

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

And Not Having a Share Capital

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Association of China Trend Studies (HK)

中國國情研習促進會(香港)

Memorandum of Association

1. The name of the company is “Association of China Trend Studies (HK) 中國國情研習促進會(香港)” (hereinafter called “ACTSHK”).
2. The Registered Office of the ACTSHK will be situated in Hong Kong.
3. The missions and objectives for which the ACTSHK is established are:-
 - 3.1 To promote education by providing training activities to the public for better understanding of the development in China on a non-profit making basis.
 - 3.2 In furtherance of the objectives of ACTSHK but not otherwise, ACTSHK shall either by itself or together with other organizations organize and conduct seminars, forums, exchange programmes, cultural & recreational activities and social gatherings etc. on a non-profit making basis.
4. In furtherance of the objectives of ACTSHK but not otherwise, ACTSHK shall have power to borrow and raise money and shall receive any or all kinds of donations and inheritance.
5. **Funding**
 - 5.1 The following trusts shall be developed for specific charitable purposes:
 - 5.2 “Charitable Trust” in Chinese as known as (慈善信託基金) – Acceptance of all kind of donations for education, the elderly, disaster relief, distress relieve and less privileged.
 - 5.3 “Event Sponsorship Fund” in Chinese as known as (活動贊助基金) – Acceptance of sponsorship for the use of organizing events.
 - 5.4 “Administration Sponsorship Fund” in Chinese as known as (會務贊助基金) – Acceptance of sponsorship for the expenses on administration.
6. In furtherance of the objectives of ACTSHK but not otherwise, ACTSHK should have the power to purchase, take on lease or exchange, hire or otherwise acquire any properties and any rights or privileges which ACTSHK may think necessary.
7. In furtherance of the objectives of ACTSHK but not otherwise, ACTSHK should have the power to print and publish any newspapers, periodicals, journals, books, circulars, or leaflet, in relation to promote the objectives of ACTSHK.
8. In furtherance of the objectives of ACTSHK but not otherwise, ACTSHK should have the power to do all such other lawful things as are incidental or conducive to the attainment of the above objectives, or any of them provided that –
 - 8.1 In case ACTSHK shall receive or hold any property which may be subject to any trusts, ACTSHK shall only deal with or invest the same in such manner allowed by law having regard to such trusts.
 - 8.2 The objectives of ACTSHK shall not extend to the regulations between employees and employers or organisations of employees and organisations with employers.

8.3 The powers set forth in the Seventh Schedule to the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong are hereby excluded.

9 Income and Expenditure

All related income and expenditure as well as properties of the ACTSHK, loans and liabilities must be properly recorded and clearly reported to all Members. ACTSHK shall be responsible to engage a qualified auditor to review and sign the accounts at least once a year.

9.1 The income and property of ACTSHK shall be applied solely towards the promotion of the objectives as set out in this Memorandum of Association.

9.2 Subject to Clause 9.3, none of the income or property of ACTSHK may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of ACTSHK.

9.3 The requirement under Clause 9.2 above does not prevent the payment by ACTSHK:

- (a) Of reasonable and proper remuneration to a member of ACTSHK for any goods supplied by him or her to ACTSHK;
- (b) Of reimbursement to a member of ACTSHK for out-of-pocket expenses properly incurred by him or her for ACTSHK;
- (c) Of interest on money lent by a member of ACTSHK to ACTSHK at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- (d) Of rent to a member for ACTSHK for premises let by him or her to ACTSHK: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) Of remuneration or other benefit in money or money's worth to a body corporate in which a member of ACTSHK is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

9.4 No Council Member or member of governing body of ACTSHK shall be appointed to any salaried office of ACTSHK, or any office of ACTSHK paid by fees and no remuneration or other benefit in money or money's worth shall be given by ACTSHK to any Council Member or member of governing body.

10. The liability of the Members shall be limited

11. Every member of ACTSHK shall undertake to contribute to the assets of ACTSHK in the event of its being wound up while he is a Member, or within one year afterwards, for the payment of the debts and liabilities of ACTSHK contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10.00.

