

Company Number: 1580971

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**ENGINEERING FORUM LIMITED**  
**工程滙有限公司**

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Incorporated the 30<sup>th</sup> day of March 2011

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**ALMON C H POON & CO.,**

**Solicitors**

**HONG KONG**

**THE COMPANIES ORDINANCE (CHAPTER 32)**

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**Company Limited by Guarantee and  
Not having a Share Capital**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**ENGINEERING FORUM LIMITED**  
**工程滙有限公司**

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**First:** The name of the Company is “ENGINEERING FORUM LIMITED 工程滙有限公司” (hereinafter called “the Forum”).

**Second:** The registered office of the Forum will be situated in The Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”).

**Objects**

**Third:** The objects (“the Objects”) for which the Forum is established are:-

1. To promote and advance the general education, understanding, appreciation and interest of and in engineering and subjects in connection with engineering for the benefit of the general public and, in pursuance of such objects, work in concert with The Hong Kong Institution of Engineers (“HKIE”) including its successors.
2. To promote and advance to the community of Hong Kong as well as overseas the development and betterment of the engineers and engineering profession of Hong Kong and the practice in engineering, engineering profession and engineers in Hong Kong.
3. To set up, provide, take over and maintain any platforms, forums, centres, websites and facilities in pursuance of the Objects.
4. To gauge, analyze, express, publish, promote and advance any views and comments concerning engineering and matters affecting or otherwise in connection with engineering, engineers and the engineering profession, as well as matters affecting the community of Hong Kong of and from engineers and the engineering profession.

5. To promote, advance and pursue the Objects via dialogues, co-operations and participation in or hosting functions, projects, organisations, boards, authorities and bodies with or of the Hong Kong Government and governments beyond Hong Kong as well as any other organisations and entities as the Forum may find fit.
6. To foster general awareness, understanding and concerted efforts in the community of Hong Kong towards the advancement of the Objects and the issues thereof.
7. To do such other lawful things as may be, in the absolute discretion of the Forum, conducive to the attainment of the Objects.

### **Powers**

***Fourth:*** The Forum shall have all the powers set forth in the Seventh Schedule of the Companies Ordinance, Cap. 32 (“the Ordinance”) whereas the term “the company” whenever used in the said Schedule shall, unless the context does not allow, mean “the Forum”. Without affecting the generality of the Objects and the said powers and in furtherance and promotion of the Objects, the Forum shall also have the following powers, namely:

1. To appeal for, accept and receive any property, endowment, legacy, bequest, gift, loan, or other form of financial support at such conditions the Forum shall think fit and to act as trustees and managers thereof.
2. To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem conducive to any of the Objects; and to oppose any bills, proceedings, or applications which may seem calculated to prejudice the Forum’s interests or any of the Objects.
3. To support any candidates in the election to the Chief Executive Election Committee or District Council or Legislative Council or any similar kind of constitutional or public bodies or posts of or related to Hong Kong.
4. To apply for, secure, acquire by grant, legislative enactment, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or other public body may be empowered to grant.
5. To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Objects or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the Forum may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
6. To set up, establish, undertake, execute and manage any trusts or to act as trustee for any trust fund and to take or hold any property subject to any trust which may seem conducive to any of the Objects.

7. To take out and procure insurance policies to cover any losses damages risks and liabilities of all kinds which may affect the Forum, its members, its management, its employees, property and rights of the Forum, and participants and properties involved in any functions and activities held or jointly held by the Forum or which the Forum shall otherwise be responsible.
8. To promote the Forum and the Objects by advertisements or by engaging any other marketing strategies and tools.
9. To make reciprocal arrangements with other organisations or entities of a similar nature to share experience and to exchange information and generally to co-operate with such other organisations or entities in the advancement of the Objects.
10. To pay the preliminary and incorporation expenses of the Forum.

### **Restrictions on application of funds**

***Fifth:*** All the income and property of the Forum, whencesoever derived, shall be applied solely towards the attainment of the Objects and, in particular:-

- (a) no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member or members of the Forum;
- (b) no member of the Board of Directors or any other governing body of the Forum (hereinafter in these Memorandum collectively called “the Board of Directors”) shall be appointed to any salaried office of the Forum or any office of the Forum paid by fees;
- (c) no remuneration or other benefit in money or money’s worth shall be given by the Forum to any member of the Board of Directors.

Provided that nothing in the Clause shall prevent:-

- i) the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Forum, or to any member of the Forum not being a member of the Board of Directors, in return for any service actually and properly rendered to the Forum; nor
- ii) the payment of interest at a rate of not exceeding 2% above the annual prime rate prescribed by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong Dollar loans at the material time on money lent to the Forum; nor
- iii) the payment of reasonable and proper rents for premises demised or let to the Forum by any member of the Forum or member of the Board of Directors; nor
- iv) the repayment or payment to any member of the Forum or Board of Directors of out-of-pocket expenses; nor

- v) the payment of remuneration, rent, charges or interest on money lent by money or money's worth to any Forum or body corporate in which a member of the Board of Director may have interests solely by reason of being a member of that Forum or body corporate by holding not more than one-hundredth part of the capital or controlling in anyway not more than one-hundred part of the voting rights in that Forum or body corporate;

and, in any of the circumstances set out in provisos (i) to (v) above, the recipient shall not be bound to account to the Forum for any amount received therefor.

