

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“THAT the Memorandum and Articles of Association of the Company be repealed in their entirety and that the new Articles of Association, a copy of which is attached hereto, be adopted as the Articles of Association of the Company in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“THAT the Memorandum and Articles of Association of the Company be repealed in their entirety and that the new Articles of Association, a copy of which is attached hereto, be adopted as the Articles of Association of the Company in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

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

HKD20

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
<p>(Sd.) Benson Leung Benson Leung (梁秉誠) Flat No. 509, Block C, 158 Kau Pu Lung Road, Hong Kong. Merchant</p> <p>(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.</p> <p>(Sd.) Wong Shiu Wong Shiu (黃韶) 1/F., 29 Yiu Wah Street, Hong Kong. Director of Shiu Wah Engineering Co., Ltd.</p> <p>(Sd.) Lau Chun Lau Chun (劉進) 12-12A, Kennedy Street, Wanchai, Hong Kong. Director of Chun Lee Engineering Co., Ltd.</p> <p>(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.</p> <p>(Sd.) Leung Kai Sum Leung Kai Sum (梁啟森) G/F., 653-655 Gillies Ave., Hung Hom, Kowloon, Hong Kong. Merchant</p> <p>(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.</p>

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.

編號：05892830

組織章程細則

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

(於一九八四年六月六日更改公司名稱)
(於二零二六年一月十三日經特別決議採用新的公司組織章程細則)
(於一九八五年三月廿六日、一九九五年十一月廿一日、
二零零六年十一月廿一日及二零二零年三月十七日經特別決議修改)

於一九七八年十月廿四日成立

香港

商業登記號碼：05892830

公司法例
(第六二二章)

特別議決案

香港水喉潔具業商會有限公司

於二零二六年一月十三日下四時正在本會註冊辦事處召開及舉行特別會員大會，
下列議案獲得通過成為特別議決案：

接納新的公司組織章程細則

“將現有之公司組織章程大綱及章程細則全部廢除，並由附上已經批准成為本會之
新公司組織章程細則替代。”

會議主席陳尚仁簽署

二零二六年一月十三日

公司編號： 64722

公司法例 (第六二二章)
香港水喉潔具業商會有限公司
特別議決案

香港水喉潔具業商會有限公司

於二零二零年三月十七日下四時正在本會註冊辦事處召開及舉行周年會員大會，
下列議案獲得通過成為特別議決案：

通過及接納新的組織章程細則

“本會現有之組織章程大綱及細則全本將被註銷，由已批准成為本會之新訂組織章程細則替代，見內頁。”

會議主席熊志光簽署

二零二零年三月十七日

公司法例 (第六二二章)
沒有股本的擔保有限公司
香港水喉潔具業商會有限公司

組織章程細則

甲部: 章程細則必備條文

1. 公司名稱

公司名稱為 “HONG KONG PLUMBING AND SANITARY WARE TRADE ASSOCIATION LIMITED 香港水喉潔具業商會有限公司” (下稱“本會”)
(* 名稱于 1984 年 6 月 6 日更改) 。

2. 會員責任

本會會員之法律責任是有限的。

3. 會員負債限額

倘遇本會清盤時，在任每一會員或其退會時間未足一年者必須負責捐贈資產與本會用以應付本會對外之負債及一切清盤之費用，如有此需要時，該負責資產將不超過以下：

會員會籍:

全部適用

負債限額:

港元 20

我們，即下述的簽署人，意欲組成一間公司及意欲採納隨附的組織章程細則：

創辦成員姓名，聯絡地址及描述
梁秉誠 簽署 梁秉誠 (Benson Leung) Flat No. 509, Block C, 158 Kau Pu Lung Road, Hong Kong 商人
李秋霖 簽署 李秋霖 (Lee Chow Lam) 1802, Tai Sang Commercial Building, Johnston Road, Hong Kong 董事 - General Engineering Co., Ltd.
黃韶 簽署 黃韶 (Wong Shiu) 1/F., 29 Yiu Wah Street, Hong Kong 董事 - Shiu Wah Engineering Co., Ltd.
劉進 簽署 劉進 (Lau Chun) 12-12A, Kennedy Street, Wanchai, Hong Kong 董事 - Chun Lee Engineering Co., Ltd.
鄭鑑榮 簽署 鄭鑑榮 (Cheng Kam Wing) Flat B, 12/F, Wai Ming Commercial Building, 757 Nathan Road, Kowloon, Hong Kong 董事 - U' Wah Engineering Co., Ltd.
梁啟森 簽署 梁啟森 (Leung Kai Sum) G/F, 653-655 Gillies Ave, Hung Hom, Kowloon, Hong Kong 商人
羅劍明 簽署 羅劍明 (Law Kim Ming) G/F, No.11 Lun Fat Street, Wanchai, Hong Kong 董事 - Far East Sanitary & Plumbing Ltd.

見證人：

James Choy 簽署
James Choy
律師 · 香港
一九七八年八月九日

乙部: 章程細則其他條文

第一部
釋義

1. 本會組織章程細則以公司法例為依歸，所採用之下列字句作如下解釋：

「本會」即指「香港水喉潔具業商會有限公司」

「法例」即指公司法例（第六二二章）或將來所修改之法例

「會員」即指本會之會員

「秘書」即指本會當屆義務秘書職務者

「司庫」即指本會當屆義務司庫職務者

「周年大會」即指本會每年舉行之周年會員大會包括首屆會員大會

「特別會議」即指本組織章程細則為依歸而召開之任何特別會議

「會員大會」即指本會之周年會員大會或特別召開之會議

「內部細則」即指本會理事會所訂定立之內部細則

「特別議決案」及「非常議決案」即指公司法例第五六二及五六四章賦予的條款

「水印」即指本會之鋼印

「HKSAR」即指香港特別行政區

「月」即指陽曆月份

凡指男性一詞即時包括女性而言

凡指單數一詞即時包括眾數而言

第二部 成立宗旨及一般規定

成立宗旨

2. 本會成立之宗旨分列如下:

- (a) 接收未經註冊為有限公司之「港九水喉潔具業商會」所有一切資產及債務及其會務之管理。
- (b) 以收集，廣報資料及交換意見之形式促進水喉潔具業的發展，及保障及提升水喉潔具業從業員之利益。
- (c) 供應便利設施以便諮詢及研究水喉潔具業之問題並以出版，生產及分發或協助出版，生產及分發書籍，小冊子，電影，海報，定期刊物及雜誌之形式作為諮詢及研究本行業之問題，或以其他可行之方式諮詢及研究本行業之問題。
- (d) 可出任為麻雀耍樂室，桌球室，紙牌室，電視遊戲室，保齡球場，舞蹈室，音樂廳，劇院，電影院，遊樂場，室內或室外之娛樂場所，酒樓，食物店，小食店，食堂，快餐店，咖啡室及餅店，糖果店，士多之東主，經營商，監督管理及該等場所之管理顧問。
- (e) 出版雜誌，報紙，合法印刷品並設立圖書館及收集文學作品，電影並設立便利設施以便應用該等設備。
- (f) 召集對於水喉潔具業有興趣之人仕舉行研討會及會議以促進本行業的教育及研發。
- (g) 設立及促進訓練課程，學位，補助金及獎品，並鼓勵提升水喉潔具業之教育程度，並得以決定該等服務之收費。
- (h) 就有關本會之事務得與設立在本港，國內或海外與本會有共同或部份共同宗旨之人仕，商會，會所，社團，學會研討，磋商及保持聯絡。
- (i) 設立，建設，經營，擁有，支持或協助設立，建設，經營，擁有及支持非牟利學校，學院，圖書館，會社及其他教育設備，並使本會會員及其家屬或朋友從上述之設施獲得教育，學習，文化活動，運動及娛樂。