12. If upon the winding up or dissolution of ACTSHK there remains after the satisfaction of all its debts and liabilities, any properties whatsoever, the same shall not be paid to or be distributed among the Members of ACTSHK, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of ACTSHK, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least not less than the extent imposed on ACTSHK under or by virtue of Clause 9 hereof and this clause, and this clause such institutions to be determined by the Members

of ACTSHK at or before the time of dissolution or in default thereof by such Judge of the High Court of Hong Kong as may have or may acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some other charitable institutions.

13. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance, Cap. 622.
14. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

-End of Memorandum-

We, the several persons whose names, addresses and descriptions are hereto given below,
wish to form a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Signatories	
<p>Name : 陳紹雄 Chan Siu Hung Address : China Light & Power Co. Ltd. 147 Argyle Street, Kowloon Description : Corporate Development Director</p> <p>(Sd.) Chan Siu Hung Signature</p>	<p>Name : 林大輝 Lam Tai Fai Address : 22/F, 10 Knutsford Terrace Tsim Sha Tsui, Kowloon Description : Member, Legislative Council, HKSAR</p> <p>(Sd.) Lam Tai Fai Signature</p>
<p>Name : 陳耀榮 Chan Yiu Wing Address : Auxiliary Medical Service 81 Princess Margaret Road Ho Man Tin, Kowloon Description : Chief Staff Officer</p> <p>(Sd.) Chan Yiu Wing Signature</p>	<p>Name : 李宗德 Joseph Lee Address : Woo Foo Commercial Building 574-576 Nathan Road, Kowloon Description : Managing Director</p> <p>(Sd.) Joseph Lee Signature</p>
<p>Name : 張德熙 Haywood Cheung Address : 26/F, Top Glory Tower 262 Gloucester Road Causeway Bay, Hong Kong Description : Chairman</p> <p>(Sd.) Haywood Cheung Signature</p>	<p>Name : 馬清鏗 Ma Ching Hang Address : 3/F, Tai Sang Bank Building 130-132 Des Voeux Road Central, HK Description : Director and General Manager</p> <p>(Sd.) Ma Ching Hang Signature</p>
<p>Name : 林漢武 Lam Hon Mo Address : Flat 1710-18, 17/F, Hutchison House 10 Harcourt Road, Central, HK Description : Solicitor</p> <p>(Sd.) Lam Hon Mo Signature</p>	<p>Name : 胡定旭 Wu Ting Yuk Address : Rm 2508, 25/F Admiralty Centre, Tower 1 18 Harbour Road, HK Description : Chairman</p> <p>(Sd.) Wu Ting Yuk Signature</p>

Dated the 9th day of March, 2010
WITNESS to the above signatures:

(Sd.) Ng Chui Yiu, Jennifer
Ng Chui Yiu, Jennifer
19/F, Bank Centre, 636 Nathan Road
Mongkok, Kowloon
Chairman

Articles of Association

1 Interpretation

- 1.1 "Ordinance" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation
- 1.2 "ACTSHK" shall mean Association of China Trend Studies (HK)中國國情研習促進會(香港)
- 1.3 "The registered address" shall mean the registered address for the time being of ACTSHK.
- 1.4 "Council" and "Council Member" shall respectively mean the "board of directors" and "directors" for the purpose of the Ordinance.
- 1.5 "Member" shall mean the voting members, ordinary members or other members mentioned in paragraph (4.4). except associate members.
- 1.6 "Secretary" shall mean the Council Secretary and the Vice Council Secretary of ACTSHK, or any person acting in that capacity under the direction of the Executive Committee.
- 1.7 "Executive Committee" in Chinese as known as (常務理事會)
- 1.8 "Seal" shall mean the Common Seal of the ACTSHK.

Words importing the singular number include the plural number and vice versa and words importing the masculine gender only, include the feminine gender, also, words importing persons include corporations. Unless the context otherwise requires, these Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

2 Missions and Objectives

The missions and objectives of ACTSHK are stipulated in the Memorandum of Association.

3 Founder Members

- 3.1 Founder Members shall be responsible for the vetting and appointment of the first batch of the Founding Council Members.
- 3.2 Founder Members shall be Mr. Chan Siu Hung, Mr. Chan Yiu Wing, Mr. Cheung Haywood, Mr. Lam Hon Mo, Mr. Lam Tai Fai, Mr. Joseph Lee, Mr. Ma Ching Hang and Mr. Wu Ting Yuk. The First Secretary shall be Ms. Woo Wai See Alice. The Founder Members and the First Secretary shall automatically become Honorary Council Advisors.