### **Members' Liability**

**Sixth:** The liability of the members is limited.

**Seventh:** Every member of the Forum undertakes to contribute to the assets of the Forum in the event of its being wound up while he is a member, or within 1 year afterwards, for payment of the debts and liabilities of the Forum contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Fifty Dollars (\$50) Only Hong Kong Currency.

### **Remaining Assets**

**Eighth:** If upon winding-up or dissolution of the Forum 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 Forum, but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, 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 Forum under or by virtue of the Fifth clause above, such institution or institutions to be determined by the members of the Forum at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region 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.

**Ninth:** True accounts shall be kept of the sums of money received and expended by the Forum and the manner in respect of which such receipt and expenditure have taken place, and of the assets, credits and liabilities of the Forum, 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 Forum for the time being, shall be open to the inspection of members. At least once every year the accounts of the Forum shall be examined and the correctness of the balance sheet ascertained by its Auditor or Auditors.

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

Names of Signatories
CHAN Allan Sau Kit 陳修杰
CHAN Fuk Cheung 陳福祥
CHAN Hei Yim Leo 陳禧棧
CHAN Kin Sek Raymond 陳健碩
CHAN Siu Hung 陳紹雄
CHAN Siu Kun Alex 陳兆根
CHANG Chung Hung David 張鍾雄
CHENG Shu Wai Shirley 程書慧
CHEW Tai Chong 周大滄
CHING Pak Chung 程伯中
CHOY Kin Kuen 蔡健權
CHU Pui Kwan Reuben 朱沛坤
CHUNG Chi Leong 鍾志良
FUNG King Cheong 馮景昌
HO On Sing Thomas 何安誠
HO Wing Ching 何詠貞

KOO Yuk Chan 顧玉燦

KWAN Yuk Choi 關育材

LAU Ching Kwong 劉正光

LEE Chack Fan 李焯芬

LEE Wing Kee 李永基

LEUNG Chi Ming 梁志明

LEUNG Kwong Ho 梁廣灝

LEUNG Suk Yan Sally 梁淑妍

LEUNG Wai Ho Alfred 梁偉豪

LO Wai Ling 盧慧玲

LUK Wang Kwong 陸宏廣

MAK Yan Fai 麥潤輝

MOK Kin Lun 莫建鄰

MOK Kwok Woo 莫國和

SHUM Chun Kin Anthony 岑鎮堅

SIN Kar Ming Samson 冼嘉明

SIU Yin Wai 邵賢偉

TONG Wai Kwok Aaron 唐偉國

TSE Kam Chuen 謝錦泉

WAI Ping Kong Alexander 衛炳江

WAN Chi Tin 尹志田

WONG Chak Yan 黃澤恩

WONG Kwok Keung 王國強

WONG Kwok Lai 黃國禮

WONG Tin Cheung 黃天祥

WONG Wai Ho 黃懷豪

WONG Wai On 黃維安

WONG Yiu Fai 黃耀輝

WONG Yiu Sun Peter 黃耀新

YEUNG Kin Ming 楊建明

YIP Chung Nam 葉仲南

Dated the 2nd day of March, 2011.

WITNESS to the above signatures,

CHAN Po Ha 陳寶霞  
Institutional Affairs Officer  
9/F, Island Beverley,  
No 1 Great George Street,  
Causeway Bay, Hong Kong



**THE COMPANIES ORDINANCE (CHAPTER 32)**

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**Company Limited by Guarantee and  
Not having a Share Capital**

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**ARTICLES OF ASSOCIATION  
OF  
ENGINEERING FORUM LIMITED**

**工程滙有限公司**

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**Interpretation**

1. In these articles, the following shall apply unless the context requires otherwise:
  - “Articles” means these Articles of Association as amended or substituted for the time being;
  - “Auditor” means the person or persons appointed to audit the accounts of the Forum, with or without remuneration;
  - “Board” or “Board of Directors” means the Board of Directors constituted under these Articles;
  - “bye-laws” means those bye-laws or regulations made by the Board of Director regulating the day-to-day affairs of the Forum;
  - “Chairperson” means the chairperson of the Forum for the time being;
  - “committee of directors” shall mean committee of directors formed by members of the Board under Article 12.7;
  - “Committee” shall mean a Committee set up by the Board of Directors under Article 10.6;
  - “date of incorporation” means the date of incorporation of the Forum as appearing on the certificate of incorporation of the Forum;
  - “directors” shall, where the context is not inapplicable, include the Board of Directors acting as a whole, and all and every members thereof;

“Executive Committee” means the Executive Committee referred to in Article 8.1 for the time being;

“First Board of Directors” means the First Board of Directors referred to in Article 8.2 including any substituted members thereof;

“Fiscal Year” means the fiscal and business year of the Forum, which shall commence on the first day of April in each year and terminate on the thirty-first day of March next year;

“Forum” means this Forum registered in the Companies Registry of Hong Kong by the name of “ENGINEERING FORUM LIMITED 工程滙有限公司”;

“Founder Members” means those persons specifically named in Article 3.3;

“General Meeting” is a meeting of the Members which may be held by way of Annual General Meeting or Extraordinary General Meeting;

“Hong Kong” means The Hong Kong Special Administrative Region of the People’s Republic of China;

“Member” or “Member of the Forum” include all members named and remaining on the Register of Members;

“Memorandum of Association” means the memorandum of association of the Forum for the time being;

“Person” shall mean natural person;

“Register of Members” means the register of members required to be kept by the Forum under s.95(1) of the Ordinance and under these Articles;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Forum; and

Unless the context otherwise requires, words importing the singular number only shall include the plural and vice versa and words importing a gender shall include every gender and words importing persons shall include firms and corporations.

