

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ASSOCIATION OF anti VIRUS ASIA RESEARCHERS LIMITED

Incorporated the 17th day of July 2013

No. 1938289

編號

[COPY]

公司註冊處
COMPANIES REGISTRY

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that
本人謹此證明

ASSOCIATION OF anti VIRUS ASIA RESEARCHERS LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance
於本日根據《公司條例》(香港法例第32章)
(Chapter 32 of the Laws of Hong Kong) and that this company is limited.
在香港註冊成為有限公司。

Issued on 17 July 2013.

本證書於二〇一三年七月十七日發出。

(Sd.) Ms Ada L L CHUNG
Ms Ada L L CHUNG

.....
Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

Note 註:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**ASSOCIATION OF anti VIRUS ASIA RESEARCHERS
LIMITED**

1. Establishment

- 1.1 The name of the Company ("the Association") is the "ASSOCIATION OF anti VIRUS ASIA RESEARCHERS LIMITED".
- 1.2 The Registered Address of the Association is situated in Hong Kong.

2. Objectives

- 2.1 To prevent the spread and damage caused by computer viruses in Asia.
- 2.2 To improve members' knowledge and skill through information exchanged among anti Virus experts in Asia.

3. Finances

- 3.1 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 Memorandum 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, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding twelve per cent per annum on money lent, or a reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Board of Directors or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors or governing body except repayment of out-of-pocket expenses and interest at the 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 in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

4. Liability

- 4.1 The liability of the members is limited.
- 4.2 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding HK\$100.
- 4.3 If upon the winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Clause 3.1 hereof, such institution or institutions to be determined by the members of the Association before time of dissolution, and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
- 4.4 True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes 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 authorized auditor or auditors.

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

Names, Addresses and Descriptions of Founder Members

Dyer, Allan George 戴雅麟



Cheung, Kit Ping Karen 張潔冰



THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
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ARTICLES OF ASSOCIATION

OF

**ASSOCIATION OF anti VIRUS ASIA RESEARCHERS
LIMITED**

1. General

In these presents the words standing in the first column of the table next hereinafter contained shall be defined or bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: -

<u>Words</u>	<u>Meanings</u>
The Ordinance	The Companies Ordinance (Chapter 32).
These Articles	These Articles of Association.
The Association	Association of anti Virus Asia Researchers Limited
The Registered Office	The registered office of the Association for the time being
The Seal	The Common Seal of the Association.
In Writing	Written, printed, typewritten or lithographed as well as by cable or telex; or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Annual General Meeting	The yearly general meeting of the Members of the Association and also includes the First General Meeting of the Members of the Association.
Extraordinary General Meeting	A General Meeting of the Members of the Association, other than the Annual Meeting, specially summoned under these Articles.
General Meeting	A General Meeting of the Members of the Association whether an Annual or Extraordinary one.
Special Resolution	Special Resolution having the meaning assigned thereto by Section 116 of the Ordinance.

Unless the context otherwise provides words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender.

Subject as herein before defined, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the meaning so defined.

2. Purposes and members of the Association

- 2.1 The Association is established for the purpose expressed in the Memorandum of Association.
- 2.2 For the purposes of registration, the number of members of the Association is declared to consist of 2,000 Members.

3. Membership

- 3.1. There shall be 3 classes of membership, namely:-
 - 3.1.1. Individual Member
 - 3.1.2. Corporate Member
 - 3.1.3. Honorary Life Member
- 3.2 The rights and privileges of each membership class are :
 - 3.2.1 Individual Member shall be entitled to all the rights and privileges of membership including attending and voting at General meetings.

3.2.2 Every Corporate Members shall have the right to nominate one person to act as its Authorised Representative. Such person shall, subject to Clause 8, continue as an Authorised Representative so long as the nominating Corporate Member remains a member of the Association, or unless the nominating Corporate Member cancels the nomination and shall be entitled to all the rights and privileges of membership including attending and voting at General Meetings. The Secretary must be notified of any change of Authorised Representative. No person shall act as an Authorised representative for more than one Corporate Member.

3.2.3 Honorary Life Member shall be entitled to all the rights and privileges of membership except that they shall not be qualified to be officers or members of the Board of Directors and shall not to attend and vote at the General Meetings.