4 Member

- 4.1 For the purpose of registration, the number of Members shall not consist of more than Ten Thousand

people. The Council may at any time increase the registered number.

4.2 Chinese Citizens (including citizens from Hong Kong SAR, Mainland China, Macau and Taiwan) and Overseas Chinese who are 18 years old or above and with identity document and an effective correspondence address are eligible to apply to become Members. All applicants shall be informed in writing upon rejection or approval by the Council. The Council shall have absolute discretion to approve or reject applications without explanation.

4.3 The Council shall have the right to expel any member and terminate his membership.

4.4 The membership of ACTSHK shall consist of the following:

4.5 Founding Member

The first batch of Founding Member must be invited by the First Directors of ACTSHK until the formation of the Founding Council.

Under the Founding Council, all other applicants must be recommended by any two Council Members and must be approved by the Founding Council in writing. Founding Member shall have the right to vote at the General Meeting.

The deadline for Founding Member's applications shall be decided by the Founding Council.

4.5.1 Voting Member

Voting Member must be recommended by any two Council Members, and must be approved by the Council in writing. Voting Member shall have the right to vote at General Meetings.

4.5.2 Ordinary Member

Ordinary Member shall be recommended by any one Council Member and approved by the Council. However, Ordinary Member shall not have the right to vote at General Meetings.

4.5.3 Associate Member

Associate Member shall be at the age of 16 or over and must be recommended by a Voting Member and approved by the Council and shall not be required to pay any admission fee. They shall not have the right to vote at General Meetings.

5 Cessation of Membership

Membership shall be terminated immediately under the following situations. No refund shall be made in respect of any prepayments made prior to termination. The member whose membership has been terminated shall be liable to pay all outstanding payments due to ACTSHK.

5.1 Members who commit violation against the missions and objectives of ACTSHK or whose behaviour damages the image of ACTSHK, shall have their membership terminated. Member shall have the right to appeal; a Provisional Appeal Board shall be set up by the Council to hear the said appeal.

5.2 A member may withdraw or change his membership by giving not less than 7 days' notice in writing but shall be liable in respect of any outstanding payments due and owing prior to the cessation or change of membership.

5.3 Membership is not transferable

6 General Meetings

6.1 Annual General Meeting (AGM)

Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, ACTSHK must, in respect of each financial year of the ACTSHK, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. ACTSHK shall hold its first AGM within the first 30 months of its incorporation.

6.2 Council Nominations and Election

A candidate shall gain over 50 percent of all valid votes to become elected.

6.3 Voting at General Meeting and Proxy

Every Voting Member shall be entitled to one vote at General Meeting. A proxy shall be authorized to vote at the general meeting, and it shall become invalid if the member who appoints the proxy turns up at the meeting and casts the vote himself.

6.4 A Proxy Notice shall only be valid when it

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed,
- (c) is appointed to a voting member of the Association and if not assigned, to the Chairperson, and,
- (c) be delivered to the Secretariat of ACTSHK electronically or by mail by the deadline assigned by the Nomination Committee Chairperson and not less than 48 hours before the meeting.

6.5 The member appointing a proxy should state how the proxy is to vote or to abstain from voting; whether the proxy appointment is valid for only this meeting or applies to any adjournment of the general meeting to which it relates. Without such specification, the proxy is deemed to have power to exercise his discretion as to how to vote in this and related adjourned meetings.

7 Extraordinary General Meeting (EGM)

All general meetings other than the AGM shall be called EGM.

7.1 Holding EGM

The Council may, if it thinks fit, call a general meeting. If the Council is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the Council does not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

7.2 A quorum shall consist of Voting Members representing more than one-half of the total voting rights of all Voting Members if the EGM is not called by the Council.

7.3 In respect of EGM not called by the Council, when a quorum is not formed within an hour after the approved meeting time, the meeting shall be dismissed.

