

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
Hong Kong Wireless Technology Industry
Association Limited**

香港無線科技商會有限公司

Incorporated the 16 day of February 2001.

HONG KONG

No. 747261

(COPY)

**COMPANIES ORDINANCE
(CHAPTER 32)**

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

**Hong Kong Wireless Technology Industry
Association Limited**

香港無線科技商會有限公司

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

Issued by the undersigned on 16 February 2001

MISS R. CHEUNG

For Registrar of Companies
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**Hong Kong Wireless Technology Industry Association
Limited**

香港無線科技商會有限公司

First : -- The name of the Company is “Hong Kong Wireless Technology Industry Association Limited 香港無線科技商會有限公司” (hereinafter called “the Association”)

Second : -- The registered Office of the Association will be situated in Hong Kong.

Third : -- The objects for which the Association is established are :

1. To be a united force in the industry to accelerate the development and usage of wireless technology locally and globally which is also the vision of the Association.
2. To promote the awareness and usage of wireless technology and to advance the professional standards of software and hardware development in wireless technology application which is also the mission statement of the Association.

3. To promote the awareness, usages and benefits of wireless technology to corporations and consumers.
4. To advance the professional standards of software and hardware development in wireless technology application.
5. To provide a forum for experience sharing and partnership facilitation.
6. To represent and safeguard the interests and opinions of the wireless technology to the Government and other international parties.
7. To establish strategic partnership with network operators, handset manufacturers, venture capitalists, etc. to create business opportunities and acquire sources of funding.
8. To offer a regular communications channel for disseminating information to the public.
9. To promote co-operation between wireless applications development firms in Hong Kong, China and other countries. To encourage and foster a spirit of friendly collaboration amongst its members and with members of similar associations or other professional bodies of the world.
10. To foster or support activities of a social, cultural, educational or civic charitable nature in the interests of its members.
11. To promote the acquisition of that species of knowledge which constitutes the profession of wireless technology company including modern management methods; and to promote the study, knowledge and ethical practice of the business of wireless technology and to give or arrange for the delivery and holding of lectures, exhibitions, classes and conference calculated directly or indirectly to advance the course of the business of wireless technology; and to make grants to Universities or other educational establishments or for the promotion of the study of subjects relevant to the object of the Association.
12. To discourage dishonourable conduct and malpractices arising in the professional of the wireless technology company.
13. To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the community at large.
14. The Association shall be a non-political organization, generally co-operating with the Government authorities, the Hong Kong Productivity Council, the Tech Centre or similar body in respect of any policy, rules and regulations relating to the wireless technology. The Association will refrain from interfering in politics and from having any connection with any political body or party in Hong Kong or elsewhere.
15. To establish and operate a technical group, specialist sections or divisions within the Association in respect of any matters conducive to the objects of the Association.

16. To advance and promote learning and education, and to grant scholarships, prizes, subsidies or loans to such member of the Association or the public as the Association shall think fit.
17. To undertake arbitration for the settlement of disputes of all kinds between members and the public, such disputes exclude trade disputes as defined under the Trade Unions Ordinance.
18. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, and any rights or privileges which may be deemed necessary or convenient for any of the purposes of the Association.
19. To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purpose of the Association.
20. To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
21. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, company or association carrying on or engaged in or about to carry on or engage in or any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Association.
22. To raise money by subscriptions, donations, endowments or other lawful means, and to accept the same for the purpose of the objects herein provided or any of them.
23. To invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time be determined.
24. To seek from and make representations to the Government for the tenure of lease of any land, property or building for the use of the Association towards the promotion of its objects and to enter into any arrangements with government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any such authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
25. To make representation to the Government or any of its departments on any question or matter affecting the wireless technology business and the Association or their interests.

26. To co-operate with or assist any associations or clubs in any way which the Association or the Executive Committee shall think proper and to enter into or adopt any agreement or arrangement with such associations or clubs.
27. To set up or attend to any form of tribunal for the purpose of settling disputes between any member and the public in respect of any grievances, claims, hardship and to award to any party thereto and to sue for and on behalf of any aggrieved party for the defaulting party to any wireless technology issues.
28. To undertake and execute any trusts which may seem to the Association conducive to any of its objects.
29. To give awards and/or credentials to the individual member and /or the group-unit member of the Association, who has shown himself outstanding performances and/or made contributions in the field of trade, industry, business, enterprises and commerce.
30. To edit, publish, issue and circulate the newspapers, periods and magazines in order to promote, improve and establish the international relations between member and the world.
31. To collect, circulate and provide data, statistics and other information relating to and in connection with the wireless technology industry, commerce, trade, business and enterprises of the world.
32. To establish branch offices with the view of development of business of the Association if the Association thinks fit.
33. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph, but may be carried out in as full and ample a manner and constructed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its member or others, any regulation, restriction or condition which if it were an object of the Association would make it a Trade Union.

