

Re-printed

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**HONG KONG FEDERATION OF EDUCATION
WORKERS LIMITED**
(香 港 教 育 工 作 者 聯 會 有 限 公 司)

Incorporated the 8th day of September, 1994.

(INCORPORATING AMENDMENTS UP TO
AND INCLUDING 10TH DECEMBER, 2005)

*PHILIP K.H. WONG,
KENNEDY Y.H. WONG & CO.
SOLICITORS & NOTARIES,
HONG KONG.*

At the Annual General Meeting of Members duly convened and held at the Mong Kok Community Hall on Saturday, the 19th December 2009 at 2:30 o'clock in the afternoon, the following resolutions were duly passed as Special Resolutions:-

THAT the Articles of Association be amended in the following manner :-

1. That the words "4 classes" in the first sentence of sub-article (b) of Article 3 be deleted and replaced by the words "5 classes";
2. That the following new Paragraph (5) be inserted immediately after Paragraph (4) in sub-article (b) of Article 3 :-

"(5) Sponsor Member, who is itself an organization, institution or association duly incorporated in Hong Kong and shall not be entitled to attend and vote at the meetings of the Federation."

3. That the following be inserted as sub-article (e) of Article 3 immediately after sub-article (d) of Article 3 :-

"(e) A Sponsor Member may, subject to the approval rules and regulations of and such other conditions as may from time to time be imposed by the Federation, nominate any of its members to participate in the activities organised by the Federation and use the facilities provided by the Federation and no Sponsor Member is eligible to be elected as a member of the Executive Committee." ;

4. That Article 7 be amended by inserting the following immediately after the words "(b) become bankrupt" :-

", go into liquidation, become dissolved or otherwise cease to operate" and

5. That Article 12 be amended by substituting the words "not more than 15 months for the words "not more than 12 months"

THE COMPANIES ORDINANCE, (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

HONG KONG FEDERATION OF EDUCATION WORKERS LIMITED

香港教育工作者聯會有限公司

Passed on the 10th day of December, 2005.

At the Annual General Meeting of Members of the above-named Company duly convened and held at 5th Floor, Kowloon Building, 555 Nathan Road, Kowloon on Saturday, the 10th day of December 2005 at 2:30 o'clock in the afternoon, the following resolutions were duly passed as Special Resolutions :—

“That the Articles of Association of the Federation be amended in manner as follows :—

(1) That sub-article (b) of Article 3 be amended in manner as follows :—

(a) That the figure “33” appearing in first line be deleted and substituted by the figure “34”.

(b) That Item (4) be deleted and substituted by the following :—

(4) Student Member, who is studying recognized pre-service course or programme in Hong Kong and shall be entitled to attend at the meetings of the Federation.

(2) That the following new Article be inserted immediately after Article 10 and be numbered as Article 11, namely :—

PRESIDENT

11. There shall be a President (會長) of the Federation. President shall be nominated by the Executive Committee elected and shall be appointed by the members of the Federation in general meeting. The President shall be the chairman of any general meeting of the Federation. No person shall be eligible to be nominated as President of the Federation unless he has been a member of the Executive Committee.

(3) That the existing Articles 11 to 51 (both inclusive) thereof be re-numbered as Articles 12 to 52 respectively.

- (4) That the words "Chairman" and "any Vice-Chairman" appearing in first line of re-numbered Article 20 be deleted and substituted by the words "President" and "the Chairman of Executive Committee".
- (5) That the figure "19" appearing in second line of re-numbered Article 21 be deleted and substituted by the figure "20".
- (6) That the figure "25" appearing in first line of re-numbered Article 24 be deleted and substituted by the figure "26".
- (7) That re-numbered Article 29 be deleted and substituted by the following new Article 29 :—
 - 29. The Federation shall have an Executive Committee (理事會) which shall be not less than 13 members. Lists of Executive Committee including one Chairman (主席) and a number of Vice-chairmen (副主席) shall be elected at the general meeting in a form of cabinet. The Committee may from time to time add to their body such officers or posts as the Committee shall consider necessary or expedient. The Chairman cannot be elected for more than three consecutive terms."

