

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
Not Having a Share Capital

ARTICLES OF ASSOCIATION
OF

ASIA-PACIFIC ASSOCIATION OF
COMMUNICATION DIRECTORS LIMITED

[亞太區董事聯網協會有限公司]

Part A - Mandatory Articles

1. Company Name

The name of the company is ASIA-PACIFIC ASSOCIATION OF COMMUNICATION DIRECTORS LIMITED ([亞太區董事聯網協會有限公司]) (hereinafter referred to as the “**Association**”)

2. Registered Address

The registered office of the Association will be situated in Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”)

3. Members’ Liabilities

- (1) The liability of the members of the Association is limited.
- (2) Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one (1) year afterwards, for the payment of the debts and liabilities of the Association 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 one hundred Hong Kong dollars (HK\$100.00).

4. Missions

To pursue non-profit purposes on the field of professional communication in the Asia-Pacific region with a view to:

- (1) forming a non-profit of non-partisan nature making professional representation of Communication Directors from companies, associations, societies, institutions in Asia-Pacific region;
- (2) representing communication professionals;
- (3) fostering cross-border dialogue and cooperation among communication professionals;
- (4) establishing and developing an Asia-Pacific network of communication professionals for exchanging and sharing of experiences as well as supporting transnational professional works;
- (5) initiating and implementing measures and programs that foster and enhance quality and transparency of the work of communication professionals; and
- (6) cooperating with international organizations in the area of professional communication.

5. **Objects**

The principal objects for which the Association is established are:

- (1) To conduct and mobilize symposia, discussions, educational, and further training events as well as internal working groups for Members and invited guests or participants of the Association;
- (2) To engage in, foster and maintain dialogue with regular communication with decision-makers of enterprises, non-profit making organizations and professional associations actively;
- (3) To enhance Members and the public in accessing updated publications, communications, and briefings regarding most updated, hot and professional issues through printing, internet and other effective means;
- (4) To establish and maintain a comprehensive directory of Communication Directors;
- (5) To initiate, organize and lead regional and cross-border dialogue and other relevant events;
- (6) To initiate and facilitate regional and cross-border dialogue and other events with a view to nurturing both professional and personal relations of Members on regional as well as Asia-Pacific levels;
- (7) To cooperate with other relevant organizations, especially professional associations on national, Asia-Pacific and international levels;
- (8) To publish articles, statements, press information and press release of the Association;
- (9) To carry out, conduct, support, promote and perform all and any other lawful acts, works, services or things as are of a non-profit making nature on its own or in cooperation with any relevant third parties; and
- (10) To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association.

6. Use of Income and Property

- (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in these Articles.
- (2) Subject to Articles 8(2) and 8(3) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any members of the Association.

7. Remuneration, Interest and Rent

- (1) No member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in this Article 7(3)) shall be given by the Association to any member of the Executive Committee or Governing Body.
- (2) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee or Governing Body of the Association in return for any services actually rendered to the Association.
- (3) Nothing herein shall prevent the payment, in good faith, by the Association: -
 - (a) to any member of its Executive Committee or Governing Body of out-of-pocket expenses;
 - (b) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or Governing Body;
 - (c) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee 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 votes.
 - (d) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with these Articles 7(2) and 7(3).

8. Application of Excess Property

If upon winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to EACD or, in the event EACD has been dissolved or refuses to be the recipient or the transferee, to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the

distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Articles (7) and (8) above, such institution or institutions to be determined by the General Meeting before the time of dissolution, and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and in so far as effect cannot be given to the aforesaid provision, then to some charitable objects.

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

Name(s) of Founder Members
[name]
[name]
[name]
[name]
[name]
[name]

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INTERPRETATION

1. In these Articles, unless the context otherwise requires: -

“Annual General Meeting”	means the annual general meeting of the Association;
“APACD”	means Asia-Pacific Association of Communication Directors Limited ([亞太區董事聯網協會有限公司]);
“Body Corporate”	means corporation, partnership and sole proprietorship duly incorporated and validly existing under the laws of its incorporation;
“Communications”	means professional and business communication which encompasses such topics as public relations, corporate communication, public affairs, litigation public relations, community engagement, reputation management, employee engagement and internal communications, by media channels including the Internet, print media, radio, television, ambient media, and word of mouth.;
“Communication Director”	means a natural person who is a senior level manager, whose profession is typically to manage external or internal communication for businesses, governments or other institutions;
“Companies Ordinance”	means the Companies Ordinance (Cap.622, the laws of Hong Kong);
“Companies Registry”	means the Companies Registry of Hong Kong;
“Founder Members”	means the subscribers of these Articles;
“General Meeting”	means a general meeting of the Members of the Association, whether annual or extraordinary;
"Governing Bodies"	means, collectively, the General Meeting and the Executive Committee and any other further bodies as may be adopted by the Association in accordance with these Articles;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People's Republic of China;