Fourth : -- The liability of the members is limited.

Fifth : - 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 remuneration to any officers or servants of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association.

Sixth : -- 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 the winding-up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding Hong Kong one dollar.

Seventh : -- If upon the winding up or dissolution 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 and by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by a Judge of High Court of Hong Kong having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

Eighth : -- True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts 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 in force, such accounts shall be open to 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 properly qualified Auditor or Auditors.

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

Names, Address and Description of Subscribers
<p>For and on behalf of Potential Secretarial Limited</p> <hr/> <p>Authorised Signature Rm 802, Sino Centre, 582-592 Nathan Road, Mongkok, Kowloon. (Corporation)</p>
<p>For and on behalf of New Award Consultants Limited</p> <hr/> <p>Authorised Signature Rm 802, Sino Centre, 582-592 Nathan Road, Mongkok, Kowloon. (Corporation)</p>

Dated the
Witness to the above signatures : --

Tracy Wu
Rm 802, Sino Centre,
582-592 Nathan Road,
Mongkok, Kowloon.
(Merchant)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And not having a Share Capital

ARTICLES OF ASSOCIATION

OF

Hong Kong Wireless Technology Industry Association Limited

香港無線科技商會有限公司

GENERAL

1. For the purpose of registration the Association is declared to consist of an unlimited number of members.
2. These Articles shall be constructed with reference to the provisions of the Companies Ordinance (Chapter 32), and terms used in these Presents shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject of context inconsistent therewith : --

“The Association” means the association registered as “ Hong Kong Wireless Technology Industry Association Limited 香港無線科技商會有限公司”.

“The Ordinance” means the Companies Ordinance, (Chapter 32 of the Revised Edition).

“These Presents” means and includes these Articles of Association and the rules, regulations and by-laws of the Association from time to time in force.

“Executive Committee” means the Committee elected by the Member of the Association among the Members’ representatives to manage the affairs of the Association.

“Committee Member” or “Committee Members” means a member or members for the time being of the Executive Committee.

“Members” means the members for the time being of the Association.

“Corporate Member” means a Corporate member of the Association.

“ Individual Member” means an Individual member of the Association.

“Honorary Member” means an Honorary Member of the Association.

“The Chairman” means the Chairman of the Association for the time being.

“The Vice-Chairman” means the Vice-Chairman of the Association for the time being.

“The Secretary and / or Treasurer” means the Secretary and / or Treasurer of the Association for the time being.

“Annual General Meeting” means the Ordinary Annual General Meeting of the Members of the Association and also includes the First General Meeting of the Association.

“Extraordinary General Meeting” means the General Meeting of the Members Association specially summoned under these articles.

“General Meeting” means a General Meeting of the members of the Association whether annually or extraordinary.

“Special Resolution” shall have the meanings assigned thereto by the Companies Ordinance.

“Registered Office” means the registered office for the time being of the Association.

“ Seal” means the common seal of the Association.

“Month” means calendar month.

“In Writing” Shall include printed, lithographed and type-written.

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

Words denoting neuter gender shall include the masculine or feminine gender, and vice versa.

Subject as hereinbefore 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 context, bear the meanings so defined.

3. The Association is established for the purposes expressed in the Memorandum of Association.
4. Any corporation, firm, company and any lawful society, association and public organization may apply to the Executive Committee or the Sub Committee nominated by Executive Committee for membership as an Corporate Member in pursuance of these Articles.
5. Any person or entity shall be eligible to become an Individual Member provided it meets all requirements for admission to membership as determined from time to time by the Executive Committee or the Sub Committee which nominated by Executive Committee.
6. Every Member shall be required to pay an entrance fee on admission to membership and / or be required to pay any subscription, whether monthly or annually by reason of its membership.
7. Every Member shall from time to time notify to the Secretary and / or Treasurer a place of business to be registered as its place of address, and the place of so from time to time registered shall for the purposes of the Ordinance and these Presents be deemed to be its registered address.
8. If a member shall fail to give a place of address in Hong Kong or notify the Association of any change in its address it shall not be entitled to receive notice in advance of any of the General Meetings or other proceedings of the Association, and no meeting or other proceeding shall be invalidated by reason of its not having received such notice as aforesaid.
9. A notice may be served by the Association upon any member either by leaving it at its place of address or by sending it through the post in a prepaid letter containing the notice properly addressed and posted.
10. The Association in General Meeting may from time to time impose reasonable restrictions as regards the time and manner at and in which the accounts and books of the Association or any of them shall be open to inspection by the Member, subject, as regards the registers of members, annual returns,