8 Meeting Notice

An AGM or an EGM shall be called by at least twenty-one days' written notice served personally, electronically or by post to his correspondence address. The notice shall be exclusive of the day on which it is served or deemed to be served and also exclude the day of the Meeting. Notice shall specify the place, the date and the time of the General Meeting. In the case of EGM, any special resolutions should be listed in the Notice.

9 Proceedings at General Meetings

- 9.1 A quorum shall consist of 30 Voting Members. The vote shall be taken in the majority of valid vote. In the case of an equality of votes, the Chairperson shall be entitled to a second or casting vote.
- 9.2 When a quorum is not formed within an hour after the appointed meeting time, the meeting shall be postponed for one week and be then held at the same time and place or be postponed to an appointed time decided by the Council. After half an hour of the postponed meeting, if so ever, the quorum is not formed, any Members present shall automatically form a quorum and so the Meeting shall proceed.
- 9.3 The President shall preside at all General Meetings. In his absence one of the Vice Presidents shall be elected by the Council as Chairperson, and in the absence of both, the Chairperson shall be elected from the Council Members present.

10 Council

- 10.1 During the recession time of the AGM, the Council shall be accountable for all matters.
- 10.2 The Council shall consist of not less than 14 and not more than 60 members including the Founding President and the Immediate Past President. The Council shall comprise a President, not less than 3 and not more than 15 Vice Presidents (including one Executive Vice President), 1 Council Secretary, 1 Council Treasurer, and not less than 10 Council Members. The Executive Vice President shall deputize the President and assist the President in carrying out his duties.
- 10.3 Council Office shall serve a term of one year. The accounts shall be audited each year from 1st of July to 30th of June next year.
- 10.4 Council Member(s) shall serve for one year and are eligible for re-election.
- 10.5 The first President shall become the Founding President. Thereafter, the President shall become the Immediate Past President upon the election and appointment of a new president. The Immediate Past President shall stay in the post until and upon the appointment of a new Immediate Past President.
- 10.6 Upon the election of Council Members every two years at the AGM, the Council President, Executive Vice President, Vice Presidents, Council Secretary, Council Treasurer, and/or Vice Council Secretary, and/or Vice Council Treasurer shall be elected among the Council Members during the first Council meeting held immediately after the AGM.

11 Council Authorities and Duties

- 11.1 Council shall invite outstanding individuals or organizations to serve the following positions. (These positions shall not have the right to vote)
 - 11.1.1 Honorary Patron
 - 11.1.2 Honorary Principal Advisor
 - 11.1.3 Honorary Advisor
 - 11.1.4 Honorary Principal Council Advisor
 - 11.1.5 Honorary Council Advisor
 - 11.1.6 Senior Advisor
 - 11.1.7 Advisor
 - 11.1.8 Honorary Legal Advisor
 - 11.1.9 Honorary Auditor

11.2 The business of the Council shall be managed by the Council Members who may pay all expenses incurred in promoting and registering ACTSHK, and may exercise all such powers of the company as are not, by the Ordinance or by these articles, required to be exercised by ACTSHK at General Meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulation, being not inconsistent with the aforesaid provision, as may be prescribed by ACTSHK in General Meeting; no regulation made by ACTSHK in General Meeting shall invalidate any prior act of the council which would have been valid if that regulation had not been made.

11.3 Council shall develop sub-committees if necessary, which shall work according to the orders of Council.

11.4 Council shall cause minutes to be made in books of the following items:

11.4.1 all appointments and recruitments;

11.4.2 all the name of attendants, date, time and venue of each and every meeting;

11.4.3 all proceedings and decisions made on each and every meeting;

11.4.4 all contents and relevant information, including photographs and other records of each and every event;

11.4.5 all correspondences, emails and souvenirs.

12 Proceedings of the Council

12.1 Council Meeting shall be held as and when necessary but at least four times a year.

12.2 Council may convene or postpone any Council Meetings at its own discretion.

12.3 The President or a Chairperson appointed by the President among the Vice Presidents shall preside the Council Meeting.

12.4 The Council quorum shall be formed with ten council members.

12.5 In case of an equality of votes the president or the Chairperson shall have a second or casting vote.

13 Decision-taking by Council Members

A decision of the Council may only be taken

- (a) By a majority of the Council Members at a meeting; or
- (b) In accordance with:

- (1) A decision of the Council Members is taken in accordance with this article when all eligible Council Members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Council Member or to which each eligible Council Member has otherwise indicated agreement in writing.
- (3) A reference to this article to eligible Council Members is a reference to Council Members who would have been entitled to vote on the matter if it had been proposed as a resolution at a Council Meeting.