## **Structure of the Forum**

2. The General Meeting is a meeting of the Members having the paramount and ultimate powers and control over any affairs of the Forum subject to the provisions in this Memorandum and Articles and the Ordinance. The Board of Directors is responsible for the day-to-day management and control of the Forum subject to any specific resolutions of the General Meeting. The Executive Committee works under the Board of Directors and is responsible for the general execution of the function of the Board.

## **Members**

3.1 The number of members with which the Forum proposes to be registered should not exceed 10,000.

### Admission to membership

3.2 Notwithstanding anything to the contrary herein, all the Founder Members named hereinbelow shall ipso facto become Members upon the incorporation of the Forum; within any time or times during the first 6 months from the date of incorporation of the Forum, the first Board of Directors may nominate any persons who undertake to abide by the Memorandum and Articles to become Members direct. Thereafter, the admission of any new Member shall be approved by the Board in its absolute discretion in the manner hereinbelow.

3.3 The following persons, having contributed not less than HK\$1,000 to the Forum, shall become the Founder Members of the Forum upon the date of incorporation, namely:

CHAN Allan Sau Kit 陳修杰  
CHAN Fuk Cheung 陳福祥  
CHAN Hei Yim Leo 陳禧棧  
CHAN Kin Sek Raymond 陳健碩  
CHAN Siu Hung 陳紹雄  
CHAN Siu Kun Alex 陳兆根  
CHANG Chung Hung David 張鍾雄  
CHENG Shu Wai Shirley 程書慧  
CHEW Tai Chong 周大滄  
CHING Pak Chung 程伯中  
CHOY Kin Kuen 蔡健權  
CHU Pui Kwan Reuben 朱沛坤  
CHUNG Chi Leong 鍾志良  
FUNG King Cheong 馮景昌  
HO On Sing Thomas 何安誠  
HO Wing Ching 何詠貞  
KOO Yuk Chan 顧玉燦  
KWAN Yuk Choi 關育材  
LAU Ching Kwong 劉正光  
LEE Chack Fan 李焯芬

LEE Wing Kee 李永基  
LEUNG Chi Ming 梁志明  
LEUNG Kwong Ho 梁廣灝  
LEUNG Suk Yan Sally 梁淑妍  
LEUNG Wai Ho Alfred 梁偉豪  
LO Wai Ling 盧慧玲  
LUK Wang Kwong 陸宏廣  
MAK Yan Fai 麥潤輝  
MOK Kin Lun 莫建鄰  
MOK Kwok Woo 莫國和  
SHUM Chun Kin Anthony 岑鎮堅  
SIN Kar Ming Samson 冼嘉明  
SIU Yin Wai 邵賢偉  
TONG Wai Kwok Aaron 唐偉國  
TSE Kam Chuen 謝錦泉  
WAI Ping Kong Alexander 衛炳江  
WAN Chi Tin 尹志田  
WONG Chak Yan 黃澤恩  
WONG Kwok Keung 王國強  
WONG Kwok Lai 黃國禮  
WONG Tin Cheung 黃天祥  
WONG Wai Ho 黃懷豪  
WONG Wai On 黃維安  
WONG Yiu Fai 黃耀輝  
WONG Yiu Sun Peter 黃耀新  
YEUNG Kin Ming 楊建明  
YIP Chung Nam 葉仲南

3.4 Any person aged 18 or above who undertakes to abide by the Memorandum and Articles shall be eligible for application as a member.

3.5 An application for membership shall be made to the Forum in writing (or via the Internet, if the Board so decides) in the prescribed forms. The Board in the consideration of admission to membership may in its absolute discretion decide to call for further information, interview any applicant, further investigate, defer deliberation or reject the application with or without giving reasons. Upon the approval by the Board and the payment of the prescribed entrance fees and subscription fees by the applicant, his name shall be put on the register of members whereas he shall become a Member immediately thereupon.

#### Members' rights

3.6 All members of the Forum shall be entitled to enjoy all facilities provided by the Forum and participate in all events held by the Forum, subject to any bye-laws and conditions laid down by the Board of Directors from time to time; and all members are, subject to Article 7.3 below, entitled to attend the General Meetings and vote thereat and eligible as candidates for election of directors.

3.7 A Founder Member shall have the privilege to be named in these Articles. Otherwise, he shall be treated as members for all purposes of the Forum and subject to the provisions in these Memorandum and Articles.