- (j) 設立，建設，經營，擁有，支持或協助設立，建設，經營，擁有及支持非牟利之診所，託兒所，化驗所或其他醫療設備，並使本會會員及其家屬或朋友獲得該等醫療及照顧。
- (k) 與本會宗旨相同或部份相同之團體，本會得與之合併或加入或接收該團體惟該團體須為一非牟利團體，惟本會亦不得因與該等團體合併或加入後改變本會成立宗旨。
- (l) 本會如有任何需要，得可僱用職員，工人或其他僱員以達成本會之宗旨，並可由本會支付薪金。
- (m) 如對促進本會之宗旨有需要，本會可買入，租用或以交換方式或其他方法獲得在世界任何地方之土地或產業或其他權益，並可進行建造，維修保養和改建任何屋宇或建築物的工作。
- (n) 本會認為有需要時得為本會宗旨之前景，得以賣出，出租，按揭，脫手或轉戶本會全部或部份之物業或資產。
- (o) 接受任何方式捐贈而達成本會之宗旨並支持其他與本會宗旨相同之團體。
- (p) 出任為受託人或經理人以處理所有捐贈本會之物業或款項。並處理所有保證，信託及代理事務。
- (q) 接受及執行本會合法接收之信託事項。
- (r) 認為適當時本會得以借入款項。
- (s) 將本會非即需之款項從事投資於證券，公司債券或物業。
- (t) 設立及支持或協助設立或支持與本會有相同宗旨之任何慈善團體，及捐助及保證該等團體之金錢及計劃推廣其宗旨。規定本會不得支助若以其收入或產業以直接或間接以股息，花紅或其他方式支付或轉名與其會員之任何社團。
- (u) 在世界任何地方作上述所有或任何事項，不論作為主辦者代理人，受託人或其他，或者由代理人，分判人，受託人或其他人任代為處理上述任何事項。
- (v) 為求獲致上述之任何宗旨，本會可實施一切合法事務。
- (w) 本會認同成立於香港特別行政區之香港機電工程商聯會之宗旨及目標，並接納其成為本港機電行業之代表地位。

一般規定

3. 一般規定

- (a) 本會之入息及財產祇可應用於促進本會上述之宗旨如列舉於本會章程條文內，任何部份之入息或財產皆不能以紅利或花紅或盈利付與或直接或間接轉移給本會之會員。凡曾服務本會之職員或僕役，應付與合理及適當之報酬，倘本會向外借貸作適當之用途，應償還所貸之款項或合理及適當之租值，以年息不超過當時銀行之最優惠利率加百分之八計算，而本會理監事中無人能接受薪津，亦不能接受本會任何利益或金錢，除付還代支之費用及上述貸款之利息或本會租用樓宇之租金，而上述條款並不影響付款與任何公司之股東其本身為本會之會員，且該會員持有該等公司之股份不可超過該公司之資金百分之一及該會員可計算收取其應得之利潤。
- (b) 本會一切收入支出均真實記錄於賬簿內，所有收支收據及本會之產業，進賬及責任等經由現行之本組織大綱法令下指定時間及方式須展示與會員審閱，本會賬目，每年至少查核一次，其盈虧賬目與資產負債表是否無訛，應由核數師一人或多人核算之。
- (c) 當本會清盤或解散時，在付清債務後，如有任何餘下財物，均不能給與或分派給各會員，惟只能捐讓給與本會有相同宗旨之團體，而該團體亦像本會不會將其入息或財產分配給其會員，如第 3 (a) 條，本會在解散前，將決定該受捐讓的團體，否則由高等法院之法官決定，如亦未能執行上述之方法，得將本會之財產捐贈與慈善機構。
- (d) 本會之宗旨已列明於本會章程。本會嚴格排除所有涉及政治內容的議案，包括其討論及議決。

第三部 會員

4. 本會會員人數為不受限制。
5. 本會會員會籍可以個人或公司身份參與，若以公司身份參與則須委派一名合法代表。
6. (a) 本會會員分為下列四類：
 - (i) 個人會員
 - (ii) 公司會員
 - (iii) 個人名譽會員
 - (iv) 附屬會員
- (b) (i) 凡居於香港特別行政區內，而年滿廿一歲，從事於水喉潔具業並在二零一九年十二月三十一日或之前被接立成為個人會員者。在二零二零年一月一日或之後則可以個人身份申請成為附屬會員。
- (ii) 凡設於香港特別行政區內，而經營水喉潔具業之公司，皆可申請成為公司會員。
- (iii) 由理事會根據本會組織章程細則第 10 條邀請而成為個人名譽會員者。
- (iv) 凡設於香港特別行政區以外而經營水喉潔具業之公司，或凡年滿廿一歲從事於水喉潔具業者，皆可申請成為附屬會員。該等附屬會員可列席本會所舉行之會員大會，惟不可在大會中投票。