balance sheets and the minute books of proceedings of General meeting, to the provisions of the Companies Ordinance, (Chapter 32). Subject to any such restrictions the books and accounts shall be open to their inspection during business hours.

Determination of Membership

11. Membership shall be open to duly registered body of persons (whether incorporated or not) and an individual with interests in wireless technology.

Membership will consist of the following classes : --

(a) Corporate Member

(b) Individual Member

(c) Honorary Member

Any body of persons or individual who wishes to be admitted as a member must apply in writing in such form as the Committee shall from time to time think fit.

Such application shall be referred to the next meeting of the Executive Committee and the Committee may at its discretion and without assigning any reason for its decision approve or refuse any such application. The decision of the Committee shall be final.

12. Membership of the Association shall cease in any of the following circumstances :--

(a) If a Member by notice in writing to the Association resigns his membership or is dead.

(b) If any body of persons or individual is adjudicated a bankrupt or goes into liquidation.

(c) If he becomes lunatic or is of unsound mind.

(d) If the Annual Subscription of any Member shall fall into arrears for more than six months, as from the expiration of such period of six months, unless the Committee before the expiration of such period resolve to extend such period, in which event the membership shall expire at the end of the extended period unless the subscription shall then have been paid.

(e) If a majority of three-quarters of the votes of the members of the Committee present at an Extraordinary Meeting convened for the purpose and voting shall resolve pursuant to Article 13 hereof that any member be expelled.

13. If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or these Presents or shall be guilty of any conduct objectionable to other Members of the Federation or contrary to the interests of the Association he shall be liable to suspension by a resolution of Executive Committee provided that not less than one week's

notice in writing shall be given by the Committee to any such Member of the intended resolution and of the nature of the allegations made against him and the Member shall be entitled at his option to give an explanation in writing or to attend the meeting of the Committee Meeting at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit. But the Committee Meeting shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to suspend any Member shall be final and conclusive. Any suspended member may after three months of his suspension apply for reinstatement of status which application shall be submitted to Committee and approved by members in Extraordinary General Meeting or Annual General Meeting.

14. Any member wishing to resign his membership of the Association shall give notice in writing addressed to the Secretary and deposited at the registered office of the Association, and the Secretary shall report such resignation to the Executive Committee and the Sub Committee nominated by Executive Committee.
15. No person ceasing to be a Member of the Association shall have any right or claim upon the Association or its property and funds.

Subscription

16. The annual subscription payable by members of the Association shall be such as the Association in General Meeting shall from time to time be prescribed by the Committee. Unless and until the Committee shall otherwise prescribe, subscriptions payable shall be as follows :

(a) Corporate Member	HK\$ 5,000.00
(b) Individual Member	HK\$ 500.00
(c) Honorary Member	HK\$ Nil

Subject to the provisions mentioned in paragraphs (a), (b) and (c) of Article 16 hereinbefore appearing, all members shall pay before the 31st January of each and every calendar year their annual subscriptions in respect of that year. For members who join the Association after 30 June of that year will pay half of the annual subscription fee. For those member who are failing which they shall have no voting rights and shall not be elected to be members of any committee.

17. Subject to the provisions contained in paragraphs (a), (b), (c) of the Article 16 hereinbefore appearing, any member who has failed to pay his subscription for one year shall ipso facto cease to be a member of the Association and shall forfeit all rights in and claims upon the Association, but may be reinstated at the discretion of the Executive Committee and on payment of all arrears of subscriptions and other moneys due to the Association.

Rights and Privileges

18. The rights and privileges of membership shall be exclusive to the Members and such rights and privileges shall not be transferable by their own act or by operation of law and shall cease upon their dissolution or ceasing to be Members for any cause under the provisions of the Articles.