(Sd.) YEUNG YIU CHUNG

Chairman

THE COMPANIES ORDINANCE
(CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG FEDERATION OF EDUCATION WORKERS LIMITED
香港教育工作者聯會有限公司

Passed on the 13th day of December 1997

At an Extraordinary General Meeting of the shareholders of the Company held at 5th Floor, Kowloon Building, No.555 Nathan Road, Kowloon, Hong Kong, on 13th December 1997, the following resolution was duly passed as Special Resolution :—

“That the Articles of Association be amended in the following manner :—

1. That the figure “35” in Article 28 be deleted and substituted by the figure “60”.
2. That the words “three Vice-Chairmen” in Article 28 be deleted and substituted by the words “a maximum of five Vice-Chairmen”.
3. That the words “consisting of the Chairman and 3 Vice-Chairmen of the Committee and at least 2 other members of the Committee” in Article 35 be deleted and substituted by the words “consisting of the Chairman and a maximum of 5 Vice-Chairmen of the Committee and at least 7 other members of the Committee”.

(Sd.) MR. YEUNG YIU CHUNG

.....
Director of Hong Kong
Federation of Education Workers Ltd.

No. 490593

編號

(COPY)

(副本)

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that

本人茲證明

**HONG KONG FEDERATION OF EDUCATION
WORKERS LIMITED**

(香港教育工作者聯會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊
and that this company is limited.
成為有限公司。

Given under my hand this Eighth day of September One Thousand Nine
簽署於一九九四年九月八日。
Hundred and Ninety Four.

(Sd.) MISS H. CHANG

.....
for Registrar of Companies

Hong Kong

香港公司註冊處處長

(公司註冊主任 張巧雯 代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**HONG KONG FEDERATION OF EDUCATION
WORKERS LIMITED**

(香 港 教 育 工 作 者 聯 會 有 限 公 司)

1. The name of the Company is "HONG KONG FEDERATION OF EDUCATION WORKERS LIMITED (香港教育工作者聯會有限公司)"(hereinafter called the "Federation").
2. The Registered Office of the Federation will be situated in Hong Kong.
3. The objects for which the Federation is established are:—
 - (1) To support and protect the character, status and interests of education workers in Hong Kong.
 - (2) To assist the less fortunate education workers during their unemployment in obtaining employment.
 - (3) To establish and maintain facilities and clubhouses for the welfare and benefit of the education workers.
 - (4) To provide services to education workers.
 - (5) To ensure the view of education workers is accurately communicated (including matters of public policy).
 - (6) To consider all matters or questions affecting the interests of education workers, and to represent the education workers whether by way of negotiation, correspondence, petition or otherwise.
 - (7) To establish, maintain, operate, manage, and carry on schools where students may obtain education and to provide for the delivery of and holding lectures, exhibitions, meetings, classes, and conferences calculated directly or indirectly to advance teaching and education.
 - (8) To carry out, establish, construct, maintain, improve, manage, and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management or superintendence of schools and educational centres.

- (9) To establish, promote and maintain libraries, reading and writing rooms, and to furnish the same with books, reviews, magazines, newspaper and other publications for educational purposes.
- (10) To promote healthy youth activities and to establish youth centres.
- (11) To act as trustee custodian agent or manager of any property or fund for any educational organizations or institutions.
- (12) To support arrange or provide monetary assistance for the promotion or development of education.
- (13) To grant assistance to poor and studious persons for their maintenance and/or education in universities or other educational institutions.
- (14) To arrange or provide monetary assistance for and establish scholarships and make donations to students for the purposes of research and study.
- (15) In furtherance of its educational purposes to acquire, erect, equip, set up, maintain, operate, subsidise, assist and/or make donations of moneys, apparatus and equipment to such laboratories, institutions, research or study centres, schools, faculties, libraries and/or councils which the Federation may deem desirable or necessary.
- (16) To accept subscriptions devices bequests donations and contributions for the purpose of carrying out the objects of the Federation or to raise fund by giving concerts, staging plays and operas and by any other means and to apply the same for the attainment of the objects of the Federation.
- (17) To rent, purchase, take on lease or by exchange, hire, or otherwise acquire a suitable building or buildings or part or parts thereof in Hong Kong or elsewhere and any estate interest or rights connected therewith, and to fit and furnish the same, or to make arrangements for such building or buildings or part or parts thereof to be properly fitted and furnished.
- (18) To manage, maintain, improve and develop all or any part of the property, land, building or buildings of the Federation and to operate or use in conjunction or co-ownership with others, and to lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Federation may think fit.
- (19) To apply any land acquired by the Federation or in which it is interested, and in particular by laying out and preparing the same for building purposes, erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, paving, draining and improving any buildings, for the purposes of the Federation, or by letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, building owners, tenants and others.
- (20) To borrow or raise or give security for any moneys required for the purposes of the Federation upon such securities as may be determined by the Federation and in such manner as the Federation shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Federation or by mortgage or charge upon all or any part of the property of the Federation both present and future.