除個人名譽會員外，所有入會手續皆依本會組織章程細則第 7 條辦理。

7. (a) 凡申請入會為公司會員或附屬會員者須由一位會員推薦。
- (b) 每位申請入會者須填寫由理事會核准之申請表格。個人會員之申請表格須由該申請者親自簽署。公司會員之申請者須由該公司之授權者簽署。
- (c) 每位申請者若經理事會核准入會，須同時繳交入會基金，證書費及首年之年費便可成為會員。

8. 每位公司會員或附屬會員須向本會註冊一名合法代表，該名代表將代表該公司會員或附屬會員參與本會一切會務。公司會員及附屬會員可以更改其合法代表，但必須以書面形式提交申請。
9. 理事會可因應情況，經議決及公告後，得以隨時增減各會員之入會費，年費，証書費及其他相關費用。
10. 本會設有個人名譽會員。理事會可個別邀請於水喉潔具業行內年屆六十五歲或已退休者為名譽會員。該等名譽會員可列席本會所舉行之會員大會，但不須繳交任何入會費及年費等，惟不可在大會中投票。
11. 所有年費須於每年首日繳交，而入會費及証書費須於入會時繳交。所有已繳付之費用，不得退還。
12. 任何會員欲申請退會時，可於一個月前用書面通知，並清繳一切應繳之款項及退還本會所發給一切證件。否則，各會籍將每年自動更新續期。
13. 任何會員欠繳本會應繳之款項，將不得享有會員一切權利。而本會得按例追討該等欠繳款項。所有會員須盡力遵照及維護本會的宗旨、利益、組織章程細則及理事會所訂定立之內部細則。
14. 在下述情況下，本會會員資格會被終止：
 - (a) 會員未能在會費到期日繳納會費，或未清繳一切應繳之款項。假如理事會對該會員延誤繳費的理由滿意，則理事會可酌情決定接納保留該會員的會員資格，否則，理事會可有權自行決定革除其會籍並予以通知。理事會有權根據合理的理由，酌情決定恢復該會員之會員資格。
 - (b) 屬個人會員的會員被裁定破產；或被法律禁止成為公司委員會成員（包括理事會或監事會）；或染有精神病或失其常性。
 - (c) 會員已停業或結束相關業務。
 - (d) 屬公司團體的會員如果自動或被法院頒令進行臨時或強制清盤（出於重組或合併目的而不涉及變現其資產的除外）。

- (e) 屬合夥企業的會員如以任何原因解散 (加入新合夥人，現任合夥人退休或死亡的除外)。
- (f) 屬獨資經營的會員被裁定破產。

15. 任何會員若涉及下列情況之一者，理事會可議決解除其會籍：

- (a) 在會內從事違法活動；
- (b) 假借本會名稱以謀取私人利益；
- (c) 作不當行為以致損害本會名譽；
- (d) 發表不當言論及文章以攻擊本會；
- (e) 觸犯政府法例而經法庭判罪者。

會員大會

- 16. 第一次會員大會必須在本會成立後一個月至三個月內舉行，而地點及時間則由理事會決定。
- 17. 周年會員大會必須每年舉行一次。周年會員大會時間及地點均由理事會決定。
- 18. 除周年會員大會外，其他之會員大會稱為特別會員大會。
- 19. 理事會認為適合時，可召開特別會員大會或因應某種需要可由監事會或不少於三分之一會員召開，若會議決定人數不足時則由要求召開會議之會員遵照公司法例第五六六至五六八條辦理之。