#### Members' obligation

3.8 Every member shall have the obligation to observe the provisions of the Memorandum and Articles (including without limiting to the contribution of not exceeding Hong Kong Fifty Dollars (HK\$50) Only, if necessary, to the assets of the Forum upon its winding up), abide by the bye-laws, pay any prescribed subscription fees and not to do anything prejudicial to any of the Objects or the good reputation the Forum.

3.9 No member shall be entitled to speak or express any views in whatever means on behalf of or in the name of the Forum unless he is empowered by the Forum to do so. For this purpose, the Board may designate certain spokesman or spokesmen in general or for any designated subjects. In any event, the Chairperson shall always be a spokesman to speak and express the views of the Forum in general. The Board may in its discretion be entitled to affirm or ratify any views expressed by a spokesman or director according to the special circumstances of each case.

#### Termination of membership

3.10 Any member may withdraw from his membership by giving one month's prior notice in writing addressed to the Forum at its registered office of his intention so to do and the person serving the notice shall cease to be a member immediately upon the expiration of the notice.

3.11 The membership of a member will automatically terminate immediately upon his failure to pay any prescribed subscription fees within 18 months from the date due, whereas he may apply to resume his membership status by repaying all outstanding fees due to the Forum and paying any further charges that the Board may from time to time decide, whereas the Board may in its absolute discretion whether to accept such application without giving reasons.

3.12 The continuance of a Founder Member's membership shall ipso facto follow his membership as a member. He shall cease to be a Founder Member immediately upon the termination of his membership as a member, subject to his right to apply to resume his membership status as a member. Once he resumes his membership as a member, he immediately resumes his status as a Founder Member.

3.13 Upon the termination of membership of a member, his name will be deleted or otherwise removed from the Register of Members. If he was named as a Founder Member in these Articles, his name may, for administration reason only but not any further, remain on these Articles unless and until being removed by amendment to these Articles.

3.14 Any member who fails to observe the Memorandum and Articles whose failure, in the judgment of the Board, amounts to any conduct act or practice calculated to bring unwarranted discredit or disrepute on the Forum or to lower its social status or to be highly prejudicial to the interests of the Forum may be expelled from the Forum by a resolution of the Board. Before passing such resolution, the Board is bound to give not less than 30 days of prior notice to that member of the relevant motion with the alleged grounds against him, and hear his defence unless that member agrees to waive or by his conduct has waived his right to defend his case. In the resolution, the Board has to give the grounds for its decision. Any member so excluded shall then cease to be a member of the Forum.

3.15 Further to Articles 3.10, 3.11 and 3.14 above, a member shall ipso facto cease to be a member of the Forum in any of the following events:

- 3.15.1 if he is proved to be of unsound mind by at least two qualified medical practitioners; or
- 3.15.2 if he has failed to pay the due subscription fees for 3 consecutive years; or
- 3.15.3 if he has passed away; or
- 3.15.4 if he has been adjudged and remaining bankrupt.

3.16 In any event, a member shall not be entitled to any refund of subscription fees, other charges, gifts or donations (excluding loans made by him to the Forum or reimbursements due to him) previously paid or made to the Forum regardless of the reason of his termination of membership.

### **General Meetings**

4.1 The Forum 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 15 months, or such longer period as the Registrar of Companies may in any particular case authorize in writing, shall elapse between the date of one Annual General Meeting of the Forum and that of the next Provided That so long as the Forum holds its first Annual General Meeting within 18 months of its incorporation, it is not necessary (though optional) to hold the same in both the year of the Forum's incorporation and the next following year. The Annual General Meeting shall be held at such time and place as the directors shall appoint.

4.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

4.3 (a) The Board may convene any Extraordinary General Meeting whenever it thinks fit, and shall, on the requisition of Members representing not less than one-twentieth of the total voting rights of all Members having at the date of deposit of the requisition a right to vote at General Meetings, forthwith proceed duly to convene an Extraordinary General Meeting as requested pursuant to section 113 of the Ordinance.

(b) The said requisition must state the objects of the meeting, and must be signed by all the requisitionists and deposited at the registered office of the Forum, and may consist of several documents in similar form, each signed by one or more requisitionists.

(c) If the Board shall fail to proceed duly to convene the Extraordinary General Meeting within 21 days from the date of the deposit of the requisition pursuant to section 113 of the Ordinance, the requisitionists concerned (or any of them representing more than one-half of the total voting rights of all of them) may themselves convene the meeting pursuant to the said section 113.

### **Notice of General Meetings**

5.1 All members of the Forum are entitled to receive the notice of and attend any general meeting. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least, and any other General Meetings 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 meeting for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner as may be prescribed by the Forum in general meeting, to such persons as are entitled to receive such notices from the Forum under these Articles.

5.2 Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than that specified in these Articles be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as the Annual General Meeting, by all Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members together representing not less than 95 per cent of the total voting rights at the meeting of all the Members.

5.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or member entitled to receive notice shall not invalidate the proceedings and resolution passed at or in that meeting.



