Company.

(c) No member of the Board of Directors or governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (d) below) shall be given by the Company to any member of the Board of Directors or governing body.

(d) Nothing herein shall prevent the payment, in good faith, by the Company:

(i) to any member of its Board of Directors or governing body of out-of-pocket expenses;

(ii) of interest on money lent by any member of the Company or its Board of Directors or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(iii) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors or governing body; and

(iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Company or of its Board of Directors or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its vote.

(e) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clause (d) above.

6. Application of Excess Property

If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Company, 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 Company under or by virtue of Article 5 hereof, such charitable institution or trust of a public character to be determined by the Board of Directors at or before the time of dissolution, or in default thereof by such judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in the matter and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

7. Account and Record

True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company; 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 Company for the time being, shall be open to the inspection of the Members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

8. Amendment of Articles of Association

No addition, alteration or amendment shall be made to or in regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Association by at least three-fourths of the Members in a general meeting.

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.) SUM PAK KEI 沈栢基 *Personal information has been covered.*
(Sd.) TSUNG KWOK CHUEN, JIM 宋國全 *Personal information has been covered.*
(Sd.) LI WING HONG 李永康 *Personal information has been covered.*
(Sd.) CHING KWOK FUN 程國芬 *Personal information has been covered.*

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Part 1

Interpretation

1. Interpretation

(1) In these articles—

alternate (候補者) and ***alternate director*** (候補董事) mean a person appointed by a director as an alternate under article 26(1);

appointor (委任者)—see article 26(1);

articles (本《章程細則》) means the articles of association of the Company;

associated company (有聯繫公司) means—

(a) a subsidiary of the Company;

(b) a holding company of the Company; or

(c) a subsidiary of such a holding company;

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

proxy notice (代表通知書)—see article 48(1).

(2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Company.

(3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part 2

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

2. Directors' general authority

(1) Subject to the Ordinance and these articles, the operations and affairs of the Company are managed by the directors, who may exercise all the powers of the Company.

(2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.

(3) The powers given by this article are not limited by any other power given to the directors by these articles.

(4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

3. Members' reserve power

(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

4. Directors may delegate

(1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—

(a) to any person or committee;

(b) by any means (including by power of attorney);

(c) to any extent and without territorial limit;

(d) in relation to any matter; and

(e) on any terms and conditions.

(2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may—

(a) revoke the delegation wholly or in part; or

(b) revoke or alter its terms and conditions.

5. Committees

(1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.

(2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

A decision of the directors may only be taken—

(a) by a majority of the directors at a meeting; or

(b) in accordance with article 7.

7. Unanimous decisions

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

8. Calling directors' meetings

(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the Company secretary to give such notice.

(2) Notice of a directors' meeting must indicate—

(a) its proposed date and time; and

(b) where it is to take place.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

9. Participation in directors' meetings

(1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with these articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.

(3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

10. Quorum for directors' meetings

(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least 4, and unless otherwise fixed it is 4.

11. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

(a) to appoint further directors; or

(b) to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

(1) The directors may appoint a director to chair their meetings.

(2) The person appointed for the time being is known as the chairperson.

(3) The directors may terminate the appointment of the chairperson at any time.

(4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

13. Chairperson's casting vote at directors' meetings

(1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.

(2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

(a) is not participating in a directors' meeting; and

(b) would have been entitled to vote if he or she were participating in it.

15. Conflicts of interest

(1) This article applies if—

(a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Company that is significant in relation to the Company's operation; and

(b) the director's interest is material.

(2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.

(3) The director and the director's alternate must neither—

(a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor

(b) be counted for quorum purposes in respect of the transaction, arrangement or contract.

(4) Paragraph (3) does not preclude the alternate from—

(a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and

(b) being counted for quorum purposes in respect of the transaction, arrangement or contract.

(5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.

(6) Paragraph (3) does not apply to—

(a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Company;

(b) an arrangement for the Company to give any security to a third party in respect of a debt or obligation of the Company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or

(c) Subject to Article 5 of Part A, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries, which do not provide special benefits for directors or former directors.

(7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

(1) Subject to Article 5 of Part A, a director may hold any other office under the Company (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.

(2) A director or intending director is not disqualified by the office of director from contracting with the Company—

(a) with regard to the tenure of the other office mentioned in paragraph (1); or

(b) as vendor, purchaser or otherwise.

(3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Company in which any director is in any way interested is not liable to be avoided.

(4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Company for any profit realized by the transaction, arrangement or contract by reason of—

(a) the director holding the office; or

(b) the fiduciary relation established by the office.

(5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.

(6) A director of the Company may be a director or other officer of, or be otherwise interested in—

(a) any company promoted by the Company; or

(b) any company in which the Company may be interested as shareholder or otherwise.