3.3 The first Individual Member shall be the founder members to the Memorandum of Association. At the date of statutory formation of the Association, the existing Individual Members and Corporate Members of the "Association of anti Virus Asia Researchers registered in Japan" will automatically become the Individual Members and Corporate Members of the Association respectively.

4. Admission to Membership

4.1 Except those members admitted in accordance with Clause 3.3 as aforesaid, all applications for Individual Member and Corporate Member shall be considered by the Board of Directors which shall have full and discretion to admit and refuse any person to membership and shall not be called upon to give any reason thereof.

4.2 Every application for membership shall be made to the Secretary in writing and in such form and containing such information as the Board of Directors may from time to time prescribe together with the recommendation of one director.

5. Invitation to be Honorary Life Member

5.1 The Board of Directors shall have power to invite and admit persons of distinction or who, in the opinion of the Board of Directors, have rendered some outstanding service to the art and science of Anti-Virus or to the Association, or have particularly distinguished themselves in the anti-virus world by contributing towards the general body of theory, philosophy and/or practice of Anti-Virus as Honorary Life Member.

5.2. The Title of Honorary Life Member will be for life. The Honorary Life Member will not be liable to pay any membership subscription fee.

6. Register of Members

6.1. The Secretary shall keep at the registered office of the Association a book to be called the "Register of Members" which shall contain the following particulars:

6.1.1. The name, address and occupation of each member.

- 6.1.2. The class in which such member belongs.
- 6.1.3. The date of admission to membership and the date on which such member ceased to be a member.
- 6.1.4. In the case of a Corporate Member the name of its duly nominated representative.
- 6.2. The annual subscriptions payable by all classes of members shall be such as may from time to time be determined by the Association in General Meetings upon recommendation of the Board of Directors.
- 6.3. All subscriptions shall be due on the 1st day of January in each year and shall be deemed to be a debt due to the Association for the time being. Provided that if a person is admitted a member on a day after the 30th day of June of the year, he shall pay only one half of the annual subscription for such year.
- 6.4. Immediately upon admission of a member, notice thereof shall be given to him, and he shall be furnished with a copy of these Articles as well as the Rules and Regulations of the Association and a request to remit the first subscription to the Association within 14 days from the date of such request. Upon payment of such subscription, a certificate of membership shall be issued to him. Such certificate of membership shall be returned by him to the Association upon his ceasing to be a member.
- 6.5. If such subscription be not paid within 14 days from the date of such request as aforesaid, the admission of such member shall be void, unless he shall satisfy the Board of Directors that the delay in payment was due to absence from Hong Kong or other sufficient cause.

7. General Rules Relating to Members

- 7.1. The Board of Directors will develop the Code of Conduct in co-operation with other Anti-Virus organizations with compatible aims, and changes must be ratified by a vote at a General Meeting of the Association. The Code of Conduct is initially defined as: -
 - 7.1.1. Association Members will:
 - 7.1.1.1. Act faithfully, fairly and responsibly toward their employers as well as other Association members;
 - 7.1.1.2. Refrain from creation, release or exchange of computer viruses and other malicious programs unless it is strictly for the purpose of research and analysis;
 - 7.1.1.3. Do nothing that will bring discredit on the Association;
 - 7.1.1.4. Agree that the Board of Directors reserves the right to vote for suspension and/or dismissal of their membership in case the above Association code of conduct is violated.
- 7.2. Any member may withdraw from the Association by giving one month's prior notice in writing to the Association.

- 7.3. The rights and privileges of a member shall be personal, they shall not be transferable by the member's own act or by operation of law, and shall cease upon such member ceasing from any cause to be a member of the Association under the provisions of these Articles.
- 7.4. Any member who shall by any means cease to be a member, shall not be entitled to the return of any subscription paid by such member and shall nevertheless remain liable for and shall pay to the Association all monies which at the time of such member ceasing to be a member shall be due from such member to the Association.
- 7.5. Every member shall be bound further to the best of his ability the objects, interests and influence of the Association and shall observe all by-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