會員大會通知書

20. (a) 根據公司法例五七一條關於召開會員大會所需的通知及公司法例五六四條關於特別決議事宜召開周年會員大會及審議特別議案之特別會員大會所需的通知，必須給予廿一日通知（被視為郵寄發信日當日不計，如以其他方式則發出通知當日不計）。通告必須列明大會日期、地點、時間，如有任何特別之事務，應聲明欲建議之議案為特別議案之理由及該項議案之性質。上述之通知書應遵照下列之規例或經本會會員大會所規定之任何其他方法，派發與本會組織章程細則有權接收本會通知書之人仕。

(b) 所有周年會員大會會議以外的會員大會，必須給予十四日通知（被視為郵寄發信日當日不計，如以其他方式則發出通知當日不計）通告必須列明大會日期、地點、時間。如有任何特別之事務，應聲明欲建議之議案及該項議案之性質。上述之通知書應遵照下列之規例或經本會會員大會所規定之任何其他方法，派發與本會組織章程細則有權接收本會通知書之人仕。

(c) 本會會員大會的通知須：

- i. 採用印本形式並以郵寄方式發出；或
- ii. 採用電子形式發出；或
- iii. 在本會網站上提供該通知的方式發出。

本會可使用以上其中一種或多種方式發出大會通知書給會員，一切按需要及情況而定。

(d) 本會若採用印本形式並以郵寄方式將會員大會通知書發予各會員，應寄往會員在本會登記或提供之香港地址。任何通知書於郵寄後二十四小時，均被視為郵寄發信日並已正式發予給本會會員。

(e) 如會員已在會員檔案提供一個電子通訊地址，須視為已同意該電子通訊地址可用作接收召開會員大會的通知及任何關於該會員大會的程序的文件或資料的通知，及這些通知均可在該通知指明的條件或限制下，以電子方式送交該地址。

(f) 本會如在本會網站上提供該通知的方式發出會員大會的通知，有關通知須在整段由通知日期當日至有關會員大會結束的期間內，均在本會網站上可供參閱。

21. 若意外遺漏派發或意外收不到任何會議發出之通知書，該等會員將不能因此而廢除任何會議進行之程序。

會員大會進程序

22. 倘若法定開會人數不足，所有事務不得在會議上加以處理，出席會議之法定人數為本會之六分之一會員親身或委派代表列席。
23. 倘若在指定開會時間後半小時內仍未足法定人數，若此次會議由會員要求召開，則此次會議取消。否則此次開會可延至下星期，但仍是同一時間地點舉行，若第二次開會再一次在開會半小時後仍未足法定人數，則以出席之人數為法定人數。
24. 理事長將出任為本會所有會員大會之主席。倘若他在指定開會時間十五分後仍未出席而他又未有以書面通知秘書他不會列席此次會議，可在列席之副理事長中選出一位為此次會議之主席，倘若理事長及副理事長皆未有列席此次會議，則由監事會主席出任此次會議主席，若監事會主席亦缺席，會員得在列席開會之會員中選出一名出任主席。
25. 大會之主席經大會議決後可以押後大會至任何時間或地點，該押後之大會除續辦原有大會選留下未辦完之事項，不得辦理其他事務。如任何大會押後超過十日，該押後之大會須按會員大會通知的既定程序向本會會員另行發出通告，除此情況外，不須另行通告會員該大會之押後及該押後大會須經辦之事情。
26. 任何會員大會之議案須由會員舉手贊成或反對而決定。除在宣佈舉手結果之前，由不少於十位親身出席會議而有權投票之會員要求下改由投票表決決定。除此情況外，主席將宣佈任何議案已由舉手一致或多數贊成通過或被否決而記錄在會議記錄上，而無須證明或紀錄贊成或反對該議案之舉手人數或其比例。
27. 若會員在合乎規程的程序下要求議決任何議案，投票之方法可由主席決定，而該投票之結果當作為該議案之決議。

28. 如在贊成與反對之投票數目相同時，則主席有權投下決定票。
29. 若議案是有關選舉會議主席或會議延期，則應優先在大會上討論及議決該議案。其它議案表決排序須按會議主席指示安排。