- (21) To invest and deal with the moneys of the Federation not immediately required upon such securities or in such manner as may from time to time be determined by the Federation.
- (22) To engage in any activities in conjunction with other bodies or associations within the limits of the objects of the Federation and to arrange reciprocal concessions and co-operation with such other bodies or associations.
- (23) To give guarantees and to give and receive undertakings.
- (24) To encourage further study by education workers and students and to arrange for dissemination of information of assistance to the profession by all manner of means and generally to promote knowledge by lectures, discussions, books, correspondence, pamphlets or otherwise.
- (25) To arrange social and recreational activities for education workers, students and their guests.
- (26) To offer prizes or other rewards or distinctions to education workers and students and to accept donations or legacies for such or similar purposes or for other purposes of benefit to the advancement of knowledge and education.
- (27) To hire and employ all classes of persons considered necessary for the purposes of the Federation and to pay them in return for their services rendered to the Federation salaries, wages, allowances or pensions in accordance with the laws governing employment for the time being in force in Hong Kong.
- (28) In furtherance of any of the objects herein, whether by itself or through a wholly owned subsidiary, to carry on business as printers, proprietors, publishers and distributors of magazine, periodicals, journals and books.
- (29) To promote any wholly owned subsidiary companies for the carrying on any of the business which the Federation may deem fit and to subscribe for, acquire and hold shares in any such subsidiary companies.
- (30) To guarantee or otherwise support or secure whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) of the Federation or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any wholly owned subsidiary companies of the Federation.
- (31) To make charitable donations.
- (32) To establish, found, operate, own, support, or aid in the establishment, founding, operating, owning and support of schools, colleges, institutions or other educational establishments of whatsoever kind connected with or incidental to the promotion of any form of education, learning, cultural activity, sport or past-time amongst members of the public.
- (33) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Federation, or to contract with any person, firm or company to pay the same.

(34) To carry on any other business which may seem to the Federation capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of any of the property of the Federation.

(35) Generally to do all such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Federation shall not except as provided in Clauses 3 (28), (29) and (30) above support with its funds any company or companies, association or associations or institution or institutions which pays or pay or transfers or transfer, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.

4. The income and property of the Federation, wheresoever derived, shall be applied solely towards the promotion of the objects of the Federation 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, to the persons who at any time are or have been members of the Federation or to any of them or to any person claiming through any of them.

Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Federation, or to any member of the Federation or other person, in return for any services actually rendered to the Federation.

5. Every member of the Federation undertakes to contribute to the assets of the Federation, 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 Federation 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 the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$10.00.

6. The liability of the members is limited.

7. If upon the winding-up of the Federation 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 Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation 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 is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation before the time of dissolution, and in default thereof by such judge of the Supreme Court of Hong Kong as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable objects.

8. True accounts shall be kept of the sums of money received and expended by the Federation, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Federation; 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 Federation for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Federation shall be examined and the correctness of the balance sheet ascertained by one or more authorised auditor or auditors.

