

THE COMPANIES ORDINANCE (CHAPTER 32)

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

ARTICLES OF ASSOCIATION

OF

HONG KONG ARCHIVES SOCIETY LIMITED

香港檔案學會有限公司

Interpretation

1. These Articles shall be construed with reference to the provision 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:-

“The Society” shall mean the association registered as “
HONG KONG ARCHIVES SOCIETY LIMITED
香港檔案學會有限公司”

“The Ordinance” shall mean the Companies Ordinance (Chapter 32) of the Laws of Hong Kong.

“Members” shall mean the members of the Society so registered.

“Directors” shall mean the Directors of the Board of Directors of the Society for the time being.

“Board of Directors” shall mean the Board of Directors of the Society for the time being.

“General Meeting” shall mean general meeting of the Society whether ordinary or extraordinary.

“Special Resolution” shall have the meanings assigned thereto respectively by Section 116 of the Companies Ordinance.

“**The Seal**” shall mean the Common Seal of the Society.

“**The Auditor**” shall mean the person for the time being performing the duties of Auditor.

“**The Registered Office**” shall mean the registered office for the time being of the Society.

“**These Presents**” shall mean and include the Articles of Association and the Rules, Regulations and Bye-laws of the Society from time to time in force.

“**Month**” shall mean calendar month.

“**The Register**” shall mean the Register of Members to be kept pursuant to Section 95 of the Companies Ordinance.

“**In writing**” and “**written**” shall mean and include written, printed, lithographed and typewritten.

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

Words importing the masculine gender shall include the feminine gender. 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.

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

Members

3. For the purposes of registration, the members with which the Society proposes to be registered is 25 but the Directors may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association shall be the first members of the Society. Such other persons who are willing to follow and promote the objects of the Society and are recommended by two members of the Society and approved by the Board of Directors shall be members of the Society.

5. Any member may withdraw from the Society by giving one-month notice in writing to Honorary Secretary of the Society.

Expulsion of Member

6. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association of the Society or the bye-laws of the Society, or shall be guilty of any conduct unworthy of a gentleman or likely to be injurious to the Society as the case may be, such member shall be liable to expulsion by a resolution of the Board of Directors, provided that at least one week before the meeting at which such resolution is passed he shall have had notice thereof, and of the intended resolution for his expulsion, and that he shall, at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing, any explanation or defense he may think fit. A member expelled under this Article shall forfeit all rights in and claims upon the Society and its property.

Honorary Advisors

7. The Board of Directors shall have power to appoint and nominate any person or persons who shall give constructive advises and guidance to the management and conduct of the affairs of the Society to be Honorary Advisor or Honorary Advisors of the Society but such Honorary Advisors shall not be entitled to elect or to be elected to any other official post of the Society.

General Meetings

8. The First General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Society, and at such place, as the Directors may determine.
9. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Society in general meeting, or in default, at such time in the third month following that in which the anniversary of the Society's incorporation occurs, and at such place as the directors shall appoint. In default of a general meeting being so held , a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.
10. The above-mentioned general meetings shall be called "Annual General Meetings"; all other general meetings shall be called "Extraordinary General

Meetings:

11. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meetings shall also be convened on such requisition, or, in default may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Notice of General Meetings

12. Subject to the provisions of Section 116 of the Ordinance relating to special resolution, twenty-one days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the regulations of the Society, entitled to receive such notices from the Society; but, with the consent of all the member entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
13. The accidental omission to give notice of meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.
15. 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; save as herein otherwise provided, two members personally present shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next

week, at the same time and place, 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 a quorum.

17. The Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Society.
18. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose one of their members to be Chairman.
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to vote of the meeting shall be decided on 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 two members present in person or by proxy entitled to vote and, unless a poll is so demanded, a declaration by the Chairman 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 of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
21. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. 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.
23. 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

24. Every member shall have one vote.
25. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, shall have no vote.
26. No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Society has been paid.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney so authorized. A proxy need not be a member of the Society.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Society not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
30. As instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:-

HONG KONG ARCHIVES SOCIETY LIMITED

香港檔案學會有限公司

I of being a member of

HONG KONG ARCHIVES SOCIETY LIMITED

香港檔案學會有限公司

hereby appoint

Of as my proxy, to vote for me and on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting to be held on the