(7) Subject to the Ordinance, the director is not accountable to the Company for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Company otherwise directs.

17. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

(a) there was a defect in the appointment of any of the directors or of the person acting as a director;

(b) any one or more of them were not qualified to be a director or were disqualified from being a director;

(c) any one or more of them had ceased to hold office as a director; or

(d) any one or more of them were not entitled to vote on the matter in question.

18. Record of decisions to be kept

The directors must ensure that the Company keeps a written record of every decision taken by the directors under article 6 for at least 10 years from the date of the decision.

19. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

(a) how they take decisions; and

(b) how the rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of directors

(1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

(a) by ordinary resolution; or

(b) by a decision of the directors.

(2) Unless otherwise specified in the appointment, a director appointed under paragraph (1)(a) holds office for an unlimited period of time.

(3) An appointment under paragraph (1)(b) may only be made to—

(a) fill a casual vacancy; or

(b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.

(4) A director appointed under paragraph (1)(b) must—

(a) retire from office at the next annual general meeting following the appointment; or

(b) if the Company has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Company's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

21. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

22. Composite resolution

(1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Company or any other body corporate.

(2) The proposals may be divided and considered in relation to each director separately.

(3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

23. Termination of director's appointment

A person ceases to be a director if the person—

(a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;

(b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

(c) becomes a mentally incapacitated person;

(d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;

(e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or

(f) is removed from the office of director by an ordinary resolution of the Company.

24. Directors' remuneration

No director or member of the governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth (subject to Article 5 of Part A of the Articles) shall be given by the Company to any director or any member of the governing body.

25. Directors' expenses

The Company may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

(a) their attendance at—

(i) meetings of directors or committees of directors;

(ii) general meetings; or

(iii) separate meetings of the holders of debentures of the Company; or

(b) the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Division 4—Alternate Directors

26. Appointment and removal of alternates

(1) A director (***appointor***) may appoint as an alternate any other director, or any other person approved by resolution of the directors.

(2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.

(3) An appointment or removal of an alternate by the alternate's appointor must be effected—

(a) by notice to the Company; or

(b) in any other manner approved by the directors.

(4) The notice must be authenticated by the appointor.

(5) The notice must—

(a) identify the proposed alternate; and

(b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.

(6) If an alternate is removed by resolution of the directors, the Company must as soon as practicable give notice of the removal to the alternate's appointor.

27. Rights and responsibilities of alternate directors

(1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 6.

(2) Unless these articles specify otherwise, alternate directors—

(a) are deemed for all purposes to be directors;

(b) are liable for their own acts and omissions;

(c) are subject to the same restrictions as their appointors; and

(d) are deemed to be agents of or for their appointors.

(3) Subject to article 15(3), a person who is an alternate director but not a director—

(a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and

(b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

(4) An alternate director must not be counted or regarded as more than one director for determining whether—

(a) a quorum is participating; or

(b) a directors' written resolution is adopted.

(5) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director.

28. Termination of alternate directorship

(1) An alternate director's appointment as an alternate terminates—

(a) if the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;

(b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;

(c) on the death of the alternate's appointor; or

(d) when the alternate's appointor's appointment as a director terminates.

(2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—

(a) the approval under article 26(1) is withdrawn or revoked; or

(b) the Company by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Directors' Indemnity and Insurance

29. Indemnity

(1) A director or former director of the Company may be indemnified out of the Company's assets against any liability incurred by the director to a person other than the Company or an associated company of the Company in connection with any negligence, default, breach of duty or breach of trust in relation to the Company.

(2) Paragraph (1) only applies if the indemnity does not cover—

(a) any liability of the director to pay—

(i) a fine imposed in criminal proceedings; or

(ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(b) any liability incurred by the director—

(i) in defending criminal proceedings in which the director is convicted;

(ii) in defending civil proceedings brought by the Company, or an associated company of the Company, in which judgment is given against the director;

(iii) in defending civil proceedings brought on behalf of the Company by a member of the Company or of an associated company of the Company, in which judgment is given against the director;

(iv) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or

(v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.

(3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

(4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—

(a) if not appealed against, becomes final at the end of the period for bringing an appeal; or

(b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

(5) For the purposes of paragraph (4)(b), an appeal is disposed of if—

(a) it is determined, and the period for bringing any further appeal has ended; or

(b) it is abandoned or otherwise ceases to have effect.

30. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the Company, for a director of the Company , against—

(a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Company; or

(b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Company.

Division 6—Company Secretary

31. Appointment and removal of company secretary

(1) Subject to Article 5 of Part A, the directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.

(2) The directors may remove a company secretary appointed by them.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

32. Application for membership

A person may become a member of the Company only if—

(a) that person has completed an application for membership in a form approved by the directors; and

(b) the directors have approved the application.