9. The powers set out in the Seventh Schedule to the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, shall be inapplicable to the Federation.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) TSANG CHU WAH (曾珠華)
Education Worker
1st Floor, No. 482-484
Nathan Road, Kowloon
Hong Kong

(Sd.) YEUNG YIU CHUNG (楊耀忠)
Education Worker
1st Floor, No. 482-484
Nathan Road, Kowloon
Hong Kong

(Sd.) LEE FUNG KING (李鳳琮)
Education Worker
1st Floor, No. 482-484
Nathan Road, Kowloon
Hong Kong

(Sd.) CHENG CHO TONG (鄭祖堂)
Education Worker
1st Floor, No. 482-484
Nathan Road, Kowloon
Hong Kong

WITNESS to the above signatures:

(Sd.) CHRIS H.M. YUEN
SOLICITOR, HONG KONG
CHRIS H.M. YUEN & CO.
Room 804B World-Wide House
19 Des Voeux Road Central
Hong Kong

Dated the 4th August 1994

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

**HONG KONG FEDERATION OF EDUCATION
WORKERS LIMITED**

(香 港 教 育 工 作 者 聯 會 有 限 公 司)

INTERPRETATION

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 32 and the terms used in these Articles 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 matter or context inconsistent therewith:—

“Ordinance” means the Companies Ordinance, Chapter 32.

When any provision of the Ordinance is referred to the reference is to such provision as modified by any ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Federation, shall have the meanings so defined.

“Federation” means the above-named company.

“Committee” means the Executive Committee of the Federation for the time being.

“Office” means the Registered Office for the time being of the Federation.

“Seal” means the Common Seal of the Federation.

In “Writing” and “Written” means and include words written, printed, typewritten or lithographed wholly or in part or represented or reproduced in any mode in a visible form.

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

Words importing persons include corporations.

Words including the masculine gender shall include the feminine gender and neuter gender and vice versa.

2. The Federation is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. (a) The number of members with which the Federation proposes to be registered shall be unlimited.
- (b) Subject to Article 34 there shall be 4 classes of members of the Federation, namely :—
- (1) Ordinary Member, who is engaging in education work in Hong Kong and shall be entitled to attend and vote at the meetings of the Federation.
 - (2) Permanent Member, who when admitted is engaging in education work in Hong Kong and shall be entitled to attend and vote at the meetings of the Federation, and notwithstanding his retirement or leaving his profession as an education worker shall be entitled to vote and attend meetings of the Federation.
 - (3) Associate Member, who shall have retired as an education worker in Hong Kong and shall not be entitled to attend and vote at the meetings of the Federation.
 - (4) Student Member, who is studying recognized pre-service course or programme in Hong Kong and shall be entitled to attend at the meetings of the Federation.
- (c) The Committee may decide, accept or maintain such person or persons as they think fit to be a member of the Federation, and unless removed from the register of members, a member shall be treated as a member of the Federation and of such class of membership as has been registered.
- (d) The Committee may refuse to accept any person to be members of the Federation without giving any reason thereof.

RIGHTS & OBLIGATIONS OF MEMBERS

4. All members shall fulfil the following obligations :—
- (a) To observe and comply with the Memorandum and Articles of Association of the Federation and all resolutions and regulations passed by the Federation, or the Committee, as the case may be;
 - (b) To pay the subscription and membership fees, when they fall due;
 - (c) To maintain and promote the reputation and status of the Federation.
5. The rights, privileges and obligations of each member shall be personal and shall not be transferrable by his own action or by operation of law.

TERMINATION OF MEMBERSHIP

6. Any member may withdraw from the Federation by giving one calendar month's notice in writing to the Committee of his intention so to do, and upon the expiration of the notice he shall cease to be a member.
7. If any member shall during his membership (a) wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Federation, or any regulation or resolution of the Committee; (b) become bankrupt; (c) become lunatic or of unsound mind;

or (d) be considered by the Committee to be of ill repute and detrimental to the reputation or status of the Federation, he may be excluded from the Federation if a resolution to that effect is passed by the Committee.

8. If any person shall by any means be excluded from the Federation, his name on the register of members shall be vacated, upon which he shall cease to be a member.
9. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Federation all moneys which at the time of his ceasing to be a member may be due by him to the Federation and shall return or cause to be returned to the Federation all property and effects of or belonging to the Federation which may be in his possession.