8. Expulsion of Members

- 8.1. A majority of the members of the Board of Directors present and voting at a meeting of the Board of Directors specially called for that purpose may by resolution expel any member whose conduct, in their opinion, renders him unfit to be a member of the Association. Any such person shall from passing of such resolution cease to be a member of the Association.
- 8.2. Written notice of any proposed resolution to expel a member must be given in writing to the Secretary at least fourteen days before the meeting at which such resolution is to be moved, and the Secretary shall inform the member proposed to be expelled of the notice at least ten days before the day of such meeting. The member proposed to be expelled shall be entitled to attend such meeting for the purpose of stating his reasons against such expulsion, but he shall not be entitled to be present at the deliberation of the meeting.
- 8.3. The Board of Directors may in lieu of a resolution expelling such member resolve to suspend such member's membership for such period not exceeding six months and on such terms and conditions as the Board of Directors shall deem fit and proper.
- 8.4. A member of the Board of Directors shall not act as a member of the Board of Directors at any meeting at which his, or his own organisation's, conduct is in question or at any meeting held to investigate any case in which he or his organisation is a complainant.
- 8.5. Any member shall *ipso facto* cease to be a member of the Association : -
- 8.5.1. If he is adjudicated a bankrupt or suspends payments or compounds with his creditors, or if being a corporation is wound up or dissolved;
- 8.5.2. If he is found lunatic or becomes unsound of mind;
- 8.5.3. If his annual subscription is more than two months in arrear, or if he shall persistently neglect or refuse to pay any other monies which may be due from him to the Association; but he may be re-admitted at any meeting of the Board of Directors by resolution, and on paying his subscription or other dues in arrear;
- 8.5.4. If he shall neglect or refuse to comply with any Clause of the these Articles or any By-law of the Association or the Code of Conduct of the Association for the time being, after written notice sent to him by registered post by the Secretary on the instructions of the Board of Directors directing his attention to such neglect or refusal.

9. General Meetings

- 9.1. The Association shall in each calendar year hold an Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Board of Directors, and shall specify the meeting as such in the notices calling it. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 9.2. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 9.3. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of not less than one-twentieth of the total number of the members entitled to vote. If at any time there are not sufficient members of the Board of Directors capable of acting to form a quorum, any member of the Board of Directors or any two of the Individual Members of the Association may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by Board of Directors.

10. Notice of General Meetings

- 10.1. Twenty-one days' notice at the least (exclusive both of the day on which the notice is served, and of the day for which notice is given) specifying the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business shall be given to such persons as are, under the regulations of the Association, entitled to receive such notice from the Association.
- 10.2. 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.

11. Proceedings at General Meetings

- 11.1. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Board of Directors and auditors, the election of members of the Board of Directors and the appointment of the auditors and the fixing of their remuneration.
- 11.2. No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present or has appointed a valid proxy who is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 20 such members or if the number of such members is not a multiple of ten then the number nearest to but not less than one-tenth of the total number of such members, whichever figure is lower.
- 11.3. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is

not present within half an hour from the time appointed for the meeting, the members present who are entitled to vote thereat shall be a quorum.

- 11.4. The Chair of the Board of Directors and in his absence the Vice-Chair shall preside as Chair at every General Meeting of the Association. If at any meeting the Chair or Vice-Chair shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Association of their intention of not being present, one of the members of the Board of Directors shall preside, or if no Board of Directors member be present or willing to take the chair, the members present who are entitled to vote shall choose one of their number to preside.
- 11.5. The Chair may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the manner provided by Clause 10.1 hereof. 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.
- 11.6. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the Chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of 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.
- 11.7. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

12. Votes of Members

- 12.1. Every Individual Member and Authorised Representative of a Corporate Member personally present shall have one vote.
- 12.2. Every Individual Member and Authorised Representative of a Corporate Member who is not present may appoint a proxy by a written instruction that must be received by the Secretary at or before the conducting of the meeting and that proxy shall have one vote to be used on behalf of that Member.
- 12.3. A proxy appointed according to Clause 12.2 must be an Individual Member and must be personally present.
- 12.4. No Individual Member or Authorised Representative of a Corporate Member shall be entitled to vote at any General Meeting unless all monies presently payable by him or by the Corporate Member have been paid.
- 12.5. No proxy appointed according to Clause 12.2 shall be entitled to use the proxy vote at any General Meeting unless all monies presently payable by the Individual Member or by the Corporate Member who issued the proxy have been paid.

13. Board of Directors

- 13.1. The business of the Association shall be managed by the Board of Directors who may exercise all such powers of the Association as are not by these Articles

required to be exercised by the Association in General Meeting, subject nevertheless to any regulation of these Articles and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, but no regulations made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

13.2. The Board of Directors shall consist of not more than 34 persons of whom not more than 28 shall be elected among the Individual Members and not more than 6 shall be co-opted by the Board of Directors under Clause 13.4 hereof.

