

No. 05892830

ARTICLES OF ASSOCIATION

OF

**HONG KONG PLUMBING AND SANITARY WARE
TRADE ASSOCIATION LIMITED
香港水喉潔具業商會有限公司**

(Name changed on 6th June, 1984)

(Adopted by Special Resolution passed on 13th January, 2026)

(Amended by Special Resolutions passed on 26th March, 1985,
21st November, 1995, 21st November, 2006 & 17th March, 2020)

Incorporated the 24th October, 1978

HONG KONG

Business Registration No. : 05892830

**COMPANIES ORDINANCE
(Chapter 622)**

SPECIAL RESOLUTION

OF

**HONG KONG PLUMBING AND SANITARY WARE
TRADE ASSOCIATION LIMITED
香港水喉潔具業商會有限公司**

Passed on 13th January, 2026

At the Extraordinary General Meeting of the members of the abovenamed Association duly convened and held at its Registered Office in Hong Kong on 13th January, 2026 at 4:00pm the following resolution was duly passed as Special Resolution:

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“THAT the Memorandum and Articles of Association of the Company be repealed in their entirety and that the new Articles of Association, a copy of which is attached hereto, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association.”

(Sd.) CHAN SHEUNG YAN KENNETH

Chan Sheung Yan Kenneth
Chairman of the Meeting

Dated : 13th January, 2026

Company No: 64722

**COMPANIES ORDINANCE
(Chapter 622)**

SPECIAL RESOLUTION

OF

**HONG KONG PLUMBING AND SANITARY WARE
TRADE ASSOCIATION LIMITED
香港水喉潔具業商會有限公司**

Passed on 17th March, 2020

At the Annual General Meeting of the members of the abovenamed Association duly convened and held at its Registered Office in Hong Kong on 17th March, 2020 at 4:00pm the following resolution was duly passed as Special Resolution:

ADOPTION OF NEW ARTICLES OF ASSOCIATION

“THAT the Memorandum and Articles of Association of the Company be repealed in their entirety and that the new Articles of Association, a copy of which is attached hereto, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Memorandum and Articles of Association.”

(Sd.) HUNG CHI KWONG

Hung Chi Kwong
Chairman of the Meeting

Dated : 17th March, 2020

No. 64722

(COPY)

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Whereas **HONG KONG AND KOWLOON PLUMBING AND SANITARY WARE TRADE ASSOCIATION LIMITED** (港九水喉潔具業商會有限公司) was incorporated in Hong Kong as a limited company under the Companies Ordinance on the Twenty-fourth day of October 1978;

And whereas by special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of **HONG KONG PLUMBING AND SANITARY WARE TRADE ASSOCIATION LIMITED** (香港水喉潔具業商會有限公司).

Given under my hand this Sixth day of June One Thousand Nine Hundred and Eighty-four.

(Sd.) J. ALMEIDA

for Registrar of Companies, Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

**HONG KONG AND KOWLOON PLUMBING AND
SANITARY WARE TRADE ASSOCIATION LIMITED**
(港九水喉潔具業商會有限公司)

Passed on the 27th day of March 1984

At an Extraordinary General Meeting of the members of the abovenamed Association duly convened and held at Hopewell City Restaurant, Hopewell Centre, 183 Queen's Road East, Hong Kong on the 27th day of March 1984 at 1:00 p.m., the following resolution was duly passed as a Special Resolution:-

“THAT the name of the Association ‘HONG KONG AND KOWLOON PLUMBING AND SANITARY WARE TRADE ASSOCIATION LIMITED (港九水喉潔具業商會有限公司)’ be and is hereby changed to ‘HONG KONG PLUMBING AND SANITARY WARE TRADE ASSOCIATION LIMITED (香港水喉潔具業商會有限公司)’.”

(Sd.) CHAN SAU TAK

CHAN SAU TAK

Chairman of the Meeting

Dated Hong Kong, the 27th day of March 1984

No. 64722

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

Hong Kong and Kowloon Plumbing and Sanitary
Ware Trade Association Limited
(港九水喉潔具業商會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance,
and that this Company is limited.

GIVEN under my hand this Twenty-fourth day of October
One Thousand Nine Hundred and Seventy-eight.