33. Termination of membership

(1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

Division 2—Organization of General Meetings

34. General meetings

(1) Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.

(2) The directors may, if they think fit, call a general meeting.

(3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.

(4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

35. Notice of general meetings

(1) An annual general meeting must be called by notice of at least 21 days in writing.

(2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.

(3) The notice is exclusive of—

(a) the day on which it is served or deemed to be served; and

(b) the day for which it is given.

(4) The notice must—

(a) specify the date and time of the meeting;

(b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);

(c) state the general nature of the business to be dealt with at the meeting;

(d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;

(e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—

(i) include notice of the resolution; and

(ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;

(f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and

(g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.

(5) Paragraph (4)(e) does not apply in relation to a resolution of which—

(a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or

(b) notice has been given under section 615 of the Ordinance.

(6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—

(a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and

(b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

36. Persons entitled to receive notice of general meetings

(1) Notice of a general meeting must be given to—

(a) every member; and

(b) every director.

(2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

37. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

38. Attendance and speaking at general meetings

(1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

39. Quorum for general meetings

(1) Two members present in person or by proxy constitute a quorum at a general meeting.

(2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

40. Chairing general meetings

(1) If the chairperson (if any) of the board of directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.

(2) The directors present at a general meeting must elect one of themselves to be the chairperson if—

(a) there is no chairperson of the board of directors;

(b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;

(c) the chairperson is unwilling to act; or

(d) the chairperson has given notice to the Company of the intention not to attend the meeting.

(3) The members present at a general meeting must elect one of themselves to be the chairperson if—

(a) no director is willing to act as chairperson; or

(b) no director is present within 15 minutes after the time appointed for holding the meeting.

(4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Company passed at the meeting.

41. Attendance and speaking by non-members

(1) Directors may attend and speak at general meetings, whether or not they are members of the Company.

(2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—

(a) members of the Company; or

(b) otherwise entitled to exercise the rights of members in relation to general meetings.

42. Adjournment

(1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—

(a) if called on the request of members, be dissolved; or

(b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.

(2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.

(3) The chairperson may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment; or

(b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(4) The chairperson must adjourn a general meeting if directed to do so by the meeting.

(5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.

(6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.

(7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

(8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

43. General rules on voting

(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

(2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

(3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—

(a) has or has not been passed; or

(b) has passed by a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

44. Errors and disputes

(1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.

(2) Any objection must be referred to the chairperson of the meeting whose decision is final.

45. Demanding a poll

(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote; or

(b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.

(2) A poll on a resolution may be demanded by—

(a) the chairperson of the meeting;

(b) at least 2 members present in person or by proxy; or

(c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.

(3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.

(4) A demand for a poll on a resolution may be withdrawn.

46. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

(a) every member present in person has 1 vote; and

(b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

47. Votes of mentally incapacitated members

(1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.

(2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

48. Content of proxy notices

(1) A proxy may only validly be appointed by a notice in writing (***proxy notice***) that—

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is authenticated, or is signed on behalf of the member appointing the proxy; and

(d) is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.

(2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) If the Company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.

(4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.

(5) Unless a proxy notice indicates otherwise, it must be regarded as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

49. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

50. Delivery of proxy notice and notice revoking appointment of proxy

(1) A proxy notice does not take effect unless it is received by the Company—

(a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and

(b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

(2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking the appointment only takes effect if it is received by the Company—

(a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and

(b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

51. Effect of member's voting in person on proxy's authority

(1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—

(a) attends in person the general meeting at which the resolution is to be decided; and

(b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.

(2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of the member.

52. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

(1) A vote given in accordance with the terms of a proxy notice is valid despite—

(a) the previous death or mental incapacity of the member appointing the proxy; or

(b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.

(2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Company—

(a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and

(b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

53. Amendments to proposed resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the Company secretary in writing; and

(b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

(2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).

(3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and

(b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

(4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Company

54. Means of communication to be used

(1) Subject to these articles, anything sent or supplied by or to the Company under these

articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for

documents or information to be sent or supplied by or to the Company for the purposes of the

Ordinance.

(2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.

(3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

55. Company seals

(1) A common seal may only be used by the authority of the directors.

(2) A common seal must be a metallic seal having the Company's name engraved on it in legible form.

(3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.

(4) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Company and 1 authorized person.

(5) For the purposes of this article, an authorized person is—

(a) any director of the Company;

(b) the Company secretary; or

(c) any person authorized by the directors for signing documents to which the common seal is applied.

56. No right to inspect accounts and other records

A person is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

(a) an enactment;

(b) an order under section 740 of the Ordinance;

(c) the directors; or

(d) an ordinary resolution of the Company.

57. Auditor's insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for an auditor of the Company, against—

(a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Company; or

(b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Company.

(2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.