

**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  
HONG KONG ARCHIVES SOCIETY LIMITED  
香港檔案學會有限公司**

1. The name of the Company is “HONG KONG ARCHIVES SOCIETY LIMITED 香港檔案學會有限公司”, hereinafter referred to as “the Society”.
2. The Registered Office of the Society will be situated in Hong Kong.
3. The objects for which the Society is established are:-
  - a. For the benefit of the public, to improve the quality of archives management and preservation practices in Hong Kong archives through establishing and maintaining a non-profit-making and charitable educational institute where public, archives users and archivists may obtain lectures, training, and practice of the use of archives.
  - b. On a non-profit making basis, to advance the professional education and training of archivists, archive conservators and records managers and those engaged in related activities.
  - c. On a non-profit making basis, to foster the care and preservation of archives in the public interest and to promote the better administration of archive repositories.
  - d. On a non-profit making basis, to educate and raise public awareness of the value of archives, that the holdings of archives can unlock a world of information and learning, of pleasure, contemplation and enthusiasm for history and culture.
  - e. For the benefit of the public, to encourage public be archives users and facilitate communication between archivists and archives users, and among archivists.
4. In furtherance of objects 3a to 3e inclusive but not otherwise, the Society shall have the power:
  - a. On a non-profit making basis, to promote and provide training courses and facilities for the training of archivists, archive conservators and records managers and those engaged in related activities

- b. On a non-profit making basis, to establish, maintain and operate assessments to evaluate and certify the candidates' skill in appropriate subjects.
- c. On a non-profit making basis, to hold conferences, seminars, meetings and lectures
- d. to maintain registers of members
- e. to collect, collate and publish information of service or interest to members and to the public
- f. to issue a journal and to compile and issue any other publications
- g. to form and maintain a library
- h. to commission, print, publish or produce papers, articles, books, magazines, videos, films, tapes and any other visual or auditory material
- i. Subject to clause 7 hereof, to employ lecturers, teachers, editors, officers and such other staff as may be required for the purposes of the Society
- j. to purchase, take on lease, exchange or otherwise acquire any lands, buildings easement, right or property which may be requisite for the furtherance of the objects of the Society
- k. to manage, improve, and maintain all or any part of the lands, buildings, easements and properties, movable or immovable, of the Society and to demolish, develop, reconstruct, underlet, exchange, mortgage, sell or otherwise deal with and dispose of the same either together or in portions
- l. to accept, subject to the approval of the Board of Directors of the Society, donations, devises and bequest of any movable or immovable property or funds for all or any of the objects of the Society
- m. to raise money by subscription or other lawful means for the purpose of the above objects or any of them
- n. to amalgamate with any companies institutions, societies or associations having objects altogether or in part similar to those of the Society provided that such companies, institutions, societies and associations have been exempted from tax under Section 88 of the Inland Revenue Ordinances
- o. to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with

which the Society is authorised to amalgamate. Provided that for this purpose the funds of the Society shall not be paid to any such institution which has no prohibition on the distribution of its income and property among its members to an extent similar to those imposed on the Society under or by virtue of Clause 7 and 8 hereof

- p. to undertake and execute any trusts or agency as the Society may think fit provided that such trusts or agency shall be undertaken and executed for the promotion of the objects of the Society
  - q. to invest and deal with the moneys of the Society not immediately required in a prudent and reasonable manner upon such securities and in such manner as may from time to time be determined.
  - r. to promote kindred schemes, and to investigate and made academic research into all aspects for public interest and the result of which will be published to the public
  - s. to open and operate banking account or accounts with any bank or banks for the purposes of the Society for such purposes, to make, give, accept, indorse, transfer, discount, and negotiate bills of exchange, promissory notes, cheques, or other similar instruments
  - t. to do all or any of the above things and either as principals, agents, trustee or otherwise, and by or through their agents or otherwise, and whether alone or in conjunction with others
  - u. to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
  - v. And it is declared that the powers set forth in the Seventh Schedule of the Companies Ordinance ( Cap. 32) are hereby excluded.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within one year afterward for payment of the debts and liabilities of the Society 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 the sum of one hundred dollar.
7. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth herein, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise

howsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any service actually rendered to the Society nor prevent the payment of interest at a rate per annum not exceeding 2 percent above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no Director of the Board or member of the governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Director of the Board or a member of the governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society. Provided that the provision last aforesaid shall not apply to any payment to any Society or organization of which a Director of the Board or a member of the governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such Director or member shall not be bound to account for any share of profits he may receive in respect of any such payment.

8. If upon the winding up of the Society 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 Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the Society on or before the time of dissolution, or in default thereof by a judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulation of the Society for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more authorised Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers
<p style="text-align: center;">錢正民 Chin, Danny Ching Man Block G 4/F Wong King Industrial Building 2 Tai Yau Street San Po Kong Kowloon Archivist</p>

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