- (4) A decision may not be taken in accordance with this article if the eligible Council Members would not have formed a quorum at a Council Meeting.

14 Acting Council

Acting Council shall consist of the First Directors of ACTSHK. Acting Council shall regulate, conduct and endorse all matters of the ACTSHK until the establishment of the Founding Council.

- 14.1 Acting Council shall convene any meetings if necessary. All Founding Members shall be invited to participate and give opinions at all meetings convened by Acting Council.
- 14.2 Acting Council shall be re-named as Founding Council immediately after the appointment of the Founding Members and shall then be the overall governing body of ACTSHK. The Founding Council shall form as soon as possible the Executive Committee and the Organizing Committee for organizing the Inauguration Ceremony.

15 Nomination Committee

The Nomination Committee shall consist of the President, Founding President and, not less than three of the Vice Presidents and Council Secretary. The Chairperson of the Nomination Committee shall be the Council President currently in office or any Nomination Committee member appointed by the Council President. The next Council must be formed at the General Meeting. If the nomination list of the next Council has not been approved at the General Meeting, another General Meeting shall be convened within 30 days, and the Nomination Committee shall circulate to all Members the nomination list 7 days ahead of the meeting.

15.1 Nomination Process

The Nomination Committee shall approve the nomination list for the next Council; regulate the terms and conditions, the deadline and all other matters of the upcoming election. Every nomination shall be approved by more than half of the Nomination Committee members in attendance, in case of any equality of vote, the Chairperson of the meeting shall be entitled to a second or casting vote.

15.2 Eligibility for the Next Council Candidate

15.2.1 Must be a voting member of ACTSHK and shall have no outstanding payments;

15.2.2 Must complete and return the "Candidate Nomination Form" to the Secretariat by the deadline assigned by the Nomination Committee.

15.3 Eligibility for the next Council President

15.3.1 Must be currently a Vice President and has served at least for two consecutive years as Vice President.

16 Executive Committee

16.1 The Executive Committee shall consist of the Council President Founding President, the Executive Vice President, not more than 6 Vice Presidents, and/or 1 Council Secretary, and/or 1 Council Treasurer and shall be responsible for the planning and implementation of any matters of ACTSHK which shall then be reported at the Council Meeting. The Chairperson of the Executive Committee shall be the Council President currently in office or any Executive Committee member appointed by the Council President

16.2 Executive Committee Meeting shall be held as and when necessary but at least four times a year.

17 Staff

Subject to Clause 9 of the Memorandum of Association, Executive Committee shall have the authority to hire staff at reasonable terms and conditions.

18 Seal

Executive Committee shall provide a Common Seal for the purpose of ACTSHK and shall provide for its safe custody. Every document to which the Seal shall be affixed shall be signed by one Executive Member and the Council Secretary and countersigned by another Executive Member or Council Member appointed by the Executive Committee.

19 Finance Committee

The Finance Committee shall consist of Founding President, Immediate Past President, President and not more than 4 Vice Presidents. The Committee shall provide advice and oversee the following accounts properly:

19.1.1 all sums of money received and expended, and all receipts and expenditures take place;

19.1.2 all sales and goods purchases;

19.1.3 all assets and liabilities;

19.2 Subject to applicable statutory requirements the accounts and books shall be made available to the Council for inspection at all times.

19.3 The Finance Committee Members shall from time to time in accordance with the applicable statutory requirements request the Income and Expenditure Accounts, Balance Sheets and Reports for revision, and to be laid in General Meeting.

20 Audit

An auditor shall be appointed and his duty shall be regulated in accordance with the applicable statutory requirements.

21 Avoidance of conflict of interests

21.1 If a Council Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract with ACTSHK that is significant in relation to ACTSHK's operations and his interest is material, he must declare the nature and extent of his interest to the other Council Members in accordance with the provisions of the Ordinance.

21.2 A Council Member must neither vote in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract, and if he does so vote his vote shall not be counted.

– End of Articles –