19. Each member shall have the following privileges :

- (a) To attend all general meetings of the Association.
- (b) To be recommended for office.
- (c) To be elected as a committee Member.
- (d) To enjoy discount products from IT & consumer product vendors.
- (e) To receive newsletters and magazines from Association and International Wireless Technology / IT Association.
- (f) To enjoy Association's interest group discussion panel.
- (g) Free web marketing tools / application download.
- (h) To apply to the Association for assistance and arbitration in settling his difference (acceptance at sole discretion of the Executive committee) with other member of the Association.
- (i) To enjoy and accept the right of member in different kinds of business guidance and assistance.
- (j) To attend all Association's function such as seminar, exhibition, training, conference and etc.
- (k) To enjoy any function and social gathering conducted by the Association.
- (l) To enjoy recognition by local, national and international Wireless technology communities.

20. Each Corporate Member shall have following privileges in addition to Article 19.

- (a) To elect the Members of any committee of the Association.
- (b) To make proposals and vote for or against the same, and collect to make proposals and vote for or against the same, and collectively to remove member of the executive Committee.
- (c) To nominate representative to the Association.

Patrons and Honorary Chairman / Honorary Member / Advisor

21. The Executive Committee may invite any person or persons whether members of non-members to become Patron of Honorary Chairman / Honorary member / Advisor of the Association from year to year.

The Patron/Patrons of Honorary Chairman/Chairmen /Honorary Member/ Advisor shall not make payment of any fee or subscription. Any person who has accepted the office of a Patron of Honorary Chairman / Honorary member / Advisor may relinquish it at any time, upon written notice being given to the Executive Committee.

General Meetings

22. The Annual General Meeting of the Association shall be held in each year at such time and place as may be determined by the Executive Committee (but so that no more than fifteenth months be allowed to elapse between any two Annual General Meetings) for the purpose of transacting the business of the Association, the election of Auditors for the ensuing twelve months and of receiving the income and expenditure account and balance sheet for the past year with the Auditors' Report and also a report from the Executive Committee on the past year's transaction and accounts as well as for the discussion of questions incidental to the affairs of the Association.
23. Extraordinary General Meeting of the Association shall be held at such time and place as the Executive Committee shall from time to time appoint.
24. Fourteen days' notice at the least of every General Meeting (other than an Annual General meeting and a General Meeting for the passing of a Special Resolution), specifying the day, the place, and the hour of the meeting and in the case of special business, the general nature of such business shall be given to the Members, in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Association in General Meeting, but the accidental omission to give such notice to or the non-receipt of such notice by any Member entitled thereto shall not invalidate the proceedings at any General Meeting.
25. At any General Meeting seventy-five per cent of the number of Corporate Members present shall form a quorum.
26. The Executive Committee may, whenever it thinks fit, convene an Extraordinary General meeting, and an Extraordinary General Meeting shall also be convened on the requisition or in default may be convened by such requisitionists as provided in Section 113 of the Ordinance.
27. All business shall be deemed special that is transacted at an Extraordinary General meeting, and at an Annual General meeting with the exception of the consideration of accounts, balance sheets and the ordinary reports of the Executive Committee and Auditors.

Proceedings at General Meeting

28. The Chairman of the Executive Committee, or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting. If neither the Chairman nor any of the Vice-Chairmen be present within fifteen minutes after the time appointed for the meeting, the Members present shall choose one of their number to be Chairman of such meeting.
29. The Chairman may, with the consent of any General Meeting, adjourn the same 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.

30. Questions arising at any General Meeting shall be decided on a show of hands of Corporate Members present, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings 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.
31. The Chairman of a General Meeting shall, in case of an equality of votes be entitled to a second or casting vote.
32. Every Member shall be entitled to receive notice of and to attend every General Meeting. Every Corporate Member shall be entitled to one vote.
33. No Corporate Member shall be entitled to be present or to vote on any question at any General Meeting or be reckoned in a quorum, whilst any money is due from it to the Association.

Extraordinary General Meeting

34. If necessary and upon the written request of over half of the number of members of the Executive Committee, the Chairman must convene an Extraordinary General Meeting within 3 weeks after receipt of the request. However, discussions and resolutions at the Extraordinary General Meeting shall be restricted to those subjects as raised in the request. Subject to the provisions of Section 116 (1) of the Ordinance relating to special resolution, Members shall be notified in writing not less than 14 clear days prior to convocation. The quorum shall be the same as that for the General Meeting.
35. Proposals for amendments to the Memorandum and Articles of Association shall not be made except at Extraordinary General Meetings specially convened for the purpose of considering passing or rejecting such proposals. They should be sent to the Secretary and /or Treasurer together with the requisition for an Extraordinary General Meeting.