“HK\$” or “Hong Kong dollars”	means the lawful currency of Hong Kong;
“Members”	Means, collectively, Full Members and Supporting Members of the Association for the time being;
“Membership”	means the status conferred as a result of becoming a Member of the Association following the payment of the membership fees;
“Officers”	means all the directors of the Association;
“Personal Data Ordinance”	means the Personal Data (Privacy) Ordinance (Cap. 486, the laws of Hong Kong);
“Registered Office”	means the registered office of the Association;
“Senior Officers”	means President, Executive Vice President and Treasurer of the Association;
“these Articles”	means the Articles of Association of the Association as from time to time added to or altered in accordance with these Articles and the Companies Ordinance as amended from time to time, and every other ordinance for the time being in force concerning companies and affecting the Association;

2. In these Articles,;-
 - (1) the articles set out in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H, the laws of Hong Kong) do not apply to the Association;
 - (2) 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 Companies Ordinance provides for documents or information to be authenticated for the purposes of the Companies Ordinance;
 - (3) words importing one gender include any other gender;
 - (4) words importing the singular number only shall include the plural number and vice versa;
 - (5) words importing persons include corporation, partnerships and sole proprietorships;
 - (6) day, month and year shall mean calendar day, calendar month and calendar year respectively
3. These Articles shall be construed with reference to the provisions of the Companies Ordinance and, notwithstanding Article 1 above, terms used in these Articles shall be taken as having the same respective meanings as they have when used the Companies Ordinance.

ACCREDITATION AND SUBSIDIARY

4. Subject to Article [5], upon proposal of the Executive Committee, the General Meeting may approve and accredit any validly existing and independent national association, society or entities of Communication Directors as a national organization of the Association.
5. The objects and mission of each national association, society or entities of Communication Directors proposed to be accredited as a national organization of the Association shall be in line with the objects and mission of the Association.
6. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest is in the furtherance of the objects of the Association.

FINANCIAL YEAR

7. The financial year of the Association is from 1st January through 31st December in each year.

GOVERNING BODIES

8. The permanent Governing Bodies of the Association are:-
 - (1) the General Meeting; and
 - (2) the Executive Committee.
9. The working language of each Governing Bodies is English.

LIABILITY AND INDEMNITY

10. No Member of the Association shall be liable for the act, negligence, or default of any other Members, officers, employees and/or auditors of the Association unless such Member has actual prior knowledge but fails to report the same the Association timely.
11. Save as due to willful default or gross negligence on part of any Member of

the Association, the Association shall indemnify, defend and hold harmless such Member from and against any and all losses, liabilities, claims, cause of action, damages and expenses reasonably and necessarily incurred by such Member in the course of discharging his duties and responsibilities duly assigned to him.

12. To the fullest extent as permitted by law, neither the Association nor any of its officers, Members, committees, sub-committees, working groups and other bodies shall be liable to loss and damage sustained by any other Members or guests of the Association in any events of the Association.

Part 2

Directors and Company Secretary

Division 1—Executive Committee's Powers and Responsibilities

13. **Executive Committee's general authority**
 - (1) Subject to the Companies Ordinance and these Articles, the daily management and affairs of the Association are managed by the Executive Committee, which may exercise all the powers of the Association.
 - (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) An Executive Committee's meeting at which a quorum is present may exercise all powers exercisable by the Executive Committee.
 - (5) The Executive Committee may consider and approve formation of further bodies of the Association including committees, sub-committee, working groups or otherwise.
 - (6) The Executive Committee may, upon proposal by the President of the Association, appoint a solicitor or a firm of solicitors registered with the Law Society of Hong Kong as the legal advisor of the Association on such commercial terms and conditions as may be resolved by the Executive Committee.
14. **Members' reserve power**
 - (1) The Members of the Association may, by special resolution at general meeting, direct the Executive Committee to take, or refrain from taking, specified action.
 - (2) The special resolution of a general meeting does not invalidate

anything that the Executive Committee has done before the passing of the resolution.