Day of and at any adjournment thereof

Signed this day of

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Corporation Acting by Representatives at Meeting

32. Any corporation which is a member of the Society may by resolution of its Director or other governing body authorize such person as it thinks fit to act as its

representative at any meeting of the Society and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

Directors

33. Unless otherwise determined by the Society in general meeting the number of Directors shall not be less than two but not more than eleven.
34. The first Directors shall be determined in writing by a majority of the subscribers to the Memorandum of Association of the Society.
35. The Board of Directors shall have a Chairman and one Treasurer who shall be elected from and amongst its members.
36. Each Director shall have the power to nominate any member of the Society to represent him at a meeting of the Directors with full powers to act on behalf of such Director provided that the person to be appointed by him as aforesaid is not one of the Directors. For the purpose of a quorum under Article 15 the number of Directors present at any meeting shall be deemed to be the number of Directors present together with the number of Directors who shall be represented under this Article.
37. No salary, remuneration or allowance shall be paid to any Directors, but such Directors shall be reimbursed the out-of pocket expenses that may be incurred by them in connection with the business of the Society.

Honorary Directors

38. The Board of Directors shall have power to appoint and nominate any person or persons to be Honorary Director or Honorary Directors of the Society to give advice and guidance to the management and conduct of the affairs of the Society. Such Honorary Directors shall have right to attend meetings of Directors and to give advises thereat but shall not have right to vote thereat and shall not be entitled to elect or to be elected to any other official post of the Society.

Power and Duties of Directors

39. The business of the Society shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Society and may exercise all such powers of the Society as are not by the Ordinance, or by these Articles, required to be exercised by the Society in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Ordinance, and to such regulations not being inconsistent with the aforesaid regulations or provisions as

may be prescribed by the Society in general meeting, but no regulation made by the Society in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

40. In addition to all powers hereby expressly conferred upon them, and without detracting from the general meeting of their powers under the last preceding or any other Article, the Directors shall have the following powers in furtherance of the objects but not otherwise namely:-
 - a. To purchase, sell, mortgage, take on lease or let or otherwise acquire or manage any real and personal estate of the Society, or to build up, pull down, rebuild, add to alter, repair and improve any land, buildings or premises for the use of the Society.
 - b. To enter into to contracts on behalf of the Society.
 - c. To cause the Common Seal of the Society to be affixed to any document as they think proper, and to provide for the safe custody of the Common Seal.
 - d. To delegate all or any of their powers to any Committee.
 - e. To make and from time to time repeal or alter regulations as to the management of the Society and the affair thereof and as to the duties of any officers or servants of the Society and as to the conduct of business by the Directors or any committee or as to any of the matters or things within the powers or under the control of the Directors provided that the same shall not be inconsistent with the Memorandum and Articles of Association of the Society.
 - f. And generally to do all such other lawful things necessary or expedient for the due conduct of the affairs of the Society not herein otherwise provided for.
41. Directors shall hold office for a term of two years and at expiration of the term of office all Directors shall retire from office but shall be eligible for re-election. A retiring Director shall act throughout the meeting at which he retires.
42. The Society may from time to time in general meeting increase or reduce the number of Directors.
43. Any causal vacancy occurring in the Board of Directors may be filled up by the Directors but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.
44. The Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Society at that

meeting as an additional Director.

45. The Society may by special resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Proceedings of Directors

46. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
47. The Directors may, and the Chairman of Directors on the requisition of such members shall at any time summon a meeting of Directors.
48. The quorum necessary for the transaction of the business of a Directors' meeting shall be not less than two Directors for the time being acting.
49. In the absence of the Chairman or if at any time the Chairman is not present within fifteen minutes after the time appointed for the holding of the same, the Directors present shall choose some one of their member to be Chairman of the meeting.
50. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the regulations of the Society for the time being vested in or exercisable by the Directors generally.
51. 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 regulations of the Society as the necessary quorum of members, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Society but for no other purpose.
52. A resolution determined on without any meeting of Directors but evidenced by writing under the hands of all the Directors, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors.