13.3. The members of the first Board of Directors shall be:

Dyer, Allan George

Cheung Kit Ping, Karen

The first Board of Directors shall retire at the conclusion of the second Annual General Meeting to be held next after the incorporation of the Association.

13.4. The Board of Directors shall co-opt as members thereof not more than 6 persons from among the Individual Members, and Authorised Representatives of the Corporate Members. Co-opted Members and Co-opted Authorised Representatives shall hold office for one year and shall retire at the Annual General Meeting next held after their appointment but shall be eligible for reappointment.

13.5. At the second Annual General Meeting of the Association to be held next after the incorporation of the Association, all the first Board of Directors for the time being, shall retire from office and shall be eligible for election.

13.6. Election of the Board of Directors shall be taken every two years starting from the second Annual General Meeting to be held next after the incorporation of the Association presents. The term of the elected members of the Board of Directors shall be two years and shall retire at the conclusion of the second Annual General Meeting after the election at which they are elected.

13.7. A retiring elected member of the Board of Directors shall be eligible for re-election.

13.8. The Board of Directors shall elect one of its members to be the Chair thereof and one of its members to be the Vice-Chair thereof.

13.8.1. The persons so elected shall, save as provided in subparagraph 13.8.2 hereof, hold office until the conclusion of the second Annual General Meeting of the Association after the election at which he was elected. The retiring Chair or Vice-Chair shall be eligible for re-election as such office holders so long as they are a Board of Directors member.

13.8.2. The person so elected shall cease to be Chair or Vice-Chair, as the case may be, of the Board of Directors if he ceases for any reason to be a member thereof.

13.8.3. If the person so elected dies or ceases for any other reason to be Chair or Vice-Chair of the Board of Directors, the Board of Directors shall, as soon as practicable, elect another of its members to be the Chair or Vice-Chair thereof, as the case may be, and the person so elected shall, save as provided in sub-paragraph 13.8.2 hereof shall be subject to retirement at the same time as if he had been elected on the day which the Chair or Vice-chair in whose place he is elected was last elected a Chair or Vice-chair.

13.8.4. The Chair and Vice-Chair of the Board of Directors shall be the Chair and Vice-Chair, respectively, of the Association.

13.9. The said Dyer, Allan George and Cheung, Kit Ping Karen shall respectively be the first Chair and Vice-Chair of the Board of Directors, and they shall hold office until immediately after the close of the Second Annual General Meeting.

14. Proceedings of the Board of Directors

14.1. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Board of Directors may be convened on the request of the Chair or by requisition in writing signed by two members of the Board of Directors stating the objects for which such meetings are to be convened and forwarded to the Secretary.

14.2. The Chair or in his absence, the Vice-Chair, shall preside at meetings of the Board of Directors.

14.3. The quorum necessary for the transaction of the business of the Board of Directors shall be three-tenth or if the number of such members is not a multiple of ten then the number nearest to and exceeding three-tenth of the members of the Board of Directors personally present.

14.4. Questions arising at any meeting shall be decided by a majority on a show of hands and in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

14.5. The Board of Directors may, if it thinks fit, transact any of its business by the circulation of papers or emails, and a resolution in writing or by email, as the case may be, approved by a majority of the members thereof shall be valid and effectual as if it had been passed at a meeting of the Board of Directors.

14.6. No member of the Board of Directors shall be entitled to any salary or remuneration but members of the Board of Directors shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association.

14.7. A meeting of the members of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Directors generally.

14.8. The Board of Directors may, from time to time, appoint such committees as it considers necessary for securing the efficient discharge of its functions, and may delegate to any such Committee any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the Board of Directors from exercising or performing at any time any of the powers and duties so delegated.

14.8.1. Any person may be appointed a member of any such committee notwithstanding that he is not a member of the Board of Directors.

14.9. Any casual vacancy occurring in the Board of Directors by reason of death, retirement or other disability may be filled by the Board of Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a member on the day which the member in whose place he is appointed was last appointed a member of the Board of Directors.