15. Composition and Appointment of Executive Committee

- (1) The Executive Committee shall be constituted as the board of directors of the Association, which shall consist of a maximum of ten (10) directors of the Association, three (3) of whom shall be the Senior Officers. The General Meeting will elect all members of the Executive Committee including the Senior Officers.
- (2) All the directors of the Association shall be automatically deemed as members of the first Executive Committee.
- (3) In the first Executive Committee meeting, the members of the Executive Committee shall elect by simple majority rule among themselves and appoint:-
 - (a) three (3) Senior Officers, including:
 - (i) President of the Association;
 - (ii) Executive Vice President of the Association; and
 - (iii) Treasurer of the Association;
 - (b) the first company secretary of the Association at remuneration and on conditions that it thinks fit;for a term until the close of the first General Meeting in which all the members of the Executive Committee will be appointed.
- (4) For the avoidance of doubt, any director elected and appointed the office of any Senior Officer shall not hold the office of other Senior Officers.
- (5) Subsequent to the first Executive Committee meeting, each of the directors including the Senior Officers shall be elected by simple majority rule among all the members of the Association for a two (2) years term. If there is an equality of votes, the President of the former term of Executive Committee shall be entitled to a second or casting vote.
- (6) The Executive Committee shall propose the duties and responsibilities of the Senior Officers for the General Meeting to adopt by general resolutions, unless stipulated otherwise by these Articles, and if and when necessary, propose to amend such duties and responsibilities at General Meeting as general resolutions.
- (7) If any member of the Executive Committee resigns or terminates his membership on his own or is expelled as a member of the Association in accordance with these Articles prior to expiry of his appointment term, the Executive Committee may resolve to appoint a member of the Executive Committee to substitute the vacancy until the next election.
- (8) No employee of the Association shall be appointed as a member of

the Executive Committee, the Executive Committee may resolve to appoint a Full Member to substitute the vacancy until the next election.

16. Duties and responsibilities

- (1) The Executive Committee shall be responsible for managing daily operation of the Association and performing all administrative duties of the Association other than duties delegated or assigned (as the case may be) to any Governing Body, committee, sub-committee or group of the Association by law or by virtue of these Articles, including:
 - (a) preparing and carrying out conferences, seminars and other events of the Association, as well as editing respective publications and communications;
 - (b) convening and preparing for meetings of the General Meeting;
 - (c) implementing the decisions resolved by the General Meeting;
 - (d) preparing for projects, plans and budgets for each financial year;
 - (e) preparing for and delivery of annual report and financial statements of the Association;
 - (f) approving procedures of processing application for membership of the Association;
 - (g) appointing and removing legal advisors, auditors and company secretary of the Association at remuneration and on conditions that it thinks fit;
 - (h) managing and handling all statutorily required and/or administrative matters; and
 - (i) delivering the audited accounts of the Association in respect of the preceding fiscal year as well as the budget of the Association for the next fiscal year to each Member of the Association prior to 30 June in each year.
- (2) The Executive Committee shall meet at least twice per year.
- (3) Executive Committee meetings may be held by using any technology of communication (including without limitation to telephone and online communication tools) provided all participants of the Executive Committee are able to listen, speak and/or vote at the meeting, such meetings shall be held.
- (4) The Executive Committee's work is of an honorary nature. No director shall receive remuneration.

17. Executive Committee may delegate

- (1) Unless provided otherwise in these Articles, the Executive Committee may, if it thinks fit, delegate any of the powers that are

conferred on it under these Articles:-

- (a) to any Full Member or committee or company secretary or service provider;
 - (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 Executive Committee so specify, the delegation may authorize further delegation of the Executive Committee's powers by any person to whom they are delegated.
- (3) The Executive Committee may:-
- (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

18. Committees, Sub-committees, Working Groups

- (1) The Executive Committee may make internal rules providing for the conduct of management of the committees, sub-committees and working groups.
- (2) The committees, sub-committee and working groups of the Association, including their respective members, must comply with all such internal rules.

Division 2—Decision-taking by Executive Committee

19. Members of the Executive Committee to take decision collectively

- (1) Subject to Articles 19(2) and 19(3), a decision of the Executive Committee may only be taken—
 - (a) by a majority of the members of the Executive Committee at an Executive Committee meeting; or
 - (b) in accordance with Article [20].
- (2) *In any Executive Committee meeting, the President or in his absence the Executive Vice President shall have the power to refuse or vote against any resolutions in respect of:*
 - (a) appointment or removal of the legal advisors of the Association;
 - (b) submission of proposal to the General Meeting for appointing and removing auditors of the Association; and
 - (c) all fundamental issues of the Association including, but not limited to, hiring and removal of the company secretary and external service providers, entering into contracts with third

parties, and enforcement of and defense against any kind of legal claims.

- (3) In any Executive Committee meeting, the President or in his absence the Treasurer shall have the power to refuse or vote against any resolutions in respect of:
 - (a) the budget of the Association;
 - (b) financial statements of the Association and
 - (c) any charge or mortgage against assets of the Association.