## **Proceedings at General Meetings**

6.1 The business to be transacted at an Annual General Meeting shall include without limiting to the following:-

- (a) the election of directors, if applicable;
- (b) the consideration and adoption of the Chairperson's Annual Report;
- (c) the consideration and adoption of the Balance Sheet and Income & Expenditure Account submitted by the Honorary Treasurer;
- (d) the consideration and adoption of the annual budget of the Forum submitted by the Honorary Treasurer;
- (e) receiving and adopting the auditor's report latest available; and
- (f) the appointment of auditor for the next coming fiscal year.

6.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the meeting. Unless the General Meeting shall have otherwise decided, the presence of 10 Members personally entitled to attend and vote thereat shall form a quorum. No member shall be entitled to attend or vote at the General Meeting by proxy in any event.

6.3 A Special Resolution of the General Meeting shall be passed by not less than three-fourths of the votes cast by such Members being present and entitled so to do; any other resolutions of the General Meeting shall be passed by a simple majority of the votes cast.

6.4 If within 30 minutes from the time appointed for the meeting a quorum of Members is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place or to such other day, time and place as the Chairperson shall appoint by notice to all persons entitled to attend the General Meeting. If no such quorum is present at the adjourned meeting, any number of Members present at the time shall form the quorum for that General Meeting only.

6.5 The Chairperson, failing who the 1<sup>st</sup> Vice-Chairperson, failing who the 2<sup>nd</sup> Vice-Chairperson shall preside as the chairperson at every general meeting. If neither of them could chair the meeting within 20 minutes after the time appointed for the meeting, the Members present at the time may by simple majority elect any one amongst them to chair the meeting.

6.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before the show of hands has commenced:

- (a) by the Chairperson; or
- (b) by at least 5 Members being present and entitled to vote at the meeting.



6.7 Unless a poll is validly demanded, a declaration by the Chairperson of 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 Forum shall finally conclude the matter Subject To any demand from any one Member being present for counting of the numbers of showing hands, in which case the respective numbers of the showing hands voting for and against shall be counted and recorded in the book of minutes as above by the Secretary of the meeting and the Chairperson shall re-declare the results of the vote according to the votes so recorded.

6.8 If a poll is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded Provided That the demand for a poll may be withdrawn by the proposers at any time.

6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson 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.

6.10 A poll demanded on the election of a Chairperson, 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 Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may proceed as usual pending the taking of the poll.

6.11 Notwithstanding anything in these articles and pursuant to and subject to the requirements and restrictions in Section 116B of the Ordinance, a resolution may be passed as a resolution in writing signed by all the Members of the Forum who at the date of the resolution would be entitled to attend and vote at such meeting.

### **Votes of Members**

7.1 Only Members are, subject to the other provisions in these articles, entitled to vote at general meetings and each Member shall have one vote only to be exercised by a member personally.

7.2 A Member shall not be entitled to vote or stand as a candidate for election to be a director at any general meeting unless all moneys due and payable by him to the Forum in his capacity as a member have been paid.

### **Constitution of the Board of Directors**

8.1 The day-to-day management and control of the property and affairs of the Forum shall be, subject to these articles and any specific resolution of the General Meeting vested in the Board of Directors consisting of not more than 20 seats to be filled up by Members of the Forum as follows:

- (i) Chairperson;
- (ii) 1<sup>st</sup> Vice-Chairperson;

- (iii) 2<sup>nd</sup> Vice-Chairperson
- (iv) Honorary Secretary;
- (v) Honorary Treasurer; and
- (vi) not more than 15 directors.

8.2 The Chairperson, 1<sup>st</sup> Vice-Chairperson, 2<sup>nd</sup> Vice-Chairperson, Honorary Secretary and Honorary Treasurer shall form the Executive Committee.

8.3 The persons named below shall form the first Board of Directors who shall hold the office as a director for a term commencing from the date of incorporation to 31 March 2013 or to such earlier date the Board shall decide:

- 1 CHAN Fuk Cheung 陳福祥
- 2 CHEUNG Carrie 張嘉媛
- 3 CHEUNG Chi Kong Victor 張志剛
- 4 CHOI Chun Ming 蔡俊明
- 5 CHOI Kin Hung Joseph 蔡健鴻
- 6 CHOY Kin Kuen 蔡健權
- 7 CHU Pui Kwan Reuben 朱沛坤
- 8 CHUNG Chi Leong 鍾志良
- 9 KO Chi Wai 高志偉
- 10 LEE Kai Kwong Peter 李啓光
- 11 LO Wai Chau Edward 勞偉籌
- 12 MAK Yiu Wing 麥耀榮
- 13 SHE Siu Kuen 佘少權
- 14 SIU Yin Wai 邵賢偉
- 15 SUEN Kai Cheung Timothy 孫啓祥
- 16 TSANG Kin Wai 曾建偉
- 17 WONG Ho Leung Adrian 王浩良
- 18 WONG Yiu Fai 黃耀輝
- 19 WOO Man Shing 胡萬城
- 20 YUEN Pak Leung 源柏樑

8.4 Upon the expiration or early retirement of the First Board of Directors, any subsequent Board of Directors shall hold the office for a term of 2 years commencing from the date of termination of the last preceding Board of Directors.