(Sd.) LEISLIE FOO

for *Registrar of Companies*,
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 622)

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

ARTICLES OF ASSOCIATION

OF

**HONG KONG PLUMBING AND SANITARY WARE
TRADE ASSOCIATION LIMITED
香港水喉潔具業商會有限公司**

Part A Mandatory Articles

1. Company Name

The name of the company is "HONG KONG PLUMBING AND SANITARY WARE TRADE ASSOCIATION LIMITED 香港水喉潔具業商會有限公司" (hereinafter referred to as "the Association").

(* Name changed on 6/6/1984.)

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

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 year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the amount specified below:

Class of Members

All
HKD20

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

We, the several persons whose names, addresses and descriptions hereto subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Benson Leung
Benson Leung (梁秉誠)
Flat No. 509, Block C, 158 Kau Pu Lung Road, Hong Kong.
Merchant

(Sd.) C. L. Lee
Lee Chow Lam (李秋霖)
1802, Tai Sang Commercial Building, Johnston Road, Hong Kong.
Director of General Engineering Co., Ltd.

(Sd.) Wong Shiu
Wong Shiu (黃韶)
1/F., 29 Yiu Wah Street, Hong Kong.
Director of Shiu Wah Engineering Co., Ltd.

(Sd.) Lau Chun
Lau Chun (劉進)
12-12A, Kennedy Street, Wanchai, Hong Kong.
Director of Chun Lee Engineering Co., Ltd.

(Sd.) Cheng Kam Wing
Cheng Kam Wing (鄭鑑榮)
Flat B, 12/F., Wai Ming Commercial Building, 757 Nathan Road,
Kowloon, Hong Kong.
Director of U' Wah Engineering Co., Ltd.

(Sd.) Leung Kai Sum
Leung Kai Sum (梁啟森)
G/F., 653-655 Gillies Ave., Hung Hom, Kowloon, Hong Kong.
Merchant

(Sd.) Lau Kim Ming
Law Kim Ming (羅劍明)
G/F., No.11 Lun Fat Street, Wanchai, Hong Kong.
Director of Far East Sanitary & Plumbing Ltd.

Dated this 9th August, 1978.

WITNESS to the above signatures:

(Sd.) James Choy
James Choy
Solicitor, Hong Kong

Part B Other Articles

Part 1

INTERPRETATION

1. Interpretation

In these articles:—

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force. Unless the context otherwise requires, expression defined in the Ordinance or any Statutory Modification thereof in force at the date at which these regulations become binding on the Association, shall have the meanings so defined.

“the Association” shall mean the Association registered as “Hong Kong Plumbing and Sanitary Ware Trade Association Limited (香港水喉潔具業商會有限公司)”.

“the Ordinance” shall mean the Companies Ordinance (Chapter 622).

“the Members” shall mean members of the Association.

“the Secretary” shall mean the Honorary Secretary of the Association for the time being.

“the Treasurer” shall mean the Honorary Treasurer of the Association for the time being.

“Annual General Meeting” shall mean the yearly general meeting of the members of the Association and also include the First General Meeting of the Association.

“Extraordinary General Meeting” shall mean the general meeting of the members of the Association specially summoned under these Articles.

“General Meeting” shall mean a General Meeting of the members of the Association whether annual or extraordinary.

“By-laws” shall mean any By-law made by the Executive Council in accordance with these Articles.

“Special Resolution” and “Extraordinary Resolution” shall have the meanings assigned thereto respectively by Section 562 and 564 of the Ordinance.

“the Seal” shall mean the Common Seal of the Association.

“HKSAR” shall mean the Hong Kong Special Administrative Region.

“Month” shall mean calendar month.

Words importing the masculine gender shall include the feminine gender.

Words importing the singular number shall include the plural number and vice-versa.