會員投票

30. 每一位會員皆擁有一票投票權。(附屬會員，個人名譽會員及永遠會長除外)
31. 倘若會員欠交本會任何須繳款項，則他不得享有投票權。

永遠會長

32. 若曾任本會理事會理事長或監事會監事長兩屆或以上，經理事會提名而該被提名者同意捐款不少於港幣壹萬元與本會，並獲本會會員大會通過者，該被提名者則可被選任為永遠會長。
33. 永遠會長不須繳交任何入會費或年費，並可列席本會所舉行之會員大會，惟不可在大會中投票。

理事會及監事會委員選舉

34. 理事會及監事會委員由會員以不記名方式投票選出，其中十六位得票數最多者獲選成為候任理監事會委員。另得票數為第十七，十八位者將自動成為理監事會之第一及第二候補委員。如當中委員得票數目完全相同，則以簡單抽籤方式決定當選資格及次序。

如有獲選委員辭任，則先由第一候補委員填補其空缺，若他不接受這委任或受委任後七天內未能出任，則由第二候補委員填補其空缺，若第二候補委員亦不接受這委任或受委任後七天內未能出任，則由理事會議決邀請其他會員替代。

監事會職權

35. 監事會職位包括監事長，副監事長，審核主任及兩位監事共五人。

十六位理監事委員將舉行互選，依次序先選出監事長及副監事長。獲選監事長再決定餘下職位互選的次序。

候任理監事會委員應宣布其對競選特定監事會職位的意願，並由至少另一名委員提名以符合資格。所有選舉均以不記名投票方式進行，以簡單多數票決定。如結果是平局，則應進行第二輪投票。如果在第二輪投票之後結果仍是平局，則當選監事長應通過抽籤方式決定當選委員。

如有監事會委員出缺或辭任，則先由第一候補委員填補其空缺，若他不接受這委任或受委任後七天內未能出任，則由第二候補委員填補其空缺，若第二候補委員亦不接受這委任或受委任後七天內未能出任，則由理事會議決邀請其他會員替代。而新獲委任監事會委員需與其他監事會委員再互選各監事會職位，直至所有職位填補為止。

如監事會會員更改其授權代表，該監事會會員原先擔任的職位猶如出現空缺，監事會各委員須進行互選各監事會職位，直至所有職位填補為止。

36. 監事會委員每兩年選舉一次及在周年會員大會上通過。選票則根據本會組織章程細則第 20 條 (c) (i) 及 (d) 寄交與各會員。
37. 監事會委員每屆任期為兩年，可連選連任，任何會員可當選及出任多屆監事長職位，惟任何情況下不得連任超過兩屆。
38. 監事會每月召開會議一次，監事長則出任為監事會會議主席。倘若監事長在指定開會時間十五分鐘後仍未列席，副監事長出任為此次會議之主席。若副監事長缺席時，監事得在列席開會之監事中選出一位為此次會議之主席。

39. 倘若在指定開會時間後半小時內仍未足法定人數，將於七日內召開另一次會議。倘若在指定該延期會議開會時間後半小時內仍未足法定人數，則列席之會員為會議法定人數。
40. 監事會不得干涉本會會務之管理亦不可發令處理任何事務。
41. 監事會會議之法定人數為超過半數之監事親自或委任代表列席。決議案需出席委員舉手過半通過，如遇票數相同者，則主席有權投下決定票。
42. 監事會之職權分列如下：
- (a) 任何觸犯本會組織章程細則之條例或內部細則之會員則由監事會作出裁決；
 - (b) 查核本會一切收支賬目；
 - (c) 查核理事會之會議記錄；
 - (d) 監督理事會執行其職責及遵守法例法規；
 - (e) 處理監事會之一切有關事務。

理事會職權

43. 理事會職位包括理事長，兩位副理事長，秘書，司庫及六個委員會的主任共十一人。

十六位理監事委員將舉行互選，依次序先選出理事長，兩位副理事長，秘書及司庫。獲選理事長再決定餘下職位互選的次序。

候任理監事會委員應宣布其對競選特定理事會職位的意願，並由至少另一名委員提名以符合資格。所有選舉均以不記名投票方式進行，以簡單多數票決定。如結果是平局，則應進行第二輪投票。如果在第二輪投票之後結果仍是平局，則當選理事長應通過抽籤方式決定當選委員。