8.5 Subject to Article 8.3 above, directors and members of the Executive Committee are nominated or elected, as the case may require, in the following manner:

- (a) The Chairperson shall be nominated by the Council of HKIE out of the Past Presidents of HKIE and President or Senior Vice-President for the time being of HKIE who must be and remaining a member of the Forum throughout his/her directorship;
- (b) 10 other directors shall be nominated by the Council of HKIE, each of whom must be and remaining a member of the Forum throughout his/her directorship;
- (c) not more than 9 directors shall be elected by the Members in the General Meeting; and
- (d) The 1<sup>st</sup> Vice-Chairperson, 2<sup>nd</sup> Vice-Chairperson, the Honorary Treasurer and the Honorary Secretary shall be elected by all the directors amongst themselves by simple majority Provided That no one single person may hold more than one post in the Board.

8.6 In the election of directors by the General Meeting, a candidate shall be proposed by a Member and seconded by another Member entitled to vote at the General Meeting.

8.7 A retiring director or Executive Committee member shall be eligible for re-election or re-nomination; Provided That a retiring Executive Committee member shall not hold the same post for more than two consecutive terms.

#### Casual vacancy

8.8 Any casual vacancy of directorship or post in the Executive Committee shall be filled by such person(s) to be nominated by HKIE subject to Article 8.5(a) and (d), as the case may require, but notwithstanding Article 8.5(b) and (c) in any event. Subject to the above and to these Articles, the directors shall have power at any time, and from time to time, to appoint any Member to be a director, either to fill a casual vacancy or as an addition to the existing directors provided the total number of directors shall not at any time exceed 20. Any director or member of the Executive Committee nominated or appointed under this Article shall hold office only until the termination of the term of the current Board of Directors, and shall then be eligible for re-election, but shall not be counted in determining whether the director has served in the same post in the Executive Committee for more than two consecutive terms for the purpose of Article 8.7.

### **Borrowing Powers**

9. The directors may exercise all the powers of the Forum to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, and other securities, whether outright or as security for any debt, liability or obligation of the Forum .

## **Powers and Duties of Directors**

10.1 The business and affairs of the Forum shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Forum, and may exercise all such powers of the Forum as are not, by the Ordinance or by these articles, required to be exercised by the Forum in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations or resolutions, being not inconsistent with the aforesaid provisions, as may be prescribed by the Forum in general meeting; but no regulation or resolution made by the Forum in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation or resolution had not been made.

10.2 Without limiting any general power of the Board to act under these articles, the Board may from time to time and at any time do any of the following on behalf of the Forum for the sole purpose of advancement of the Objects of the Forum:

- (a) To enter into contracts, assignments or any other kinds of instruments on behalf of the Forum;
- (b) To make, vary and repeal bye-laws (not being repugnant to or inconsistent with the Memorandum or Articles of Association) for regulating the conduct of the affairs of the Forum provided that such bye-laws shall not constitute or involve such an alteration of or addition to these Articles as could only lawfully be made by Special Resolution;
- (c) To acquire in the name of the Forum or in the name of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings or other premises for the use of the Forum;
- (d) To grant to such person or persons as the Board may from time to time decide bursaries, scholarships, subsidies, allowances, loans (whether interest bearing or interest free) and other forms of financial assistance, including, but not limited to, giving of guarantee for payment of monies for the persons assisted by the Forum and to decide the amounts of financial assistance to be granted and the terms and conditions therefor;
- (e) To make charitable donations as the Board thinks fit;
- (f) To establish and maintain non-profit making services or organisations for furtherance of the Objects of the Forum;
- (g) Subject to Clause Fifth of Memorandum of Association, to appoint and remove any company secretary and staff of the Forum at such salaries and conditions of services as the Board shall think fit;
- (h) Generally to do all lawful things necessary or expedient for the due conduct of the affairs of the Forum not herein otherwise provided for.

10.3 The Board shall cause minutes to be kept in proper books provided for that purpose of all resolutions and proceedings of the Board, Committees, and Sub-Committees. The minutes of a meeting of the Board shall be signed by the chairperson and secretary of meeting upon the approval of the Board and every minutes when so signed shall be sufficient evidence of the matters therein recorded.

10.4 All acts done by any meeting of the Board, Committees or Sub-Committees or by any person acting as a member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or any such member person acting as aforesaid or that they or any of them were disqualified as members thereof, be as valid as if every person had been duly appointed and was qualified to be a member thereof.

10.5 Unless it is proved that such act, receipt, neglect or default was done wilfully or in bad faith, no director, member of any Committee or Sub-Committee or other officer (collectively called “the colleagues”) of the Forum shall be liable for the act, receipt, neglect or default of the other colleagues, or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Forum through the insufficiency or deficiency of title to any property acquired by order of the Board for and on behalf of the Forum, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Forum shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereof.

10.6 The directors may from time to time and at any time decide by resolutions to form various Committees (which would have power to form various Sub-Committees working under them) for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit. The proceedings of these Committees and Sub-Committees shall *mutatis mutandis* follow all proceedings of the Board whose members shall be nominated by the Board amongst the Voting Members only.