Part 2

OBJECTS AND GENERAL PROVISIONS

Objects

2. The objects for which the Association is established are:-
- (a) To take over the management of and acquire the assets and liabilities of the unincorporated body known as 'Hong Kong and Kowloon Plumbing and Sanitary Ware Trade Employers Association (港九水喉潔具業商會)'.
 - (b) To promote interest in the development of plumbing and sanitary ware trade by the collection and dissemination of information and exchange of ideas and generally to watch over and protect the interests of persons engaged in plumbing and sanitary ware trade.
 - (c) To provide facilities for the study of and enquiry and research into the problems of the plumbing and sanitary ware trade and to make known the results of such enquiry, examination and research by publishing producing and distributing or assisting to publish, produce and distribute literature, books, pamphlets, films, posters, periodicals and journals and in such other manner as may be thought fit.
 - (d) For the purpose of the Association, to act as proprietors, owners, operators, conductors, supervisors, advisors, managers, management consultants and advisors of mahjong playing rooms and places, billiard tables, card rooms, T.V. amusement machines rooms, bowling rooms, ten pin bowling room, ballrooms, dance halls, concert halls, theatres, cinemas, amusement parks, entertainment and recreation places, whether indoor or outdoor, playgrounds, restaurants, refreshment room, snack bars, canteens, fast food shops, coffee and cake shops, confectionery shops, stores, sauna and bath rooms.
 - (e) To publish magazine, newspapers, legitimate printing matters and establish and maintain a library and collection of literature, films and practices and to afford facilities for the use of the same.
 - (f) To bring together persons interested in plumbing and sanitary ware trade by such means as conferences and meetings, the reading of papers and the promotion of research.
 - (g) To institute, establish and promote training courses, scholarships, grants, awards and prizes; to encourage education in the plumbing and sanitary ware trade, and to determine, where necessary, the fees to be charged for such services.
 - (h) To join, confer, consult, maintain contact and co-operate with any persons, trade associations, clubs, societies, institutions or bodies of persons established or to be established in HKSAR, China or overseas having objects in whole or in part similar to those of the Association in respect of matter within the objects of the Association.
 - (i) To establish, found, operate, own, support, or aid in the establishment, founding, operating, owning and support of non-profit-making schools, colleges, libraries, institutions or other educational establishments of whatsoever kind connected with or incidental to the promotion of any form of education, learning, cultural activity, sport or pastime amongst members of the Association and their families and friends.

- (j) To establish, found, operate, own, support or aid in the establishment, founding, operating, owning and support or non-profit-making medical clinics, nurseries, laboratories or other medical establishments of whatsoever kind connected with or incidental to the provision of medical care for members of the Association and their families and friends.
- (k) To amalgamate or affiliate with or to acquire or take over the undertaking of any institution or body having objects altogether or in part similar to those of the Association and not formed for profit and all or any of the assets thereof which the Association may lawfully acquire or take over, provided that any step so taken shall not alter the objects of the Association or involve any activity or disbursement of funds not conducive to such objects.
- (l) To make arrangements for carrying on the work of the Association and for this purposes to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees.
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the Association.
- (n) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (o) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions established for any of the purposes herein provided.
- (p) To act as custodian trustee or manager of any property or fund for any organizations or institutions and generally transact all kinds of guarantee business and also to transact all kinds of trust and agencies business.
- (q) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be calculated to further its objects.
- (r) To borrow or raise money for the purposes of the Association on such terms and on such security (if any) as may be thought fit.
- (s) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities, debentures, debenture stock, bonds, obligations or property as may be thought fit.
- (t) To establish and support or aid in the establishment and support of any charitable or benevolent association or institutions having objects similar to those of the Association and to subscribe or guarantee money for charitable or benevolent purposes being purposes similar to the purposes of the Association or calculated to further its objects. Provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (u) To do all or any of the above things in any part of the world wither as principals, agents, trustees or otherwise, and either by or through agents, sub-contractors, trustees or otherwise.
- (v) To do all such other lawful things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

- (w) To concur with the mission and objectives of the Hong Kong Federation of Electrical and Mechanical Contractors Limited (HKFEMC), a company incorporated in the HKSAR, and to accept its status being the representative body of the electrical and mechanical industry in the HKSAR.

General Provisions

3. General Provisions

- (a) The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not higher than Hong Kong prime rate plus 8% on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Supervisory Council or Executive Council of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or in kind shall be given by the Association to any member of such Council except repayment of out-of-pocket expenses and interest at a rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any shares of profits he may receive in respect of any such payment.
- (b) True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by one or more auditor or auditors.
- (c) If upon the winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 3 (a) hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution, or in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

- (d) The Association is established for the purpose expressed in the Articles of Association. All questions of politics, general or local are rigidly excluded.

