

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

CREATIVE TECHNOLOGY-CULTURAL EDUCATION

ACTIVITY CENTRE LIMITED

創新科技文教活動中心有限公司

Preliminary

1. In these articles –

"Ordinance" (本條例) means the Companies Ordinance, Chapter 32.

"Centre" means Creative Technology-Cultural Education Activity Centre Limited.

"EXCOM means Executive Committee.

"seal" (印章) means the common seal of the Centre.

"secretary" (秘書) means any person appointed to perform the duties of the secretary of the Centre.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

MEMBERSHIP

2. Classes

Any person, who fits the following admission criteria and wishes to become a member of the Centre, is required to sign and deliver to the Secretary of the Centre an application form for record. The four categories of membership are junior member, individual member, professional member and corporate member; and are described as below:

2.1 Junior member

Students, young science and technology enthusiasts aged 7 to 17.
Membership will be renewed in January every year.

2.2 Individual member

For science and technology enthusiasts aged 18 or above.
Membership will be renewed in January every year.

2.3 Professional member

This includes teachers, science and technology professionals.
Membership will be renewed in January each year.

2.4 Corporation Member

This is for companies and organization enthusiastic about science and technology and social welfare. Membership is by invitation

from the Centre .

3. Member Rules

- 3.1 Do not use abusive language; maintain a good individual image and for (The Centre). Develop a team spirit of mutual care and cooperation, obey the guidance, and actively participate in the Centre activities
- 3.2 Be helpful, responsible and enthusiastic while participating in volunteer activities.
- 3.3 Protect public property; beware of safety measures while operating machines or tools
- 3.4 Be civic-minded, pay attention to sanitation and keep the venue clean.

Any member whose conduct is found to have violated the articles and rules of the Centre by two-third majority at an EXCOM meeting is required to withdraw his / her membership.

4. Rights and Privileges of Members

All members, as described under articles 2 Membership, except Junior members, are entitled:

- 4.1 to vote in the general meetings;
- 4.2 to stand for nomination and election;

4.3 to nominate or second a candidate for election;

4.4 to attend all general meetings with full speaking and voting rights;
and

4.5 to participate in all activities and functions of the Centre.

5. Obligations of Members

All members are obliged:

5.1 to abide by the constitution of the Centre;

5.2 to abide by the resolutions of the general meeting s ;

5.3 to vote in the general meeting s ; and

5.4 to help to uphold the reputation of the Centre;

6. The number of members with which the Centre proposes to be registered is 500, but the EXCOM members may from time to time register an increase of members.

7. The founder members and such other persons as the EXCOM members shall admit to membership and shall be members of the Centre.

General Meetings

8. The Centre shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify

the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the company and that of the next. Provided that so long as the Centre holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the EXCOM members shall appoint.

9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The EXCOM members may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient EXCOM members capable of acting to form a quorum, any EXCOM members or any 2 members of the Centre may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the EXCOM members .

Notice of General Meetings

11. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Centre in general meeting, to such persons as are, under the articles of the Centre, entitled to receive such notices from

the Centre:

Provided that a meeting of the Centre shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

13. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the EXCOM members and auditors, the election of EXCOM members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein

otherwise provided, 2 members present in person shall be a quorum.

15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the EXCOM members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
16. The chairman, if any, of the EXCOM shall preside as chairman at every general meeting of the Centre, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Centre of his intention not to attend the meeting, the EXCOM members present shall elect one of their number to be chairman of the meeting.
17. If at any meeting no EXCOM member is willing to act as chairman or if no EXCOM member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
18. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-

- (a) by the chairman; or
- (b) by at least 2 members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

The demand for a poll may be withdrawn.

20. Except as provided in article 22, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. A poll demanded on the election of a chairman, or on a question of

adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

23 Resolution of the general meetings is final, unless rescinded or superseded by a subsequent general meeting. Resolution of the EXCOM meetings has authority next to those of the general meetings.

24. Every member shall have 1 vote.

25. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.

26. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Centre in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.

27. On a poll votes may be given either personally or by proxy.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Centre.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Centre or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Centre at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporations acting by Representatives at Meetings

32. Any corporation which is a member of the Centre may by resolution of its EXCOM members or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Centre, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Centre.

Organizing Committee (OCM) and Executive Committee (EXCOM)

33. The number of the EXCOM members and the names of the first EXCOM members shall be determined in writing by the founder members or a

majority of them.