20. Unanimous decisions

- (1) A decision of the Executive Committee is taken in accordance with this Article when all eligible members of the Executive Committee 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 Executive Committee member or to which each Executive Committee member has otherwise indicated agreement in writing.
- (3) A reference in this Article to eligible Executive Committee members is a reference to Executive Committee members who would have been entitled to vote on the matter if it had been proposed as a resolution at a Executive Committee's meeting.
- (4) A decision may not be taken in accordance with this Article if the eligible Executive Committee members would not have formed a quorum at an Executive Committee's meeting.

21. Specific authorities

- (1) Save as in the event of Article 21(2), any one (1) Senior Officer together with any one (1) other member of the Executive Committee acting jointly shall have the full authority and power to act for and on behalf of the Association in proceeding any matters arising from or in connection with governmental authorities and any other third parties including (without limitation to) placing orders, entering into contracts, issuing cheques, paying online or electronic payments.
- (2) In the event of any legal action or proceedings to which the Association is a party, the President together with either:-
 - (a) the Executive Vice President; or
 - (b) the Treasurer;
 - (c) acting jointly shall have the full authority and power to act for and on behalf of the Association.

22. Calling Executive Committee meetings

- (1) The President or the Executive Vice President may call an Executive Committee meeting by giving notice of the meeting to all other members of the Executive Committee or by authorizing the company secretary of the Association to give such notice.
- (2) Notice of an Executive Committee meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) agenda (together with available supporting documents, if any)
- (3) Subject to Article 22(4), notice of an Executive Committee meeting must be delivered to each member of the Executive Committee by email and fax to the last known email addresses and fax numbers at least seven (7) days prior to the date of Executive Committee meeting.
- (4) In case of emergency, the President (or in his absence the Executive Vice President) may call an urgent Executive Committee meeting on shorter notice indicating the reason for such urgency in any of the following ways:
 - (a) at least three (3) days advance meeting notice shall be delivered to each member of the Executive Committee in manner as prescribed in Articles 22(2) and 22(3) if such short notice arrangement is not agreed by or is unable to be obtain the prior unanimous consent of all of the members of the Executive Committee; or
 - (b) the requirement of advance notice is waived if all the members of the Executive Committee consent to such arrangement at the meeting, which shall be reduced into writing in the minutes (or the resolutions) of the meeting.

23. Participation in Executive Committee meetings

- (1) Subject to these Articles, a member of the Executive Committee participates in an Executive Committee meeting, or part of an Executive Committee 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 members are participating in an Executive Committee meeting, it is irrelevant where a member of the Executive Committee is and how they communicate with each other.
- (3) If all the members of the Executive Committee participating in an Executive Committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

24. Quorum for Executive Committee meetings

- (1) At any Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for any Executive Committee meeting shall be three (3) members of the Executive Committee, including:-
 - (a) any one (1) of the Senior Officers present in person; and
 - (b) any two (2) members of the Executive Committee, including the Senior Officers, present in person.

25. Meetings if total number of directors less than quorum

If the total number of members of the Executive Committee for the time being is less than the quorum required for Executive Committee meetings, the members of the Executive Committee must not take any decision other than a decision to call a general meeting so as to enable the Full Members of the Association to appoint further members of the Executive Committee.

26. Chairing of Executive Committee meetings

- (1) If the President of the Association (or in his absence the Executive Vice President or in the absence the Treasurer) is present at an Executive Committee meeting and is not prohibited from voting in accordance with these Articles, the meeting is to be presided over by him.
- (2) If there is no Senior Officer participating in an Executive Committee Meeting within fifteen (15) minutes of the time at which it was to start, the meeting shall 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 participating members of the Executive may determine.
- (3) If there is no Senior Officer participating in the adjourned Executive Committee meeting within fifteen (15) minutes of the time at which it was to start or is unwilling to chair the meeting, the participating members of the Executive Committee may appoint one of themselves to chair it.

27. Chairperson's casting vote at Executive Committee meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the Executive Committee meeting shall have a second or casting vote.
- (2) Article 27(1) does not apply if, in accordance with these Articles, the chairperson or other member of the Executive Committee is not to be counted as participating in the decision-making process for quorum or voting purposes.

28. 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 Association that is significant in relation to the Association's operations; and
 - (b) the interest of the director is material.
- (2) Each director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Companies Ordinance.
- (3) The director 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) If the director contravenes Article 29(3)(a), the vote must not be counted.
- (5) Article 29(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 Association;
 - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association 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) an arrangement under which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

29. Supplementary provisions as to conflicts of interest

- (1) A director may hold any other office under the Association (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 Association:-
 - (a) with regard to the tenure of the other office mentioned in Article 29(1); or
 - (b) as vendor, purchaser or otherwise.