Part 3

MEMBERS

4. The number of members is unlimited.
5. The members of the Association may be a person or a corporation, whether incorporated or not, represented by an accredited representative who is duly registered with the Association.
6. (a) There shall be four classes of members:
 - (i) Individual Member
 - (ii) Corporation Member
 - (iii) Honorary Member
 - (iv) Associate Member
- (b) (i) An Individual Member is a person who has attained the age of 21 or above, resided and engaged in plumbing and sanitary ware trade in the HKSAR and admitted as such on or before 31 December, 2019. Any individual membership application made after 31 December, 2019 shall be admitted as an Associate Member of the Association.
- (ii) A Corporation Member is a company, firm or organization registered in and carrying on the business of plumbing and sanitary ware trade in the HKSAR, and admitted as such.
- (iii) A Honorary Member is a class of individual membership by invitation only, the approval of such is under the provisions of Article 10 below.
- (iv) An Associate Member is either a person who has attained the age of 21 or above, engaged in the plumbing and sanitary ware trade or a company, firm or organization established outside HKSAR and carrying on the business of plumbing and sanitary ware trade, and admitted as such. An Associate Member may attend all General Meetings of the Association but shall not be entitled to vote thereat.

Except for Honorary Member, all applications for the membership are made in accordance with and subject to the provisions of Article 7 below.

7. (a) Every candidate for Corporation Member or Associate Member shall be proposed by a member.
- (b) Every candidate for membership shall submit his application in such form as the Executive Council shall decide. While an individual candidate signs personally, the corporation candidate shall have an authorized officer to sign on its behalf.
- (c) Every application shall be considered by the Executive Council and, if approved, the applicant shall upon payment of the entrance fee, a charge for the membership certificate, and the first annual subscription be admitted as a member.

8. Every Corporation Member or Associate Member shall register with the Association its authorized representative who shall represent such Corporation Member or Associate Member for all purposes connected with Association. Corporation Member and Associate Member may alter its authorized representative, however, the request must be submitted in writing.
9. Unless otherwise provided in these Articles, every member has to pay for the Entrance Fee, Annual Subscription and Membership Certificate charges and other charges as reasonably requested by the Association. The amount for the said fees and charges shall be decided, approved and announced by the Executive Council from time to time.
10. There is a class of Honorary Member. The Executive Council may invite individual who has reached the age of 65 or is a retired plumbing and sanitary ware trader to become such Honorary Member for such periods as may be deemed fit. Such members may attend all General Meetings of the Association but shall not be liable for payment of entrance fee, annual subscription and not be entitled to vote thereat.
11. All annual subscriptions shall become due and payable on the first day of each calendar year, Entrance Fee and Membership Certificate Charge shall become due and payable on acceptance and approval of the membership status. All fees and subscriptions paid to the Association are nonrefundable.
12. Any member may resign by giving one calendar month's notice to the Association and his membership shall terminate upon expiry of the last day of the month on which the notice of resignation is given but he shall be liable for payment of any charges or subscription due to the Association and the return of whatsoever document or certificate issued to him by the Association. All membership status are automatically renewed at end of each calendar year.
13. No member shall participate in any activities of the Association until such member has paid the entrance fee, subscription or any other charges or claims the Association may have against such member. Every member shall be bound to further to the best of his ability the objects, interests and influence of the Association and shall observe and comply with the By-laws for the time being of the Association.
14. Any member shall ipso facto cease to be such a member of the Association: -
 - (a) If the member fails to pay his/their subscription on its due date, or settle any charges or claims the Association may have against such member, the Executive Council may unless such member shall justify the delay to the satisfaction of the Executive Council, at their discretion, erase his/its name from the list of members and notice thereof shall be given to him/it. Provided that the Executive Council may in their discretion if for good reason shown, reinstate such member.
 - (b) If, being an individual, he/she is adjudicated bankrupt; or becomes prohibited from being a member of the Executive Council or Supervisory Council by law; or is found lunatic or becomes of unsound mind.
 - (c) If it ceases its business or operation.
 - (d) If, being a corporation, an order is made against it for winding-up or it enters into liquidation except for the purposes of reconstruction or amalgamation not involving a realization of its assets.

- (e) If, being a partnership, it is dissolved for any reason except on the admission, retirement or death of its partners.
 - (f) If, being a sole proprietorship, its sole proprietor is adjudicated bankrupt.
15. Any member who commits one or more of the following acts shall be expelled from the Association without any reason being given, subject to the prior approval of the Executive Council of the Association:
- (a) Engaging in illegal activities within the Association.
 - (b) Using the name of the Association to suit his own purpose.
 - (c) Damaging the reputation and organization of the Association.
 - (d) Making any unauthorized speech or writing any article attacking the Association.
 - (e) Being convicted of any crime by a Court of law.