34. The EXCOM members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the EXCOM members or any committee of the EXCOM members or general meetings of the Centre or in connexion with the operations of the Centre.
35. To prepare for the development of the Centre, the founders of the Centre shall invite twenty to thirty eligible persons who share the vision of the Centre to form the Organising Committee. In consultation with the founders, the Organising Committee shall appoint the First EXCOM. The Organising Committee shall continue its function in presenting subsequent terms of EXCOM candidates to the Annual General Meeting. Membership of the Organising Committee shall grow annually with inclusion of the EXCOM members who have successfully completed their terms of service.
- 35.1 All members shall be eligible for nomination to the Organising Committee for consideration of appointment as an EXCOM member;
- 35.2 All members shall be eligible to vote on the EXCOM candidates presented by the Organising Committee;
- 35.3 Any resolution in an EXCOM meeting shall be passed by two third numbers of members present at the meeting.
36. The EXCOM shall generally consist of a President, Vice Presidents, Secretary, Treasurer and a Membership Liaison Officer. The number of EXCOM members can be changed as the resolution in the general meeting directs. The EXCOM shall make all executive decisions pertinent to the running of the Centre. The responsibilities are described as below:

- 36.1 The President of the Centre shall preside at all annual meetings and at EXCOM meetings and shall be responsible for the proper conduct of businesses as such. He / She shall in conjunction with the Secretary and/or Treasurer oversee the respective general administration of the affairs of the Centre.
- 36.2 The duties of the Vice Presidents shall be defined by the EXCOM. In the absence of the President, a designated Vice President shall act for him/her.
- 36.3 The Secretary shall conduct the operations of the Centre in accordance with the Articles, and carry out the instructions of the AGM and the EXCOM. He/she shall attend all meeting of the EXCOM as far as possible and take minutes of the proceedings, where necessary.
- 36.4 The Treasurer shall be responsible for the safe keeping of all public donated funds and other accounts. He/ She shall endeavour to keep full and accurate accounts and prepare financial statement for each meeting of the AGM and EXCOM. He/she shall assist the Auditors by providing pertinent documents and/or articles for auditing purposes. He/ She shall in conjunction with the President or Secretary, sign all cheques and inspect all electronic transfers on behalf of the Centre. The Treasurer, on authority of the EXCOM, can disburse donated funds and other expenses of the Centre as and when necessary.
- 36.5 The seal of the Centre shall be kept by the President and shall not be used except with his/her authority.
- 36.6 Every document required to be sealed with the Seal of the Centre shall be deemed to be properly executed if sealed with the Seal of the Centre and signed by the President, or such persons as the

EXCOM may from time to time authorised for such purpose.

- 36.7 All cheques, promissory notes, draft, bills of exchange, and other negotiable instruments, shall be made signed, drawn, accepted and endorsed, or otherwise executed by the person or persons from time to time authorised by a resolution of EXCOM.
- 36.8 The Membership Liaison Officer shall be responsible to the EXCOM for recruiting and liaising the Centre members.
- 36.9 No member of EXCOM or governing body of the Centre shall be appointed to any salaried office of the Centre, or any office of the Centre paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Centre to any member of the EXCOM or governing body.
- 36.10 The members of EXCOM are required to disclose the matters which they are interested and not to vote on such matters.

Borrowing Powers

37. In furtherance of the objects of the Centre but not otherwise, the EXCOM may exercise all the powers of the Centre to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Centre in a reasonable and prudent manner.

Powers and Duties of EXCOM Members

38. The operations of the Centre shall be managed by the EXCOM members, who may pay all expenses incurred in promoting and registering the

Centre, and may exercise all such powers of the Centre as are not, by the Ordinance or by these articles, required to be exercised by the Centre in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Centre in general meeting; but no regulation made by the Centre in general meeting shall invalidate any prior act of the EXCOM members which would have been valid if that regulation had not been made.

39. The EXCOM members may from time to time and at any time by power of attorney appoint any Centre, firm or person or body of persons, whether nominated directly or indirectly by the EXCOM members, to be the attorney or attorneys of the Centre for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the EXCOM members under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the EXCOM members may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Centre, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the EXCOM members shall from time to time by resolution determine.

41. The EXCOM members shall cause minutes to be made in books provided for the purpose-

- (a) of all appointments of officers made by the EXCOM members;
- (b) of the names of the EXCOM members present at each meeting of the EXCOM members and of any committee of the EXCOM

members;

- (c) of all resolutions and proceedings at all meetings of the Centre, and of the EXCOM members, and of committees of EXCOM members,

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

Disqualification of EXCOM Members

42. The office of an EXCOM member shall be vacated:

- (a) if he/she ceases to be a member of the Centre; or
- (b) if by notice in writing he/she resigns from the office; or
- (c) if he/she is removed by a resolution of the general meeting passed by two-third of the members present thereat; or
- (d) if he/she absents himself from meetings of the EXCOM continuously for a period of six months.