10.7 The directors may from time to time and at any time by power of attorney appoint any company, organisation, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Forum for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

10.8 The directors shall cause minutes to be made in books provided for the purpose-

- (a) of all appointments of officers made by the directors;
- (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;

- (c) of all resolutions and proceedings at all meetings of the Forum, and of the directors, and of committees of directors, and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

10.9 The directors may appoint patrons and honorary consultants and advisers at such terms and conditions as the directors may from time to time decide.

### **Disqualification of Directors**

11.1 The office of director shall be vacated if the director:

- (a) becomes bankrupt or has wound up (as the case may be) or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Forum given in accordance with section 157D(3)(a) of the Ordinance; or
- (e) shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period; or
- (f) is convicted of an indictable offence (traffic offences excepted); or
- (g) ceases to be a member of the Forum for any cause.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

11.2 The General Meeting may by Special Resolution remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Forum and such director. Such removal shall be without prejudice to any claim such director might have against the Forum. The consequential vacancy of directorship and the post in the Executive Committee shall be filled as a casual vacancy under Article 8.8.

### **Proceedings of Directors**

12.1 The Directors shall hold at least one meeting in every four months for the dispatch of business in connection with the Forum; and the Chairperson may, or the Honorary Secretary on the requisition of any 2 directors shall, at any time summon a meeting of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Hong Kong. Questions arising at any meeting shall be decided by a simple majority of votes. In the case of an equality of votes the chairperson of meeting shall have a second or casting vote.

12.2 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be more than one-quarter of the total number of directors for the time being.

12.3 The continuing 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 articles of the Forum as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Forum, but for no other purpose.

12.4 The Chairperson, failing who the 1<sup>st</sup> Vice-Chairperson and failing who the 2<sup>nd</sup> Vice-Chairperson, shall preside as chairperson at every meeting of the Board. If neither of them could chair the meeting within 20 minutes after the time appointed for the meeting, the directors present at the time may by simple majority elect any one amongst them to chair the meeting.

12.5 All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

12.6 A resolution in writing, approved and signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Such resolution in writing may be signed by directors in or outside Hong Kong on separate copies of the particular resolution and returned to the Forum in whatever mode of service as specified for a notice in these Articles, and shall be deemed to have been passed on the date of signing by the last director as appearing on the signed resolution.

12.7 The Board may always delegate any of their authority to various committees of directors on ad hoc basis whereas, unless otherwise decided by the Board, not less than one-half of the directors appointed thereto of each committee of directors shall form the quorum thereof.

#### Cyber Board Meeting

12.8 Notwithstanding anything to the contrary and if the Board so decides, the Board may hold board meetings via the internet or similar electronic devices accepted by the Board. In that case, the directors may, soon after the Chairperson declared the meeting commenced, communicate with each other, address the Board and cast their votes in written messages or via visual devices. The Chairperson could only declare casting of votes or the meeting closed upon giving reasonable notice to all directors attending the cyber meeting.

### **Chairperson**

13. The Chairperson shall represent the Forum in general, preside over all the meetings of the Forum and the Board, and shall have general supervision, direction and active management of the business and affairs of the Forum. He shall see that all orders or resolutions of the Board are carried into effect. In the Annual General Meeting, he shall tender the Chairperson's Annual Report for approval by the meeting.

### **Honorary Secretary**

14. The Honorary Secretary shall be responsible for:

- (a) issuing correspondence and circulars to Members;
- (b) keeping the records of the Forum under the supervision of the Chairperson and the Board, including a permanent record of minutes of all meetings of the Forum, which minutes shall be signed by the chairpersons of meetings and placed in a minute book kept for that purpose;
- (c) keeping the Register of Members setting forth the names and addresses of the Members;
- (d) assisting the Chairperson in the preparation of the Chairperson's Annual Report.

### **Honorary Treasurer**

15. The Honorary Treasurer shall:

- (a) have or take care of the safe custody of all bank statements, passbooks, securities, land title deeds, financial certificates/instruments and so forth of the Forum upon the order of the Forum;
- (b) take such steps as may be necessary to collect monies due to the Forum;
- (c) when necessary and proper, endorse on behalf of the Forum all cheques, notes, drafts and other obligations payable to the Forum or coming into his possession, and shall immediately deposit the same and the funds arising therefrom, together with all other funds of the Forum coming into his/her possession to the credit of the Forum in such trust companies or banks as may be selected by the Chairperson as the depositories of the Forum, or otherwise properly care for them in such manner as the Board may direct;
- (d) whenever required by the Chairperson or the Board so to do, exhibit a complete and true statement of his/her cash account and of the securities and other property in his/her possession, custody and control belonging to the Forum;
- (e) prepare the latest possible annual Balance Sheet and Income and Expenditure Account and the budget for the next coming year for approval by the Annual General Meeting;



- (f) be responsible for the Forum's general financial matters, receipts and payments of money or money's worth.

### **Signing of Cheques etc.**

16. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Forum, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

### **The Common Seal**

17. The directors shall provide for the safe custody of the common seal of the Forum, which shall only be used with the authority of the Board. All deeds and instruments requiring the common seal of the Forum shall have the common seal being affixed thereon and as attested by the signatures of two directors with authority of the Board.