GENERAL MEETING

16. The first General Meeting shall be held at such time not being less than one month or more than three months after the incorporation of the Association at such time and place as the Executive Council shall determine.
17. The Association shall hold an Annual General Meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notice convening it. The Annual General Meeting shall be held at such time and place as the Executive Council shall determine.
18. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
19. The Executive Council may, whenever they think fit, convene an Extraordinary General Meeting, Extraordinary General Meeting shall also be convened on request by the Supervisory Council or by not less than one-third of total members. If a quorum of members is not present at the time of meeting, the members requesting such Extraordinary General Meeting shall convene the meeting under the provisions of Section 566 to 568 of the Ordinance.

NOTICE OF GENERAL MEETING

20. (a) Subject to the provisions of Section 571 of the Ordinance relating to Notice required of General Meeting and Section 564 of the Ordinance relating to special resolution, in case of Annual General Meeting and Extraordinary General Meeting for passing of special resolution, 21 days' notice at least (exclusive of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day, general business and the hour of meeting, and, in case of special business, the general nature of that business, shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting to such persons as are, under the Articles of Association, entitled to receive such notice from the Association.

- (b) A General Meeting other than an Annual General Meeting must be called by 14 days' notice at least in writing (exclusive of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and the general nature of that special business, shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting to such persons as are, under the Articles of Association, entitled to receive such notice from the Association.
 - (c) Notice of a General Meeting of the Association must be given:-
 - (i) in hard copy form by post; or
 - (ii) in electronic form; or
 - (iii) by making the notice available on the Association website; or combination of any of the above means.
 - (d) If the notice calling a General Meeting is given in hard copy form by post, notice must be sent to members' registered address, or to the address within Hong Kong supplied by the member to the Association for the giving of notices; and it shall be deemed to have been properly addressed, and posted at the expiration of 24 hours after the letter containing the same was posted.
 - (e) If a member has provided an electronic address in his member profile, it is to be regarded as having agreed that the notice of General Meeting and any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).
 - (f) If the notice calling a General Meeting is given by making it available on the Association website, the notice must be available on the website throughout the period beginning on the date of that notification and ending on the conclusion of the meeting.
21. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETING

- 22. 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 such quorum shall be one-sixth of total members personally present or by proxy.
- 23. 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, 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.

24. The Chairman of the Executive Council shall preside as Chairman at all General Meetings. If at any meeting, the Chairman shall not be present within 15 minutes after the time appointed for holding the meetings or if he shall have previously notified the Secretary of his intention of not being present, the Vice-Chairmen of the Executive Council present shall elect among themselves a member to be the Chairman of the General Meeting and if all of them are absent, the Chairman of the Supervisory Council shall preside as Chairman of the General Meeting, and if none of them shall be present, the members shall choose one member amongst them to be the Chairman.
25. The Chairman may with the consent of any meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, 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.
26. At any General Meeting a resolution put to the vote shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 10 members present in person and entitled to vote and, unless a poll is 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 lot, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
27. If a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting, at which the show of hands takes place or at which the poll was demanded, shall be entitled to a second or casting vote.
29. 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 questions shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

30. Every member shall have one vote. (Except for Associate Members, Honorary Members and Permanent Presidents)
31. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by the member to the Association have been paid.

PERMANENT PRESIDENT

32. The Executive Council may propose a distinguished individual who has contributed invaluable to the Association to become a Permanent President. But such member must have held the office as Chairman of the Executive Council or of the Supervisory Council for a collective period of two terms or more and donates not less than HK\$10,000.00 to the Association and be approved by the General Meeting of the Association.
33. A Permanent President shall not be required to pay the entrance fee and annual subscription and may attend all General Meetings of the Association but shall not be entitled to vote thereat.

ELECTION OF COUNCIL MEMBERS TO THE EXECUTIVE COUNCIL AND SUPERVISORY COUNCIL

34. Council members to the Executive Council and the Supervisory Council are elected by secret ballots of the members of the Association. The first sixteen members who have the most number of votes shall be elected. The two members who have obtained the seventeenth and eighteenth most number of votes in the election shall be automatically elected as the first and second reserved Council members respectively for joining the Executive Council and the Supervisory Council. In the event of any members receiving the exact same count of votes the election shall be determined by a simple draw.