Rotation of EXCOM Members

43. At the first annual general meeting of the Centre all the EXCOM members shall retire from office, and at the annual general meeting in every subsequent year one-third of the EXCOM members for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.

44. The EXCOM members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became EXCOM members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

45. A retiring EXCOM member shall be eligible for re-election.

46. The Centre at the meeting at which a EXCOM member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring EXCOM members shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such EXCOM member shall have been put to the meeting and lost.

47. No person other than a EXCOM member retiring at the meeting shall unless recommended by the EXCOM members be eligible for election to the office of EXCOM member at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Centre notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

48. The Centre may from time to time by ordinary resolution increase or reduce the number of EXCOM members, and may also determine in what rotation the increased or reduced number is to go out of office.

49. The EXCOM members shall have power at any time, and from time to time, to appoint any person to be a EXCOM member, either to fill a casual vacancy or as an addition to the existing EXCOM members, but so that the total number of EXCOM members shall not at any time exceed the

number fixed in accordance with these articles. Any EXCOM member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the EXCOM members who are to retire by rotation at such meeting.

50. The Centre may by special resolution remove any EXCOM member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Centre and such EXCOM member. Such removal shall be without prejudice to any claims such EXCOM member may have for damages for breach of any contract of service between him and the Centre.

51. The Centre may by ordinary resolution appoint another person in place of a EXCOM member removed from office under the immediately preceding article. Without prejudice to the powers of the EXCOM members under article 49 the Centre in general meeting may appoint any person to be a EXCOM members either to fill a casual vacancy or as an additional EXCOM member. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a EXCOM member on the day on which the EXCOM member in whose place he is appointed was last elected a EXCOM member.

Proceedings of EXCOM Members

52. The EXCOM members may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. An EXCOM member may, and the secretary on the requisition of an EXCOM member shall, at any time summon a meeting of the EXCOM member. It shall not be necessary to give notice of a meeting of EXCOM members to any EXCOM member for the time being absent from Hong Kong.

53. The EXCOM may meet to consider the Centre's operations provided that at least two-third of EXCOM members thereof shall be present.
54. The continuing EXCOM members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Centre as the necessary quorum of EXCOM members, the continuing EXCOM members or EXCOM member may act for the purpose of increasing the number of EXCOM member to that number, or of summoning a general meeting of the Centre, but for no other purpose.
55. The EXCOM members may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the EXCOM members present may choose one of their number to be chairman of the meeting.
56. The EXCOM member may delegate any of their powers to committees consisting of such member or EXCOM members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the EXCOM members.
57. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
58. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

59. All acts done by any meeting of the EXCOM members or of a committee of EXCOM members, or by any person acting as a EXCOM members, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such EXCOM member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a EXCOM member.

60. A resolution in writing, signed by all the EXCOM members for the time being entitled to receive notice of a meeting of the EXCOM members, shall be as valid and effectual as if it had been passed at a meeting of the EXCOM members duly convened and held.

Secretary

61. Subject to Article 36.9 hereof, the secretary shall be appointed by the EXCOM members for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

62. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a EXCOM member and the secretary shall not be satisfied by its being done by or to the same person acting both as EXCOM member and as, or in place of, the secretary.

Annual Activities

63. The following non-profit making activities shall be organised annually by the EXCOM:

- (a) local and international science and technology competitions

- (b) talks by experts on special science subjects
- (c) talks by experts on cultural subjects
- (d) classes on cultural subjects
- (e) classes on science and technology for students
- (f) talks by experts on special science subjects
- (g) science workshops for teachers
- (h) science and technology camps during holidays for students
- (i) visits to science museums, technical institutions and factories
- (j) science and technology shows with help from science and technology providers
- (k) documentation of the Centre activities for future promotional purposes

Use of Funds

64. The administration of public sponsorship of competition funds to the Centre and other monies pertinent to the annual income shall follow the rules as below:-