FEEES

10. The subscription and membership fees payable by members of the Federation and the manner and period of payment shall be such as the Committee shall from time to time prescribe. No refund of the subscription and membership fees or any part thereof shall be made by the Federation to a member on termination of his membership for whatever reason.

PRESIDENT

11. There shall be a President (會長) of the Federation. President shall be nominated by the Executive Committee elected and shall be appointed by the members of the Federation in general meeting. The President shall be the chairman of any general meeting of the Federation. No person shall be eligible to be nominated as President of the Federation unless he has been a member of the Executive Committee.

GENERAL MEETING

12. The Federation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 12 months or such shorter period as prescribed by the law shall elapse between the date of one annual general meeting of the Federation and that of the next.
13. All general meetings other than annual general meetings shall be called extraordinary general meetings.
14. The Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition of not less than one-tenth of or 100 of the total number of members, whichever is the lesser, having the right to attend and vote at such general meetings, or, in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance.

NOTICE OF GENERAL MEETINGS

15. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Federation other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business and shall be given in such manner as may be prescribed by these Articles to such persons as are, under these Articles, entitled to attend and vote at the meetings of the Federation.

Provided that a meeting of the Federation shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to be duly called if it is so agreed :—

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Committee and auditors, the election of members of the Committee in the place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Such quorum shall consist of not less than 10 per cent of or 100 of the members, whichever is the lesser, entitled to attend and vote at that meeting personally present or by proxy.
19. 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; and in any other case it shall stand adjourned to such time not exceeding fourteen days after the day appointed for such meeting and to such place as the Committee 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 shall be the quorum.
20. The President or in his absence any the Chairman of Executive Committee of the Federation designated by the Committee shall preside as chairman at all meetings of the Federation, but should he not be present within fifteen minutes after the time appointed for opening the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Federation of his intention not to attend the meeting, a member of the Committee shall be chosen by the members of the Committee present or the majority of them to preside.
21. If at any meeting no member of the Committee is willing to act as chairman as provided in Article 20 or if no such member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be the chairman of the meeting.
22. The chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the same from time to time, 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Saving 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.

23. All motions or proposals shall be written, together with the names of the mover and seconder, and upon being put shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 2 members entitled to attend and vote at that meeting present in person or by proxy. Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
24. Except as provided in Article 26 hereof, if a poll is duly demanded, it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
26. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

VOTES OF MEMBERS

27. Every member shall subject to Article 3 be entitled to one vote both on a show of hands and on a poll. On a show of hands or poll, votes may be given either personally or by proxy. A proxy need not be a member of the Federation. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Federation have been paid, but no resolution or decision passed in any meetings shall be invalidated by this Article.

THE COMMITTEE

29. The Federation shall have an Executive Committee (理事會) which shall be not less than 13 members. Lists of Executive Committee including one Chairman (主席) and a number of Vice-chairmen (副主席) shall be elected at the general meeting in a form of cabinet. The Committee may from time to time add to their body such officers or posts as the Committee shall consider necessary or expedient. The Chairman cannot be elected for more than three consecutive terms.
30. The first Committee of the Federation shall be appointed by majority of the subscribers to the Memorandum of Association and these Articles and the term of office of the members of the first Committee shall be determined by the majority of the subscribers to the Memorandum of Association and these Articles but in any event shall not exceed 3 years.
31. The Committee may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Unless and until otherwise determined, a majority of the Committee present at a meeting shall form a quorum. The Chairman of the Committee shall be the chairman of the meetings of the Committee, but if there is no Chairman of the Committee or he is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their members to be the chairman of the meeting.