And in the event of a member declining to accept the appointment to serve as a Council member, the first reserved member shall take up the vacancy unless he refuses or fails to accept within 7 days from the date of notice. In that case, the second reserved member shall take up the vacancy and if he also refuses or fails to accept within 7 days from the date of notice, the Executive Council shall by ordinary resolution invite and appoint any other member.

THE SUPERVISORY COUNCIL AND THEIR POWERS AND DUTIES

35. The Supervisory Council shall consist of five members including the Chairman, Vice-Chairman, Assessor and two other members. They shall be elected by secret ballots among the sixteen elected Council members.

The sixteen elected Council members shall elect among themselves two candidates to the offices of the Supervisory Council in the order of Chairman and Vice-Chairman. The Chairman elected shall then determine the order of election for the remaining offices in the Supervisory Council.

The candidates shall declare their interests in running for a particular office and be nominated by at least one other member to become eligible. All the elections are by secret ballots and shall be decided by simple majority votes. In case of a tie, a second round of voting shall be conducted. If the result is still a tie after the second round of voting, the Chairman elected shall resolve the issue by simple draw.

In the event of a vacancy in the Supervisory Council, the first reserved member shall take up the vacancy unless he refuses or fails to accept within 7 days from the date of notice. In that case, the second reserved member shall take up the vacancy and if he also refuses or fails to accept within 7 days from the date of notice, the Executive Council shall by ordinary resolution invite any other member to join the Supervisory Council. The Supervisory Council members shall then re-elect among themselves until all offices are filled.

And in the event of a Supervisory Council member altering its authorized representative, the original office taken up by this said Supervisory Council member is deemed to be vacated and the Supervisory Council members shall re-elect among themselves until all offices are filled.

36. An election shall be held next after the adoption of the Articles of Association and subsequent elections shall be held and the results be approved at the ordinary General Meeting once every two years. The voting papers shall be sent out in the same manner as prescribed by Article 20 (c)(i) and (d) for the sending of notices of General Meeting.
37. The term of office of the members of the Supervisory Council shall be two years and shall be eligible for re-election. Any member can hold unlimited terms of the office of the Chairman however any member shall not at anytime hold the office of the Chairman for more than two consecutive terms.
38. A meeting of the Supervisory Council shall be summoned once in each month and presided by the Chairman of the Supervisory Council. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the Vice-Chairman of the Supervisory Council shall preside and if he is not present, the members present shall elect one member amongst them to preside as Chairman of the meeting.
39. If at any meeting of the Supervisory Council a quorum is not present within half an hour from time appointed, another meeting shall be convened within 7 days. If at such meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
40. The Supervisory Council shall not interfere with the management of the affairs of the Association and shall not issue any orders for the carrying out of any matters.
41. The quorum necessary for the transaction of business of the Supervisory Council shall be over 50% of the total number of members of Supervisory Council personally present or by proxy. Questions arising at any meeting shall be decided by a majority of hands. In case of an equality of votes the Chairman shall have a second or casting vote.

42. The duties and powers of the Supervisory Council shall include:
- (a) The accusation of any member or officer who has violated the Article of Association and By-laws of the Association;
 - (b) The examination of the receipt and payment, and income and expenditure of the Association;
 - (c) The examination of the minutes of the Executive Council;
 - (d) The supervision of the Executive Council in carrying out its duties and in compliance with laws and regulations;
 - (e) Other matters in relation to the duties of the Supervisory Council.

THE EXECUTIVE COUNCIL AND THEIR POWERS AND DUTIES

43. The Executive Council shall consist of eleven members including the Chairman, two Vice-Chairmen, Secretary, Treasurer and six other members as heads of committees. They shall be elected by secret ballots among the sixteen elected Council members.

The sixteen elected Council members shall elect among themselves five candidates to the offices of the Executive Council in the order of Chairman, two Vice-Chairmen, Secretary and Treasurer. The Chairman elected shall then determine the order of election for the remaining offices in the Executive Council.

The candidates shall declare their interests in running for a particular office and be nominated by at least one other member to become eligible. All the elections are by secret ballots and shall be decided by simple majority votes. In case of a tie, a second round of voting shall be conducted. If the result is still a tie after the second round of voting, the Chairman elected shall resolve the issue by simple draw.

In the event of a vacancy in the Executive Council, the first reserved member shall take up the vacancy unless he refuses or fails to accept within 7 days from the date of notice. In that case, the second reserved member shall take up the vacancy and if he also refuses or fails to accept within 7 days from the date of notice, the Executive Council shall by ordinary resolution invite any other member to join the Executive Council. The Executive Council members shall then re-elect among themselves until all offices are filled.