Votes of Members

36. Every Corporate member shall have one vote.
37. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a member of the Association.
38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

39. As instrument appointing a proxy may, as nearly as circumstances will admit, be in the form contained in the Schedule hereto or in any other form which the Executive Committee may from time to time approve.
40. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
41. No member shall be entitled to hold more than five proxies at a time.

Office

42. The Association's Registered Office where the management and superintendance of its business is conducted shall be in Hong Kong and the Executive Committee may at its discretion open or close subsidiary district and local offices elsewhere.
43. The Executive Committee, consisting of not less than 9 and not more than 15 members. The Executive Committee shall be the supreme executive body. The immediate past Chairman shall be an advisory member to the Executive Committee for consultation. All office-bearers of the Association shall serve without remuneration. Their term of office shall be one year.
44. Subject to the provisions of Article 42, the Executive Committee shall have power at any time, and from time to time to appoint any person to be a member of the Executive Committee, either to fill a casual vacancy or as an addition to the existing members of the Board of Directors, but so that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles.

Proceedings of the Executive Committee

45. Meetings of the Executive Committee shall be held not less than once in every six months and / or whenever the Chairman deems it necessary. The quorum shall be constituted by more than seventy-five per cent of the number of members of the Executive Committee personally present.
46. The Executive Committee may make such regulations as it thinks proper as to the summoning and holding of its meetings, and for the transaction of business thereat, and it may adjourn any meeting, and may from time to time fix the quorum necessary for the transaction of business but until it shall otherwise determined, more than seventy-five per cent of the number of members of the Executive Committee personally present shall form a quorum.
47. The Chairman, or any three members of the Executive Committee, may at any time summon a special meeting thereof.

48. The Chairman, or in his absence one of the Vice-Chairmen, shall take the chair at all meetings of the Executive Committee and if at any meeting not one of them be present within 15 minutes after the time appointed those present shall choose one of the members of the Executive Committee to be the Chairman of the meeting.
49. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. All advisory members, irrespective of their number, shall jointly have one vote.
50. A member of the Executive Committee, not being an advisory member, may at any time resign by giving notice in writing to the Secretary, but shall not thereby be disqualified from being at any time thereafter re-appointed.
51. If a member of the Executive Committee, not being an advisory member, shall without leave of absence granted by the Executive Committee, be absent from the meetings thereof for three consecutive meetings, the Executive Committee may declare his office vacant, and he shall thereupon cease to be a member of the Executive Committee.
52. The Executive Committee may act, notwithstanding any vacancy in the body provided the number of its members be not reduced below 9. If the number be reduced below 9, the remaining members may act for the purpose of filling vacancies in the Executive Committee or convening a General Meeting of Association but for no other purpose.
53. Minutes of the proceedings of every meeting of the Executive Committee and of attendance thereat respectively, shall be recorded by the Secretary in a book kept for that purpose, and after approval be signed by the Chairman of the meeting at which they are read. Every such minutes when so recorded and signed shall, in the absence of proof of error therein, be considered a correct record and an original proceedings.
54. All acts of the Executive Committee and its agents in their respective capacity shall be valid notwithstanding that some defect shall afterwards be discovered to have existed or to have arisen in the appointment of the Executive Committee or of any such agent.

Power of the Executive Committee

55. In the government of the Association the Executive Committee shall, in addition to the powers and authorities by these Articles expressly conferred upon them, be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in the General Meeting.