如有理事會委員出缺或辭任，則先由第一候補委員填補其空缺，若他不接受這委任或受委任後七天內未能出任，則由第二候補委員填補其空缺，若第二候補委員亦不接受這委任或受委任後七天內未能出任，則由理事會議決邀請其他會員替代。而新獲委任理事會委員需與其他理事會委員再互選各理事會職位，直至所有職位填補為止。

如任何理事會會員更改其授權代表，該理事會會員授權代表原先擔任的職位猶如出現空缺，理事會各委員須進行互選各理事會職位，直至所有職位填補為止。

44. 理事會理事每兩年選舉一次及在周年會員大會上通過。選票則根據本會組織章程細則第 20 條(c) (i) 及 (d) 寄交與各會員。
45. 理事會委員每屆任期為兩年，可連選連任，任何會員可當選及出任多屆理事會職位，惟任何情況下不得連任超過兩屆。
46. 為管理本會一切會務，理事會應設立下列委員會並按需要可議決設立或取消其它委員會：
 - (a) 會務
 - (b) 編輯
 - (c) 福利及康樂
 - (d) 技術
 - (e) 拓展
 - (f) 文教
47. 理事會得為每一委員會選出一位理事為主任，以便管理各委員會之事務。
48. 按需要理事會可委任其它委員會。若得理事會議決同意，各委員會可分設小組委員會。
49. 理事長得執行本會會員大會之一切議決案。他得處理及管理本會一切事務。副理事長則協助理事長處理一切事宜，若理事長缺席時則副理事長可暫代其職務。

50. 理事會得聘用行政人員及其它職員，執行理事長之指示協助理事策劃及處理一切會務。該行政人員並負責監督本會所有僱員之工作及職責。本會僱員之薪金由理事會決定並得由本會之資金支付。
51. 倘若有需要時，理事會得為某些特別事項隨時制定某些內部細則，以便處理。
52. 理事會須存有會議紀錄簿以紀錄下列事項：
- (a) 各委員會及小組委員會之委任；
 - (b) 列席理事會，委員會及小組委員會之會議之理事芳名；
 - (c) 所有有關本會會員大會，理事會會議，委員會會議及小組委員會會議之議決案及會議之進行紀錄須紀錄在會議記錄簿，列席之理事會委員須在會議紀錄簿上簽署。
53. 理事會認為適合時得隨時舉行會議或將該會議延期。會議中討論之事項以舉手方式決定。倘若表決時遇票數相同者，則主席有權投下決定票。理事長得隨時召開理事會之特別會議。
54. 列席理事會會議之法定人數為超過半數之理事親自或委任代表列席。
55. 若理事會委員總人數少於本會組織大綱之列席理事法定人數之規定，該等理事仍可舉行理事會會議或通告舉行會員大會，惟該會議或會員大會只可為處理增添理事會委員人數以符合理事會法定人數之規定而舉行，而不得處理其他議事。
56. 理事會認為適合時可成立其他新的委員會。該委員會之事務及職責則由理事會決定。理事會有權制定任何內部細則以管理本會的事務，並有權不時修改或撤銷這些內部細則。但除非經有關監管機構批准，否則，任何內部細則不能對本會組織章程細則條款作出任何變更或補充。所有內部細則均與本會組織章程細則條款對本會會員有相同的約束力。若內部細則與本會組織章程細則條款之間有不符之處，則以本會組織章程細則條款為準。

57. 若任何委員會會議發生不同意見時，則由該委員會主任提交報告與理事會，由理事長指示理事會處理，其指示則為該事務之最終決定。

理事會及監事會聯席會議

58. 除非另有決定，否則理事會及監事會之聯席會議大約每月舉行一次。該聯席會議必須由理事長於兩日前通知舉行，該通知書須註明會議地點，日期及時間。如該月曾舉行理監事聯席會議，除非另有決定，否則同月內之理事會或監事會，不須另行再次舉行會議。