And in the event of an Executive Council member altering its authorized representative, the office originally taken up by this said Executive Council member is deemed to be vacated and the Executive Council members shall re-elect among themselves until all offices are filled.

44. An election shall be held next after the adoption of the Articles of Association and subsequent elections shall be held and the results be approved at the ordinary General Meeting once in every two years. The voting papers shall be sent out in the same manner as prescribed by Article 20 (c) (i) and (d) for the sending of notices of General Meeting.

45. The term of office of the members of the Executive Council shall be two years and shall be eligible for re-election. Any member can hold unlimited terms of the office of the Chairman however any member shall not at anytime hold the office of the Chairman for more than two consecutive terms.
46. For the purposes of managing affairs of the Association the Executive Council shall set up the following committees and may at any time and from time to time set up or delete such other Committee as shall think fit.
 - (a) Administration
 - (b) Publication
 - (c) Welfare and Recreation
 - (d) Technical
 - (e) Membership
 - (f) Education
47. The Executive Council shall elect from its Council a member as head to take charge of each of the said Committee and shall from time to time determine the duties of each of the said Committee.
48. The Executive Council may if necessary appoint different committees. If it has been resolved by resolution of the Executive Council, each committee of the Executive Council may appoint other sub-committees.
49. The Chairman shall carry into effect all resolutions passed by the Association. He shall conduct and manage the affairs of the Association and shall represent the Association in all dealings with outsiders and the Vice-Chairmen shall assist the Chairman in his duties and in the absence of the Chairman shall assume the powers and functions of the Chairman.
50. Administrative staff and such other employees as may be necessary shall be employed by the Executive Council. The administrative staff under the instructions of the Chairman shall assist the members of the Executive Council to formulate plans for the management of matters and affairs. He shall also attend to all general duties of the offices and supervise the duties of all clerks and workmen of the Association. The salary of administrative staff, clerks and workmen shall be fixed by the Executive Council and paid out of the funds of the Association.
51. The Executive Council may, if necessary, institute from time to time such rules and By-laws for the carrying out of any special matters.
52. The Executive Council shall cause minutes to be made in a book provided for that purpose:-
 - (a) Of all appointments of Committees and Sub-committees made by the Executive Council;
 - (b) Of the names of the members present at each meeting of the Executive Council, Committees and of any Sub-committees;

- (c) Of all resolutions and proceedings at all meetings of the Association, and of the Executive Council, Committees or Sub-committees and every Executive Council member at any meeting of the Executive Council shall sign his name in a book to be kept for that purpose.
53. The Executive Council 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 hands. In case of an equality of votes the Chairman shall have a second or casting vote. The Chairman of the Executive Council may at any time convene an extraordinary meeting of the Executive Council.
54. The quorum necessary for the transaction of the business of the Executive Council shall be over 50% of the total number of members of Executive Council personally present or by proxy.
55. The continuing members of the Executive Council may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members the continuing members of the Executive Council may act for the purpose of increasing the Executive Council to that number or of summoning a General Meeting of the Association but for no other purpose.
56. The Executive Council may appoint one or more Committees for any purpose deemed desirable. The number of members and duties and power of such Committees shall be determined by the Executive Council. The Executive Council has power to make By-laws for the regulation of the affairs of the Association and for the furtherance of its objects and from time to time to amend or revoke the same. Provided always that except with the previous sanction of the appropriate regulatory authorities, no By-law shall be so made or shall have any validity or effect if it constitutes or involves any variation of or addition to these Articles. All such By-laws for the time being in force shall be binding upon the members of the Association in the same manner as these Articles. In the event of any conflict between the By-laws and these Articles, the provisions of these Articles shall prevail.
57. Any disagreement or disputes in any Committees shall be reported by the Chairman of that Committee to the Executive Council for decision.