Disqualification of Directors

53. The office of Director shall **ipso facto** be vacated if he:-
 - a. becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- b. becomes prohibited from being a Director by reason of an order under Part IV A of the Ordinance; or
- c. is found lunatic or becomes of unsound mind; or
- d. resigns his office by notice in writing to the Society; or
- e. ceases to be a member of the Society; or
- f. has been convicted of an indictable offence.

Minutes

54. The Directors shall cause minutes to be duly entered in the books provided for the purpose:-
- a. of all appointments of officers made by the Directors;
 - b. of the names of Director present at each meeting of the Directors and of any Committee of Director;
 - c. of all resolutions and proceedings at all meeting of the Society or of the Directors.

The seal, Cheques, Contracts, etc

55. The Seal of the Society shall be in the safe custody of the Board of Directors and shall not be used except with their authority.
56. Every document required to be sealed with the Seal of the Society shall be deemed to be properly executed if sealed with the Seal of the Society and signed by such person or persons as the Board of Directors may from time to time by a resolution authorise for such purpose.
57. All cheques, promissory notes, drafts or order or other negotiable instrument issued or required to be signed, endorsed or accepted or otherwise negotiated by the Society shall be signed by such person or persons as the Board of Directors may from time to time by a resolution authorise for such purpose.
58. All other contracts and instruments entered into by the Society in the ordinary course of business shall be signed by such person or persons as the Board of Directors may from time to time by a resolution authorise for such purpose.
59. All money received by the Society shall be deposited in such bank or banks as the Board of Directors shall from time to time think fit.

Accounts

60. The Board of Directors shall cause proper books of accounts to be kept in respect:-
- a. Of the sums of money received and expended by Society, and the matters in respect of which such receipt and expenditure takes place:

- b. Of the asset and liabilities of the Society; and
 - c. Of all other matters necessary for showing the true state and condition of the Society.
61. The books of account shall be kept at the registered office of the Society, or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection by the Directors.
 62. The Board of Directors shall from time to time determine to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Society, 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 Society, except as conferred by statute or authorised by the Board of Directors or by the Society in general meeting.
 63. The Board of Directors shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Society in general meeting a balance sheet and an income and expenditure account and reports as are referred to in that section.
 64. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting together with a copy of the Auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Society.
 65. Auditors shall be appointed and their duties are regulated in accordance with Section 131, 140 and 141 of the Ordinance.

Notices

66. A notice may be given by the Society to any member either personally or by sending it by post to him to his registered address, if any, within Hong Kong supplied by him to the Society for the giving of notices to him. 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 shall be deemed to have been effected at the expiration of 24 hours after the letter containing the same was posted.
67. As regards those members who have no registered address in Hong Kong, a notice posted up at the registered office of the Society shall be deemed to be well served on them at the expiration of twenty-four hour after it is posted up.
68. Notice of every general meeting shall be given in the same manner hereinbefore authorised to every member except those members who (having no registered

address within Hong Kong) have not supplied to the Society an address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

69. Unless otherwise required by the provisions of the Ordinance all books and documents kept by the Society and all notice given by the Society may be either in the English or Chinese language, or both.

Indemnity of Officers

70. Every member and all officers and servants of the Society shall be indemnified by the Society against, and it shall be the duty of the Directors out of the funds of the Society to pay all costs, losses and expenses which any such member, officer or servant may incur or become liable to or by reason of any contract entered into or act or deed done by him as such member of the Society, officer or servant or in any way in the proper and reasonable discharge of his duties. And in connection with which such member, officer or servant has not been guilty of any negligence, default, breach of trust or breach of duty whatsoever or any liability incurred as such member, officer or servant, in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted or in connection with application under the Ordinance in which relief is granted to him by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society (and as shall be between the members of the Society) have priority over all other claims.

Winding Up

71. The provisions of the Clauses 6 and 8 of the Memorandum of Association relating the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

Secretary

72. The First Secretary of the Society shall be Wan Lai Mui who shall be removed from office immediately after the appointment of the First Directors.

Names, Addresses and Descriptions of Subscribers

錢正民
Chin, Danny Ching Man
Block G 4/F Wong King Industrial Building
2 Tai Yau Street San Po Kong
Kowloon
Archivist

Dated the 22 November 2007

WITNESS to the above signatures:

Wan Lai Mui
Secretary
Block G 4/F Wong King Industrial Building
2 Tai Yau Street San Po Kong
Kowloon