- (3) The contract mentioned in Article 29(2) or any transaction, arrangement or contract entered into by or on behalf of the Association 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 Article 29(2) or is interested in a transaction, arrangement or contract mentioned in Article 29(3) is not liable to account to the Association 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) Articles 29(1), 29(2), 29(3) or 29(4) only applies if the director has declared the nature and extent of the director's interest under the article to the other directors in accordance with section 536 of the Companies Ordinance.
- (6) A director of the Association may be a director or other officer of, or be otherwise interested in:-
 - (a) any company promoted by the Association; or
 - (b) any company in which the Association may be interested as shareholder or otherwise.
- (7) Subject to the Companies Ordinance, a director is not accountable to the Association 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 Association otherwise directs.

30. 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:-

- (1) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (2) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (3) any one or more of them had ceased to hold office as a director; or
- (4) any one or more of them were not entitled to vote on the matter in question.

31. Record of decisions to be kept

The directors must ensure that the Association keeps a written record of every decision taken by the Executive Committee under Article 19 for at least ten (10) years from the date of the decision.

32. Directors' discretion to make further rules

Subject to these Articles, the directors may at Executive Committee meetings make any rule and/or regulation that they think fit about:-

- (1) how it takes decisions; and
- (2) how the rules and/or regulations are to be recorded or communicated to all members of the Executive Committee.

Division 3—Appointment and Retirement of Directors

33. 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 at general meeting; or
 - (b) by a decision of the directors at Executive Committee meeting.
- (2) An appointment under Article 33(1)(b) may only be made to:-
 - (a) fill a casual vacancy in manner as prescribed in Article 15(7); 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.
- (3) A director appointed under Article 33(1)(b) must:-
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if the Association 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 nine (9) months after the end of the Association's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

34. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

35. Termination of director's appointment

A person ceases to be a director if the person—

- (1) ceases to be a director under the Companies Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (2) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (3) becomes a mentally incapacitated person;

- (4) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Companies Ordinance;
- (5) for more than twelve (12) months has been absent without the directors' permission from directors' meetings held during that period; or
- (6) is removed from the office of director by an ordinary resolution of the Association.

36. Directors' expenses

Directors will bear their own travelling and accommodation expenses, unless the Executive Committee decides otherwise. If so, the Association may at its absolute discretion only pay travel, accommodation and other expenses reasonably, necessarily and properly incurred by directors in connection with:-

- (1) their attendance at:-
 - (a) meetings of Executive Committee or committees or sub-committee or working groups of the Association to which he is a member;
 - (b) general meetings; or
 - (c) any other separate meetings of the Association; or
 - (d) any other events or meetings which he is instructed by the Association to attend; or
- (2) the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Division 4—Directors' Indemnity and Insurance

37. Indemnity

- (1) A director or former director of the Association may be indemnified out of the Association's assets against any liability incurred by the director to a person other than the Association or an associated company of the Association (if any) in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
- (2) Article 37(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 Association, or an associated company of the Association, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Association 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 Companies Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in Article 37(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 Article 37(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 Article 37(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.

38. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the Association, for a director of the Association, or a director of an associated company of the Association, against:-

- (1) 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 Association or associated company (as the case may be); or
- (2) 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 Association or associated company (as the case may be).

Division 5—Company Secretary

39. Appointment and removal of company secretary

- (1) The Executive Committee may appoint a company secretary for a term of one (1) year, at remuneration or as a volunteer, and on conditions that it thinks fit. It may also appoint and remove an external service provider as or in addition to the company secretary of the Association.
- (2) The Executive Committee may remove a company secretary appointed by it.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

40. Application for membership

- (1) Unless otherwise approved by General Meeting, membership of the Association shall include the following categories:
 - (a) Full Member; and
 - (b) Supporting Member.
- (2) Full Members shall be individuals (irrespective of whether or not they are permanent residents of Hong Kong or persons habitually residing in Hong Kong) including:-
 - (a) Founder Members; and
 - (b) professionals or senior officers or Communication Director or related roles in Communications or Public Affairs management; and
- (3) Supporting Members consist of:-
 - (a) Body Corporate which may be business organizations, irrespective of whether or not they are registered in or have their principal place of business in Hong Kong;
 - (b) practitioners who are working in the industry of Communications but are not qualified as Full Members;
 - (c) students who have completed an approved course in Communications at a recognized tertiary educational institution having successfully completed one (1) year of studying in Communication related subject; and
 - (d) alumnae i.e. full members no longer employed as

Communication Directors or in related roles in Communications or Public Affairs management for a period of more than one (1) year.