JOINT MEETING OF THE EXECUTIVE COUNCIL AND SUPERVISORY COUNCIL

58. Unless otherwise determined, the Joint Meeting of the Executive Council and Supervisory Council shall be held monthly. The notice of the Joint Meeting shall be given in writing at least 2 business days to each member of the Executive Council and Supervisory Council by the Chairman of the Executive Council. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of which it is given, and shall specify the place, the day and the hour of the meeting. If a Joint Meeting has been held and convened in a particular month, it is not necessary, unless otherwise determined, to hold the Executive Council or Supervisory Council individually again during the same month.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COUNCIL AND SUPERVISORY COUNCIL

59. The office of a member of the Executive Council or of the Supervisory Council shall be vacated if such member:
- (a) Becomes bankrupt; or the company that such member represents is under a provisional or official winding up petition; or
 - (b) Is prohibited from being a member of the Executive Council or Supervisory Council by law; or
 - (c) Is found lunatic or becomes of unsound mind; or
 - (d) Resigns his office by notice in writing to the Association; or
 - (e) Is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest in manner required by Section 536 to 538 of the Ordinance; or
 - (f) Is persistently absent from his duties; or
 - (g) The company that such member represents has been expelled by the Association due to violation of any of the clauses in the Article of Association.
60. The Association may by extraordinary resolution remove any member of the Executive Council or the Supervisory Council including the chairpersons of them before the expiration of his period of office under the provisions of Article 59 hereof and subject to Articles 35 and 43, another member will be elected to take up his office.

RIGHTS AND OBLIGATIONS

61. Members of the Association shall enjoy the following rights:-
- (a) To vote for election of Council members in General Meeting (Except for Associate Member, Honorary Member and Permanent President).
 - (b) Associate Member, Honorary Member and Permanent President are not eligible to be elected as Council members to the Executive Council or Supervisory Council. Members shall have joined the Association for not less than 5 calendar years (the first year of joining regardless of the month of joining shall be counted as one calendar year in this regard) to become eligible for election as Council members to the Executive Council or Supervisory Council.
 - (c) To make proposals.
 - (d) To receive whatever help the Association may give.
 - (e) To seek advice from the Association on different issues and problems.
 - (f) To use and enjoy various facilities provided by the Association.
62. Members of the Association shall fulfill the following obligations:
- (a) To observe rules and regulations of the Association.
 - (b) To abide by all resolutions and By-laws of the Association.
 - (c) To pay entrance fees and annual subscriptions
 - (d) To promote affairs of the Association and enhance its reputation.

THE SEAL

63. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Council, and in the presence of the Chairman of Executive Council and the Secretary, and they shall sign every instrument to which the seal of the Association is so affixed in their presence.

THE MANAGEMENT OF MONIES AND PROPERTIES

64. The management and control of all moneys and assets of the Association shall be vested in the Executive Council and proper books of accounts shall be kept for investigation. All cheques shall be signed and endorsed by any two of the following persons, namely, Chairman and Vice-Chairmen of the Executive Council, Treasurer and the Chairman of Administration Committee.
65. The Association shall keep cash in hand an amount to be determined by the Executive Council from time to time. And money of the Association in excess thereof shall be applied in any one of the following modes of investment, as the Executive Council after due consideration as to the secured nature and interest producing nature of such investment may decide.
- (a) To deposit with banks of good standing and duly registered in Hong Kong under the Ordinance at a reasonable rate of interest.
 - (b) To invest in the purchase of leasehold properties in Hong Kong.
 - (c) To invest in the shares of public listed companies, bonds or investment fund traded in Hong Kong.

And in regard to any such investment proper books shall be kept and there shall be entered therein detailed accounts and all records in relation thereto for investigation and audit.

ACCOUNTS

66. The Executive Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure take place and the assets and liabilities of the Association.
67. The books of account shall be kept at the registered office of the Association or at such other place or places as the Executive Council think fit, and shall always be opened to the inspection of the Executive Council and Supervisory Council.
68. The Executive Council 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 Association or any of them shall be opened to the inspection of members not being members of the Executive Council and no member (not being a member of the Executive Council or Supervisory Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Council or by the Association in General Meeting.

69. The auditor's report and balance sheet shall be laid before the Association at the Annual General Meeting and if passed, copies shall be sent to all members of the Association.

AUDIT

70. Auditors shall be appointed and their duties regulated in accordance with Section 393 to 428 and 575 of the Ordinance.

WINDING UP

71. Article 3(c) of this Articles of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

72. Every member of the Executive Council and the Supervisory Council or other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Council to pay out of the funds of the Association, all costs, losses and expenses with any such member of the Executive Council, Supervisory Council, officer or servant may incur or become liable for by reason of any contract entered into, or act or deed done by him as such member of the Executive Council, Supervisory Council, officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is to be provided shall immediately attach as a lien on the property of the Association and have priority as between the member over all other claims.