- 64.1 The Centre shall maintain a separate banking account named “PSD” (the “Public Sponsorship & Donation Account”). All public donations collected by members through personal connection or through the Centre promotional activities shall be deposited in the PSD Account and shall be subject to annual audit and endorsement at the AGM.
- 64.2 All cheques drawn on the Centre accounts shall be co-signed by two of the following office bearers: President, Vice President, Secretary and Treasurer.
- 64.3 All donation monies paid to the Centre shall be received by the Treasurer or his/her representative who shall issue a receipt for each payment and shall deposit into the amount received into the PSD Account.
- 64.4 The Treasurer or his/her representatives shall keep an account book in which shall be entered details of income and expenditure in accordance with accounting practice;
- 64.5 Sponsorship and other income sources shall be approved by authorised EXCOM members.
- 64.6 No entertainment activities, including meals, snacks, drinks or any live performance should be paid for by the PSD Account;
- 64.7 Expenditure involving the printing of promotional materials, maintenance of a website, and other sundry expenses associated with administration shall be kept to a minimum but can be charged to the PSD Account.
- 64.8 The funds of the Centre which are not required for current expenses may, on directive of the EXCOM, be deposited into a bank account

or invested in a low risk manner that the EXCOM may see fit.

64.9 Upon winding up of the Centre the stipulation under Article 78 Dissolution shall be followed.

64.10 The income and property of the Centre, however derived, shall be applied solely towards the promotion of the objects of the Centre as set out in the Memorandum. No portion of income and property of the Centre shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however, to the members of the Centre.

64.11 The Centre shall

- keep sufficient records of income and expenditure (including donation receipts) and proper accounting books, and
- compile financial statements annually.

Legal Assistance

65. The EXCOM shall be empowered to seek legal advice and assistance, even on payment, if it is necessary in the interests of the Centre.

Amendment of Articles and Rules

66. Any amendments to the Articles and rules shall be first studied and approved by a two-third majority in an EXCOM meeting before presenting it to a general meeting. The Articles and rules may be altered, rescinded or added to by a resolution passed by at least 75% of the members present at any AGM or any extraordinary general meeting of the Centre.

The Seal

67. The EXCOM members shall provide for the safe custody of the seal, which shall only be used by the authority of the EXCOM members or of a committee of the EXCOM members authorized by the EXCOM members in that behalf, and every instrument to which the seal shall be affixed shall be signed by a EXCOM member and shall be countersigned by the secretary or by a second EXCOM member or by some other person appointed by the EXCOM members for the purpose.

Accounts

68. The EXCOM members shall cause proper books of account to be kept with respect to-

- (a) all sums of money received and expended by the Centre and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Centre; and
- (c) the assets and liabilities of the Centre.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Centre's affairs and to explain its transactions.

69. The books of account shall be kept at the registered office of the Centre, or, subject to section 121(3) of the Ordinance, at such other place or places as the EXCOM members think fit, and shall always be open to the inspection of the EXCOM member.

70. The EXCOM members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Centre or any of them shall be open to the inspection of members not being EXCOM members, and no member (not being a EXCOM member) shall have any right of inspecting any account or book or document of the Centre except as conferred by statute or authorized by the EXCOM members or by the Centre in general meeting.

71. The EXCOM members shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Centre in general meeting such income and expenditure statements, balance sheets, group accounts (if any) and reports as are referred to in those sections.

72. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Centre in general meeting, together with a copy of the EXCOM members' report and a copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Centre:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Centre is not aware or to more than one of the joint holders of any debentures.

Audit

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

74. Two auditors, who are not members of the Centre, shall be appointed by the EXCOM at the AGM. They shall audit the donation funds and other accounts of the Centre as soon as possible after the conclusion of the

financial year. They shall examine all books and accounts of the Centre, and shall certify as to their correctness or otherwise. They shall prepare a report to the AGM. A copy of the Auditors ' report shall be submitted at the AGM and shall be available to all members for further inspection in a manner as the EXCOM may direct.

Notices

75. A notice may be given by the Centre to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Centre for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

76. Notice of every general meeting shall be given in any manner hereinbefore authorized to-

- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Centre an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Centre.

No other person shall be entitled to receive notices of general meetings.

77. Every EXCOM member, agent, auditor, secretary and other officer for the time being of the Centre shall be indemnified out of the assets of the Centre against any liability incurred by him in relation to the Centre in

defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the court.

Dissolution

78. The Centre shall be wound up if at a general meeting of the Centre held for that purpose, a resolution to that effect is passed by at least two-third of the Centre members present. If, upon the dissolution of the Centre, there remains, after satisfactory settlement of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Centre members but shall be given or transferred to some other institution(s) having objects similar to the objects of the Centre and which shall prohibit the distribution of its/their income and property among its/their members to an extent at least as great as is imposed on the Centre under or by virtue of Articles 36.9 and 64.10 above, such institution(s) or institution(s) to be determined by the Centre members at or before the time of dissolution.