56. In furtherance and not in limited of the general powers conferred by the last preceding Article hereof : --

- (a) the Executive Committee may from time to time appoint or terminate the appointment of any person as an official or servant of the Association;
- (b) the Executive Committee may from time to time make such rules, regulations and by-laws for ensuring and carrying into effect the objects of the Association including the Fund as it may think fit, not involving any such alteration as could only legally be made by special resolution and not being contrary to the Memorandum of Association, and may from time to time alter and amend the same;
- (c) the Executive Committee may, in the temporary absence of the Secretary and / or Treasurer, or his inability to act, appoint any person to act in his stead, and the person so appointed may temporarily exercise all the powers and duties of the Secretary and /or Treasurer;
- (d) the Chairman shall represent the Association, conduct all its affairs, and preside over all its meetings;
- (e) the Vice-Chairmen shall assist the Chairman in managing the affairs of the Association, and in case he is absent, on leave or has vacated his post, they shall act for him;
- (f) the Secretary and/or Treasurer shall attend to the correspondence and secretarial work of the Association and record the minutes of all meetings and shall also attend to all financial matters, receipts and payments of the Association; he shall compile, before the convocation of the Annual General meeting, a statement of accounts which, after being approved by the Executive Committee and duly audited shall be submitted to the Annual General Meeting for adoption.

Sub-Committee

57. The Executive Committee shall have the power to appoint any persons to form a Sub-Committee or Sub-Committees for such purposes, general or specific, as may be specified in the resolution appointing the same. Any decision made by any Sub-Committee shall be reported to the Executive Committee and shall be valid and binding unless over-ruled by a decision of the Committee.

Seal

58. The Executive Committee shall provide for the safe custody of the Seal of the Association, and make regulations as to the use thereof, but the Seal 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 Chairman, or of the Vice-Chairman and of the Secretary and/or Treasurer shall sign every instrument to which the Seal of the Association is so affixed in their presence.

Discipline

59. The Executive Committee may issue warning to or at any Extraordinary General meeting specially convened expel a member or a member of the

Executive Committee who is found by the Executive Committee to have been guilty of any one of the following : --

- (a) infringement of the articles or regulations of the Association;
- (b) committing corruptive acts by using the name of the Association and thereby impairing its fair reputation.

Register

- 60. The General Secretary shall keep at the registered office a Register of Members which shall contain the name and address of each Member and the date on which the name of each Member was entered in the Register as such and the date on which any member ceased to be a member.
- 61. All entries in the Register and all amendments to the entries therein shall be subject to the approval of the Executive Committee and the Register shall be open to inspection by all Members of the Association during normal business hours at the Registered Office.

Accounts

- 62. The financial year shall begin on the first day of the year.
- 63. The Executive Committee shall cause true accounts to be kept of the moneys received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of the assets, credits, and liabilities of the Association and of all sales and purchases of goods by the Association. The Executive Committee shall from time to time in accordance with Sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in the Annual General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
- 64. A copy of the income and expenditure account and balance sheet shall, not less than twenty one days prior to each Annual General Meeting, be sent to every member entitled to receive notices of General Meetings and the members of the Executive Committee, together with copies of the Reports of the Executive Committee and Auditors.
- 65. All annual fees, subscriptions, and other moneys payable to the Association shall be received by the Secretary and / or Treasurer, or by such person as the Executive Committee may from time to time appoint to act temporarily in his place.
- 66. All moneys received shall be kept in an appointed bank, and all cheques shall be signed by any two of the members of the Executive Committee from time to time authorised by a resolution of the Executive Committee. The Secretary and / or Treasurer is empowered to keep cash of an amount not exceeding five hundred dollars to meet petty cash payments. The receipt of the Secretary and / or Treasurer for all moneys coming to the Association shall be sufficient discharge. Expenses of HK\$ 5,000.00 or under may be

authorised by the Chairman. Any payment exceeding HK\$ 5,000.00 must be approved by the Executive Committee.

Winding Up

67. The Association may be wound up by a special resolution passed at an Annual General meeting or Extraordinary General Meeting. If in the winding up the assets available for distribution shall be more than sufficient, the excess shall be donated in accordance with Clause 7 of the Memorandum of Association.

Secretary

68. The Association shall have one or more secretaries and his or their terms and conditions of office shall be determined by the Executive Committee of the Association.
69. Potential Secretarial Limited shall be the first General Secretary of the Association and shall hold office until the first meeting of the Executive Committee of the Association.

Names, Address and Description of Subscribers

For and on behalf of
Potential Secretarial Limited

Authorised Signature
Rm 802, Sino Centre,
582-592 Nathan Road,
Mongkok, Kowloon.
(Corporation)

For and on behalf of
New Award Consultants Limited

Authorised Signature
Rm 802, Sino Centre,
582-592 Nathan Road,
Mongkok, Kowloon.
(Corporation)

Dated

Witness to the above signatures : --

Tracy Wu
Rm 802, Sino Centre,
582-592 Nathan Road,
Mongkok, Kowloon.
(Merchant)