32. Subject to the Ordinance and the provisions hereof, all questions and matters raised at a meeting shall be determined by simple majority. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. The Chairman of the Committee or any two members of the Committee, and the Secretary on the requisition of the Chairman of the Committee or any two members of the Committee, shall at any time summon a meeting of the Committee.
33. The management of the business and the affairs of the Federation including its money and property shall be vested in the Committee, which in addition to the powers and authorities by these presents or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Federation, and are not hereby or by statute directed or required to be exercised or done by the Federation in a general meeting.
34. The Committee may from time to time create or add such new categories of membership of a temporary, honorary or other nature provided that no voting right whatsoever shall attach to such new categories of membership.
35. The Committee may appoint a secretariat consisting one Secretary (秘書) and several Assistant Secretaries and other officers and various sub-committees for such functions and purposes as the Committee may from time to time consider expedient or necessary; any sub-committee so formed shall in the exercise of the powers so delegated, comply and conform to any resolutions or directions that may be imposed on them by the Committee.
36. The Committee shall from amongst themselves appoint a Sub-Committee of General Affairs (常務理事會) consisting of the Chairman and a maximum of 5 Vice-Chairmen of the Committee and at least 7 other members of the Committee; which Sub-Committee of General Affairs shall take charge of the day-to-day operation of the Federation including applications for membership subject to the resolutions or directions of the Committee.
37. The term of office of a member of the Committee shall not be more than 3 years and that of a member of the Sub-Committee of General Affairs shall likewise be not more than 3 years on the condition that during the said term, he shall remain a member of the Committee. Subject to the aforesaid, the term of office of a member of the Committee shall be determined at the general meeting at which the member is elected, and unless it is expressly provided, the term of office shall be 3 years. Any member of the Committee or Sub-Committee of General Affairs may resign during the said term by giving two months' notice in writing of his intention so to do to the Committee or Sub-Committee of General Affairs as the case may be and upon expiration of the notice, his membership to the same shall cease automatically. Retiring members of the Committee and the Sub-Committee of General Affairs shall be eligible for re-election.
38. The members of the Committee and Sub-Committee of General Affairs shall not be entitled to any salary, allowance or remuneration of any other form.
39. Members of the Committee shall be vacated from office if he :—
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (b) is found lunatic or being of unsound mind.
40. The Federation may by a special resolution in general meeting remove any members of the Committee before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead.

41. A resolution in writing signed by all the members of the Committee or Sub-Committee of General Affairs shall be valid and effectual as if it had been passed at a meeting of the Committee or the Sub-Committee of General Affairs respectively.

SEAL

42. The Sub-Committee of General Affairs shall provide for the safe custody of the Seal which shall only be used by the resolution of the Committee or the Sub-Committee of General Affairs and every instrument to which the Seal shall be affixed shall be signed by any two of the Chairman and Vice-Chairmen of the Committee.
43. All cheques, orders for payment, bills of exchange, promissory notes and other negotiable instruments issued or required to be signed, endorsed or accepted or otherwise negotiated by the Federation shall be signed by such person or persons as the Committee shall from time to time authorise for such purpose.
44. All contracts and instruments entered into by the Federation in the ordinary course of business shall be signed by such person or persons as the Committee shall from time to time appoint for the purpose.
45. The Committee shall cause proper books of account to be kept with respect to :—
- (a) all sums of money received and expended by the Federation and the matter in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Federation;
 - (c) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Federation and to explain its transactions.

46. The books of account shall be kept at the Office of the Federation, or subject to Section 121 (3) of the Ordinance, at such other place or places as the Committee thinks fit, and shall always be open to inspection by the members of the Committee or any of them.
47. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to inspection by members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or documents of the Federation except as conferred by statute or authorised by the Committee or by the Federation in general meeting.
48. The 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 Federation in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections.

AUDIT

49. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICE

50. A notice may be given by the Federation to any member either personally or by sending it by post to his address or its registered address as appears in the register of members or to the address, if any, within Hong Kong supplied by the member to the Federation for the giving of notice to him or it. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
51. Notice of every general meeting shall be given in any manner hereinbefore authorized to :—
- (a) every member except those members who are not entitled to attend and vote at the meetings of the Federation or have not supplied to the Federation an address within Hong Kong for the giving of notices to them; and
 - (b) the auditors for the time being of the Federation.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

52. Every member of the Committee, auditor, secretary and other officer for the time being of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him in relation to the Federation in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application made under section 358 of the Ordinance in which relief is granted to him by the court.

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WITNESS to the above signatures:

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Dated the 4th August 1994