- (4) A person may become a member of the Association only if—
 - (a) that the applicant has completed an application for membership in a form approved by the Executive Committee;
 - (b) the applicant fulfills all qualifications as required in these Articles and comply with all procedures set out in the application form; and
 - (c) the Executive Committee has approved the application.
- (5) All membership applications shall be perused, considered and decided by the Executive Committee.
- (6) Membership is not transferable.
- (7) For those members of the Association which are Body Corporates, they must in writing designate one (1) natural person to administer their membership rights.

41. **Rights and Obligations of Members**

- (1) All Members of the Association shall agree with and adhere to these Articles and all such other rules, regulations and bye-laws (if any) which may be adopted and/or amended by the Executive Committee from time to time.
- (2) For the purpose of applying for registration as a Member, each applicant shall provide with and keep updating the Association all the following information with documents in support:
 - (a) full name;
 - (b) nationality or place of incorporation (as the case may be);
 - (c) residential address (for individual Members) or registered address (for corporate Members);
 - (d) email address;
 - (e) particulars of qualifications as a Communication Manager (for individual Members);
 - (f) name, post and contact particulars of person duly authorized to act on behalf of the applicant (if the applicant is a Commercial Entity);
- (3) For the purpose of applying for registration as a Member or verifying the latest status of information provided by any Member, each Member agrees that (i) the Association is empowered to conduct necessary and reasonable investigation for verifying the accuracy and validity of information and/or document submitted; and (ii) he shall forthwith reimburse the Association on demand all costs and expenses and necessarily and reasonably incurred by the Association;

- (4) Individual Member shall agree with the Association to collect, process and use of his person data (if any) in accordance with the provisions of the Personal Data Ordinance;
- (5) Each Member shall notify the Executive Committee in writing within thirty (30) days in the event of any change of his particulars (including but not limited to personal data, if applicable) maintained by the Association.
- (6) Communication with and delivery of document to a Member of the Association shall be deemed as valid and effective if such communication and/or delivery is dispatched to the last known address or email address of the Member.
- (7) Each Full Member of the Association shall be entitled to:
 - (a) attend and vote at all general meetings of the Association;
 - (b) be nominated as a candidate of member of the Executive Committee;
 - (c) attend meetings of the Association's committee, sub-committee or working groups to which the Member is assigned thereto; and
 - (d) participate in events organized by the Association (or its committee, sub-committee and working groups) at preferential fee and subject to vacancies.
- (8) Each Supporting Member of the Association shall be entitled to
 - (a) sit in at all general meetings of the Association but without voting right; and
 - (b) participate in selected events organized by the Association at preferential fee and subject to vacancies.

42. **Membership Fees**

- (1) The amounts and due dates of membership fees of the Members shall be as determined by the General Meeting as ordinary resolutions from time to time upon proposal by the Executive Committee.
- (2) For the period commencing from the day of incorporation of the Association up to and including the date of the first General Meeting of the Association, members of the Association shall pay the fixed membership fees as follows:
 - (a) Full Member: HK\$1,500.00
 - (b) Supporting Member: HK\$3,000.00Such amounts are due on the day a Full Member or a Supporting Member (as the case may be) is approved by the Executive Committee.
- (3) Full membership in the Association is personal in nature. Even if a third party (including but limited to a Member's employer) pays the

membership fee on behalf of the member concerned, only the Member himself is eligible to all privileges, duties, and obligations arising from these Articles.

- (4) Members having dismissed, retired, terminated or expelled in accordance with these Articles are not entitled to any refund, in whole or in part, of their membership fees.

43. Register of Members

- (1) The Register of Members shall be kept at the registered office of the Association and maintained by the Executive Committee.
- (2) Any Member of the Association shall have the right to inspect and obtain copy of the Register of Members in accordance with procedures as may be adopted and varied by the Executive Committee.
- (3) Notwithstanding Articles 43(1) and 43(2), no Member shall have the right to obtain, possess and/or use any personal data obtained from or disclosed in the register of members of the Association except for directors who may only use such information on a need-to-use basis and for the purpose of performing their respective duties and responsibilities.

44. Expulsion of Membership

- (1) Any Member of the Association who willfully refuses or neglects to comply with any of the provisions of these Articles which is contrary to the interest of the Association shall render himself liable to expulsion from Membership of the Association.
- (2) The Executive Committee shall decide to expulse a Member in accordance with provisions of these Articles.
- (3) For the avoidance of doubt, non-payment of membership fee by any Member in manners as prescribed by the Executive Committee shall be constituted as a sufficient ground of expulping such Member from the Association.
- (4) For the purpose of deciding upon the expulsion of a Member, all of the following criteria shall be met:
 - (a) the Member in question shall be informed in due time in writing about the Executive Committee's intention to vote for expulsion and that he is entitled to make written representation of his case.
 - (b) a meeting with a quorum of at least half of the total number of members of the Executive Committee, including any two (2) Senior Officers, shall be convened;
 - (c) each member of the Executive Committee shall receive a copy of the proposal with reason and evidence in support for the expulsion a Member as well as the Member's written

representation, if any, no later than fourteen (14) days prior to the date of the Executive Committee meeting; and

- (d) if the Executive Committee resolves that such Member shall be expelled in accordance with these Articles, it shall notify such Member in writing of the same within seven (7) days after the date of Executive Committee meeting.