理事會及監事會委員之罷免

59. 若任何理事委員或監事委員觸犯下列條例者則會被罷免其職位：
- (a) 宣告破產者，或已被頒佈及委任臨時或正式清盤人；
 - (b) 依據法例頒佈之命令禁止成為理事會或監事會委員；
 - (c) 染有精神病或失其常性；
 - (d) 以書面通知本會自動請辭其職務；
 - (e) 根據公司法例第五三六至五三八條，在本會簽訂之合約中曾直接或間接獲得利益或存在利益衝突而未有適時明確申報者；
 - (f) 長期或連續地出缺其職務者；
 - (g) 公司會員之註冊代表因其公司違反本會組織章程細則而經本會會議決案而罷免者。
60. 本會之任何理監事包括理事長及監事長，不論其職務屆滿前，若觸犯本會組織章程細則第 59 條者，本會可以特別會議投票將其理事或監事職位罷免及根據本會組織章程細則第 35 及 43 條另補選理監事替代其職位。

權利與義務

61. 本會會員享有下列權利：

- (a) 選舉合資格會員成為理監事會委員之選舉權（附屬會員，個人名譽會員及永遠會長除外）；
- (b) 附屬會員，個人名譽會員及永遠會長不擁有被選成為理監事會委員之權利。而會員須成為本會會員五個陽曆年或以上者才合資格參選及被選成為理監事會委員（第一年無論在任何月份被接立成為會員都算一個陽曆年計）；
- (c) 可提出建議；
- (d) 可接受本會給予合理之幫助；
- (e) 如有疑難時，可向本會尋求指導；
- (f) 可享有使用本會任何設施之福利。

62. 本會會員應盡下列之義務：

- (a) 服從及遵守本會組織章程細則規條；
- (b) 遵從本會所有議決案及內部細則；
- (c) 繳付入會費及年費；
- (d) 促進會務之發展及維護本會名譽。

水印 (鋼印)

63. 若未得理事會之核准，本會之鋼印不能加蓋於任何文件上，若在文件上加蓋鋼印，該等文件須由理事長及秘書簽署方為有效。

資金及資產管理

64. 本會之所有資金及資產由理事會管理及投資，該等管理及投資須有賬目記錄以備查核。所有支票須有下列任何兩位簽署方為有效，該等人仕為理事長，副理事長，司庫及會務部之主任。

65. 本會現存之零用現金數目由理事會適時審批。若超於此數之資金則由理事會以維護本會之利益為目的可作下列方式之投資：

- (a) 庫存於設立於本港健全及信譽昭著之銀行；
- (b) 投資於香港之地產物業；
- (c) 投資於香港之證券，債券，基金等。

上述之有關投資須詳盡記錄於賬冊內以備隨時查閱及覆核。

賬目

66. 本會須保存有賬目數簿及從實登記所有一切收支數目及因何收支之事項與本會之資產負債及其他各事項。

67. 本會賬目數簿將存放於本會之註冊會址內或理事會認為適當之地方並須隨時供理事會或監事會審閱。

68. 理事會可隨時決定賬目數簿可否公開與非理事會委員之會員審閱，程度、時間及地點，任何會員無權隨意審閱本會之賬目數簿除非受法律或理事會或會員大會賦予權力。

69. 核數師報告須在周年會員大會上公報，若該報告獲得通過，其副本則會分發給各會員。

審計核數

70. 聘任核數師及其職責受規定於公司法例第三九三至四二八條文及第五七五條文內。

結束清盤

71. 本會結束清盤之辦法，根據本會組織章程細則第 3 (c) 條辦理。

賠償保障

72. 本會理事會之理事，監事會之監事或其職員或職工在執行其本身之職務時，因簽署任何合約和條文或作出的行為而引至蒙受任何損失及費用，或該損失及費用是因其在法庭民事判決時所產生，而其引致損失及費用之行動不是疏忽錯誤犯法，本會將會予以賠償，而該等賠款之支付應在本會所有付款之先甚至立刻動用本會之資產以支付之。

(中文譯本只作參考之用，如與英文原意有不符之處，則以英文為準)