- 14.10. The continuing members of the Board of Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members, the continuing members of the Board of Directors may act for the purpose of (a) admitting persons to membership of the Association (b) filling up vacancies in their body or (c) summoning a General Meeting of the Association, but for no other purpose.
- 14.11. The Board of Directors shall cause proper minutes to be made in books provided for the purpose:-
- 14.11.1. Of all appointments of committees made by Board of Directors;
- 14.11.2. Of the names of the members present at each meeting of the Board of Directors and of any Committees thereof;
- 14.11.3. Of all resolutions and proceedings at all meetings of the Association; and of the Board of Directors, and of committees of the Board of Directors.

15. Disqualifications of Members of the Board of Directors

- 15.1. The office of a member of the Board of Directors shall be vacated if: -
- 15.1.1. He becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
- 15.1.2. He is found lunatic or becomes unsound of mind;
- 15.1.3. He resigns his office by notice in writing to the Association;
- 15.1.4. He is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest.
- 15.1.5. Being an Authorised Representative of a Corporate Member he ceases to be such an Authorised Representative.
- 15.1.6. Being an Authorised Representative of a Corporate Member, the Corporate which he represents at the time of his appointment as such member of the Board of Directors, as the case may be, ceases for any reason to be a member of the Association.
- 15.2. Subject to clause 3 of the Memorandum of Association a member of the Board of Directors shall not vote in respect of any contract in which he or the organization he represents is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

16. Seal

- 16.1. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the Presence of the Chair or the Vice-Chair and one other member of the Board of Directors and they shall sign every instrument to which the seal of the Association is so affixed in their presence, and in favour of any person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

17. Management of Monies and Properties

- 17.1. The management and control of all monies and assets of the Association shall be vested in the Board of Directors and proper books of accounts shall be kept for investigation.

18. Accounts

- 18.1. The Board of Directors shall cause proper and sufficient 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 takes place and the assets and liabilities of the Association.
- 18.2. The books of account shall be kept at the registered office of the Association or at such other place or places as the Board of Directors think fit, and shall be open to the inspection of the members of the Board of Directors.
- 18.3. The Board of Directors shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Board of Directors and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by these Articles or authorised by the Board of Directors or by the Association in General Meeting.
- 18.4. The Board of Directors shall from time to time cause to be prepared and laid before the Association at the Annual General Meeting an income and expenditure account, balance sheet and reports.
- 18.5. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the auditor's report shall not less than twenty one days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association.

19. Audits

- 19.1. Auditors shall be appointed and their duties regulated in accordance with the law.

20. Notices

- 20.1. Notices may be served upon members either personally or by email to his email address supplied to the Association or sending it by post in prepaid letters or circulars, addressed to such members at their addresses last registered with the Association.
- 20.2. Where a notice is sent by post, service of the notice shall be deemed to have been served at the time when the letter or circular containing the same would have been delivered in the ordinary course of post, and, in proof of such service, it shall be sufficient to show that the letter containing the notice was properly addressed and posted.

21. Validity of Proceedings

- 21.1. The validity of any proceeding of the Association shall not be affected by any defect in the admission of any person to membership thereof or by any defect in the appointment, election or by any vacancy amongst the members of the Board of Directors.
- 21.2. The validity of any proceeding of the Board of Directors shall not be affected by any defect in the appointment, election or co-option of any person as a member thereof or by any vacancy amongst the members thereof.

22. Indemnity

- 22.1. Subject to section 165 of the Ordinance, every Board member, Auditor and other officer for the time being of the Association shall be indemnified out of the funds and assets of the Association against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court provided that none of the funds or assets of the Association shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

23. By-Laws

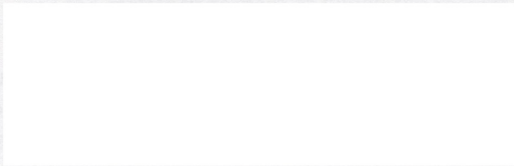
- 23.1. The Board of Directors shall have power from time to time to make such by-laws for the furtherance of the objects for which the Association is established and for the proper conduct and management of the affairs of the Association as the Board of Directors may from time to time deem necessary or expedient or convenient provided always that such by-laws shall not be inconsistent with this Memorandum of Association and Articles. The Board of Directors may also by resolution revoke or alter any by-laws at any time.

24. Secretary

The first Secretary of the Association shall be Cheung, Kit Ping Karen who may resign from this office upon giving notice to Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

Names, Addresses and Descriptions of Founder Members

Dyer, Allan George 戴雅麟



Cheung, Kit Ping Karen 張潔冰