45. Appeal against expulsion

- (1) If any applicant intends to appeal against the rejection of the Executive Committee in approving his membership application, such applicant shall within fourteen (14) days after the date of the rejection notice issued by the Executive Committee, write to the President of the Association (with a copy to the Executive Committee), setting out his grounds of appeals, with supporting evidence enclosed (if any) for review.
- (2) The Executive Committee may deem the applicant has waived his right to appeal against the decision of the Executive Committee if no notice of appeal is received by the President and the Executive Committee in accordance with Article 45(1) upon expiry of fourteen (14) days after the date of the rejection notice issued by the Executive Committee.
- (3) Upon receiving the appellant's application of review, the Executive Committee shall put the appeal before the next General Meeting for review and vote.
- (4) The decision of the General Meeting in the appeal review meeting shall be final and conclusive

46. Termination of membership

- (1) A member may withdraw from membership of the Association by giving written notice to the Executive Committee prior to 30th September of each year and shall take effect as of 1st January of the following year.
- (2) For the avoidance of doubt, unless membership is terminated in accordance with these Articles, each Member is obliged to pay membership fees, regardless if he participates in any events of the Association and/or makes use of any of the Association's services.
- (3) A person's membership terminates in any of the following events:
 - (a) any Member who is a natural person dies;
 - (b) any Member which is a body corporate ceases to exist in accordance with laws of its place of incorporation;
 - (c) any Member whose membership is mandatorily expelled in accordance with Article 44;
 - (d) any Member is found in breach of Article 44(1) continuously

- notwithstanding the Executive Committee has sought to persuade the Member to stop such activities or work; or
- (e) the Executive Committee is of the view that a Member has abused the name of the Association, commits any behavior which is seriously detrimental to the Association's objects or interest, and/or damages the image or the reputation of the Association;
- (4) Unless otherwise provided in these Articles, no Member of the Association shall have the right to make any claims whatsoever against the Association and/or its assets if he is terminated by the Executive Committee in accordance with these Articles.

Division 2—Organization of General Meetings

47. General meetings

- (1) General Meeting is the highest governing body of the Association which has the following rights and responsibilities:
 - (a) to approve and amend (if applicable) theses Articles;
 - (b) to approve, amend, negate and ratify resolutions made by the Executive Committee;
 - (c) to consider and approve annual and material ad hoc projects or plans of the Association submitted by the Executive Committee;
 - (d) to receive and adopt the annual report submitted by the Executive Committee;
 - (e) to receive and adopt the income and expenditure accounts of the Association since the incorporation of the Association or since the preceding accounts (as the case may be) submitted by the auditors of the Association;
 - (f) to elect, appoint and remove directors upon suggestion by the Executive Committee;
 - (g) to set out and modify qualifications of Members of the Association;
 - (h) to consider and approve commence voluntary winding up proceedings and all related matters and procedures of the Association (if necessary);
 - (i) to consider and, if necessary, take action, with reference to any matter or motion of which not less than fourteen (14) days' notice may have been given, provided the same be not repugnant to or inconsistent with these Articles or the Companies Ordinance;
 - (j) to designate a minute taker for each general meeting upon suggestion by the chairperson.

- (2) Subject to sections 611, 612 and 613 of the Companies Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Companies Ordinance.
- (3) The directors may, if they think fit, call a general meeting.
- (4) If the directors are required to call a general meeting under section 566 of the Companies Ordinance, they must call it in accordance with section 567 of the Companies Ordinance.
- (5) If the directors do not call a general meeting in accordance with section 567 of the Companies 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 Companies Ordinance.
- (6) General Meeting may be held by using any technology of communication (including without limitation to telephone and online communication tools) provided all participants of the General Meeting are able to listen, speak and/or vote at the meeting.

48. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least twenty-one (21) days in writing to the last known email addresses or fax numbers of Members.
- (2) A general meeting other than an annual general meeting must be called by notice of at least fourteen (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 Companies Ordinance.
- (5) Article 43(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 Companies Ordinance; or
 - (b) notice has been given under section 615 of the Companies Ordinance.

49. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to:-
 - (a) every Member of the Association; and
 - (b) every director of the Association.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Association must give a copy of it to its auditors (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.

50. 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.

51. 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 Executive Committee may make whatever arrangements it considers 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 two (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.