### **Accounts**

- 18.1 The directors shall cause proper books of account to be kept with respect to-
- (a) all sums of money received and expended by the Forum and the matters in respect of which the receipt and expenditure take place;
  - (b) all sales and purchases of goods by the Forum; and
  - (c) the assets and liabilities of the Forum.

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 Forum's affairs and to explain its transactions.

18.2 The books of account shall be kept at the registered office of the Forum, or, subject to section 121(3) of the Ordinance, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

18.3 The directors 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 Forum or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Forum except as conferred by statute or authorized by the directors or by the Forum in general meeting.

18.4 The directors 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 Forum in general meeting such statements of accounts and reports as are referred to in those sections.

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 Forum in general meeting, together with a copy of the directors' report and a copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Forum:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Forum is not aware or to more than one of the joint holders of any debentures.

### **Audit**

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

### **Notices**

20.1.1 For the purpose of service of any notice and document ("notice") upon members or directors or any person entitled to the notice under these articles, every such member or person shall register with the Forum his postal address in Hong Kong, fax number in Hong Kong and email address and update the same from time to time in case of any subsequent changes. Service aforesaid may be validly done either by personal delivery, by post, by fax or via email at or to the registered or last known postal address, fax number or email address, as the case may be.

20.1.2 Where a notice is sent by ordinary 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 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 the particular mode of post. Where a notice is sent by fax or via the email to a registered fax number or email address, service of the notice shall be deemed to be effected immediately upon the transmission device's reporting or showing to the sender that the transmission is completed.

20.1.3 Any attachments (such as auditors' report) to a notice or standalone document may be served by (i) posting the same on the website of the Forum which is made accessible to the addressee; and (ii) serving written notice of the same to the addressee by any mode of service provided in clause 20.1.1 above informing the addressee of the website address and specifying that the particular attachments or document may be downloaded from the Forum's website. In that case, the attachments or document shall be deemed to have been served at the time when the said written notice is deemed to have been validly served upon the addressee."

20.2 Notice of every general meeting shall be given in any manner hereinbefore authorized to-

- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Forum an address within Hong Kong for the giving of notices to them; and

(b) the auditors for the time being of the Forum.

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

### **Miscellaneous**

21. Every director, member of the Executive Committee and other officer of the Forum shall be indemnified out of the assets of the Forum against any liability incurred by him in relation to the Forum 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 under section 358 of the Ordinance in which relief is granted to him by the court.

22. Notwithstanding anything to the contrary herein, it is expressly provided that any question as to the interpretation of these Articles and bye-laws shall be finally decided by the Board.

23. To avoid any possible doubt only, it is expressly provided that in the case of the winding up of the Forum, the Seventh and Eighth clauses of the above Memorandum of Association shall have effect and be observed as if the same were repeated verbatim in these presents.

## Names of Signatories

CHAN Allan Sau Kit 陳修杰

CHAN Fuk Cheung 陳福祥

CHAN Hei Yim Leo 陳禧棧

CHAN Kin Sek Raymond 陳健碩

CHAN Siu Hung 陳紹雄

CHAN Siu Kun Alex 陳兆根

CHANG Chung Hung David 張鍾雄

CHENG Shu Wai Shirley 程書慧

CHEW Tai Chong 周大滄

CHING Pak Chung 程伯中

CHOY Kin Kuen 蔡健權

CHU Pui Kwan Reuben 朱沛坤

CHUNG Chi Leong 鍾志良

FUNG King Cheong 馮景昌

HO On Sing Thomas 何安誠

HO Wing Ching 何詠貞

KOO Yuk Chan 顧玉燦

KWAN Yuk Choi 關育材

LAU Ching Kwong 劉正光

LEE Chack Fan 李焯芬

LEE Wing Kee 李永基

LEUNG Chi Ming 梁志明

LEUNG Kwong Ho 梁廣灝

LEUNG Suk Yan Sally 梁淑旻

LEUNG Wai Ho Alfred 梁偉豪

LO Wai Ling 盧慧玲

LUK Wang Kwong 陸宏廣

MAK Yan Fai 麥潤輝

MOK Kin Lun 莫建鄰

MOK Kwok Woo 莫國和

SHUM Chun Kin Anthony 岑鎮堅

SIN Kar Ming Samson 冼嘉明

SIU Yin Wai 邵賢偉

TONG Wai Kwok Aaron 唐偉國

TSE Kam Chuen 謝錦泉

WAI Ping Kong Alexander 衛炳江

WAN Chi Tin 尹志田

WONG Chak Yan 黃澤恩

WONG Kwok Keung 王國強

WONG Kwok Lai 黃國禮

WONG Tin Cheung 黃天祥

WONG Wai Ho 黃懷豪

WONG Wai On 黃維安

WONG Yiu Fai 黃耀輝

WONG Yiu Sun Peter 黃耀新

YEUNG Kin Ming 楊建明

YIP Chung Nam 葉仲南

Dated the 2nd day of March, 2011.

WITNESS to the above signatures,

CHAN Po Ha 陳寶霞  
Institutional Affairs Officer  
9/F, Island Beverley,  
No 1 Great George Street,  
Causeway Bay, Hong Kong