52. Quorum for general meetings

- (1) The quorum for general meetings shall be three (3) Full Members of the Association, including:-
 - (a) any one of the Senior Officers present in person [or by proxy]; and
 - (b) any other two Full Members present in person [or by proxy].
- (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.

53. Chairing general meetings

- (1) Unless otherwise prohibited by these Articles, if the President of the Association (or in his absence the Executive Vice President or in the absence the Treasurer) 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.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if:-
 - (a) there is no chairperson as provided in Article 53(1) present;
 - (b) the chairperson as provided in Article 53(1) is not present within fifteen (15) minutes after the time appointed for holding the meeting;
 - (c) the chairperson as provided in Article 53(1) is unwilling to act; or
 - (d) the chairperson as provided in Article 53(1) has given notice to the Association 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 fifteen (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 Association passed at the meeting.

54. Attendance and speaking by non-members

- (1) All directors may attend and speak at general meetings, whether or not they are members of the Association.
- (2) The President may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) Full Members of the Association; or
 - (b) otherwise entitled to exercise the rights of Full Members in relation to general meetings.

55. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must 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 Full 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 thirty (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 thirty (30) days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

56. 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 or written resolutions (as the case may be) of the meeting is also conclusive evidence of that fact without the proof.
- (5) Resolutions of the General Meeting shall be passed by simple majority by Members present except for:
 - (a) any resolution relating to amendment of these Articles which shall be passed by at least two third of the Full Members present; and
 - (b) any resolution relating to alternation of any [missions and/or objects] of the Association which shall be passed by at least three fourths of the Full Members present.

57. 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.

58. 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 two (2) Full Members present in person or by proxy; or
 - (c) any Member or Members present in person or by proxy and representing at least five percent (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.

59. 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—

- (1) every Full Member present in person has one (1) vote; and
- (2) every proxy present who has been duly appointed by a Member entitled to vote on the resolution has one (1) vote.

60. Votes of mentally incapacitated members

- (1) A Full 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.

61. Restrictions on proxy

- (1) Appointment of proxy shall be invalid if any person other than a Full Member is appointed as a proxy.
- (2) Each Full Member is only entitled to appoint one Full Member as his proxy in any general meeting of the Association.
- (3) Each proxy shall only be appointed by one Full Member.

62. 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 Full 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 Full Member appointing the proxy; and
 - (d) is delivered to the Association 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 Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Association 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.

63. 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 Full Member appointing the proxy.

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

- (1) A proxy notice does not take effect unless it is received by the Association—
 - (a) for a general meeting or adjourned general meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than forty-eight (48) hours after it was demanded, at least twenty-four (24) hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association 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 Association:-
 - (a) for a general meeting or adjourned general meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than forty-eight (48) hours after it was demanded, at least twenty-four (24) hours before the time

appointed for taking the poll.

65. 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 Full 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 Full Member is entitled to exercise.
- (2) A Full 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 Association by or on behalf of the Full Member.

66. 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 Full 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) Article 66(1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association:-
 - (a) for a general meeting or adjourned general meeting, at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than forty-eight (48) hours after it was demanded, at least twenty-four (24) hours before the time appointed for taking the poll.

67. 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 forty-eight (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.

68. Minutes of general meeting

Minutes or resolutions (as the case may be) of any general meeting of the Association shall be prepared by a minute taker designated by the general meeting upon suggestion by the chairperson, a certified true copy of the duly signed minutes or resolutions (as the case may be) shall be made available to all Full Members of the Association for information within thirty (30) days after the date of the general meeting.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by the Association

69. Means of communication to be used

- (1) Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which Part 18 of the Companies Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Companies 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 Association 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 forty-eight (48) hours.

Division 2—Administrative Arrangements

70. Common seal

- (1) A common seal may only be used by the authority of the Executive Committee.
- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to Article 70(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 Association has a common seal and it is affixed to a document, the document must also be jointly signed by at least (i) the President, the Executive Vice President, or the Treasurer; and (ii) one (1) other director or an authorized person.
- (5) For the purposes of this Article, an authorized person is—
 - (a) any director of the Association;
 - (b) the company secretary of the Association; or
 - (c) any person authorized by the Executive Committee for signing documents to which the common seal is applied.

71. Minutes of General Meeting and Executive Committee meeting

Any Member of the Association shall have the right to inspect and obtain copy of the meetings of general meetings and executive committee meetings in accordance with procedures as may be adopted and varied by the Executive Committee.

72. No right to inspect accounts and other records

A person is not entitled to inspect any of the Association'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 Companies Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the Association.

73. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated company of the Association, 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 Association or associated company (as the case may be); 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 Association or associated company (as the case may be).
- (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 Companies Ordinance.