

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**

**THE PROFESSIONAL VALIDATION COUNCIL OF  
HONG KONG INDUSTRIES LIMITED**

**香港工業專業評審局有限公司**

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*Name changed on 2 November 2001*

*(Incorporating amendments up to and Including 20 October 2006)*

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Incorporated the 9<sup>th</sup> day of April, 1999

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**CERTIFIED TRUE COPY**

For and on behalf of  
THE PROFESSIONAL VALIDATION  
COUNCIL OF HONG KONG  
INDUSTRIES LIMITED

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Lau Chin Ho – Director

**Re-printed**

No. 671850

編號

(COPY)

副本

**COMPANIES ORDINANCE  
(CHAPTER 32)**

香港法例第32章  
公司條例

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

公司更改名稱  
註冊證書

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**I hereby certify that**

本人謹此證明

**THE PROFESSIONAL VALIDATION CENTRE OF HONG KONG  
PLASTICS AND METAL INDUSTRIES LIMITED**  
(香港塑膠及金屬業專業評審中心有限公司)

having by special resolution changed its name, is now  
incorporated under the name of  
經通過特別決議，已將其名稱更改，該公司的註冊名稱現為

**THE PROFESSIONAL VALIDATION COUNCIL OF HONG KONG  
INDUSTRIES LIMITED**  
香港工業專業評審局有限公司

Issued by the undersigned on 2 November 2001.  
本證書於二〇〇〇年十一月二日簽發。

(Sd.) MISS R. CHEUNG

**For Registrar of Companies  
Hong Kong**

香港公司註冊處處長  
(公司註冊主任 張潔心 代行)

Company no: 671850

**COMPANIES ORDINANCE**  
(Chapter 32)

**SPECIAL RESOLUTION**  
**OF**  
**THE PROFESSIONAL VALIDATION COUNCIL OF**  
**HONG KONG INDUSTRIES LIMITED**

香港工業專業評審局有限公司

\_\_\_\_\_  
Passed on 20 October 2006  
\_\_\_\_\_

At the Annual General Meeting of the members of the Association duly convened and held at its registered office on 20 October 2006, the following resolution was duly passed as Special Resolution:-

“THAT the Articles of the Association be amended in the manner as follows:-

(A). That the following Article 3(e)(iii) be added immediately after Article 3(e)(ii):-

3(e)(iii) “registered representative” of an Industrial Member must be at least a member of current or past executive committee and preferably at the rank of Vice President of that Industrial Member.

(B). That the existing Article 6(b) be amended and shall be read as follows:-

6(b) The annual subscription fee being the fee payable for the period of 12 months from the 1st day of July of one year to the 30th day of June of the next year (hereinafter referred to as “the membership year”), shall be payable by the Fellow Members, Associate Members and Affiliated Members within the time specified in the notices to payment issued by the Association.

(C). That the existing Article 6(c) be amended and shall be read as follows:-

6(c) Any member admitted in the first half of the membership year (i.e. from the 1st day of July of any year to the 31st day of

December of the same year) shall be liable to pay the annual subscription fee in full and a member admitted in the second half of the membership year (i.e. from the 1st day of January in any year to the 30th day of June of the same year) shall, in respect of the membership year in which such member is admitted be liable to pay one half of the annual subscription fee for that membership year.

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**(S.d.) Lau Chin Ho**  
*Chairman of the Meeting*

Company no: 671850

**COMPANIES ORDINANCE**  
(Chapter 32)

**SPECIAL RESOLUTION**  
**OF**  
**THE PROFESSIONAL VALIDATION COUNCIL OF**  
**HONG KONG INDUSTRIES LIMITED**

香港工業專業評審局有限公司

\_\_\_\_\_  
Passed on 26 November 2004  
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At the Annual General Meeting of the members of the Association duly convened and held at its registered office on 26 November 2004, the following resolution was duly passed as Special Resolution:-

“THAT the Articles of the Association of the Association be amended in the manner as follows:-

(A). That the definitions of “Directors” and “Executive Committee” in the existing Article 1 be amended and shall be read as follows:-

“Directors” means the President, the Executive Vice-President of the Association and such persons as shall be elected by the Executive Committee.

“Executive Committee” means the President, the Executive Vice-President, the Vice-Presidents, the Treasurer of the Association and such persons as shall be elected by the members in the general meetings.

(B). That the existing Article 3(d)(i) be amended and shall be read as follows:-

3(d)(i) Any Fellow Member of the Association the right to use the following designatory letters (a) FPVC or (b) FMBA or (c) F Eng;.

(C). That the existing Article 3(f) be amended and shall be read as follows:-

3(f) Subject to the fulfillment of the required qualifications, any experienced senior industrial practitioners may be admitted to be a Fellow Member.

(D). That the existing Article 3(g) be amended and shall be read as follows:-

3(g) Subject to the fulfillment of the required qualifications, any experienced industrial practitioners may be admitted to be an Associate Member.

(E). That the existing Article 3(h) be amended and shall be read as follows:-

3(h) Subject to the fulfillment of the required qualifications, any persons completing the Association designated training programme may be admitted to be an Affiliated Member.

(F). That the existing Article 21 be amended and shall be read as follows:-

21 If at any general meeting the President of the Association is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Executive Vice-President shall take the chair in his place, and if the President and the Executive Vice-President shall not be present within 15 minutes after the time appointed for the holding of the meeting, one of the Vice-Presidents shall take the chair in his place.

(G). That the existing Article 46 be amended and shall be read as follows:-

46 Unless otherwise determined by the Association in general meeting, the Association shall have an Executive Committee consisting of not less than 2 members and not more than 39 members including one President, one Executive Vice-President, not more than 8 Vice-Presidents and one Treasurer provided that the total number of Corporate Members in the Executive Committee shall not exceed 25%.

(H). That the existing Article 47(b)(i) to (v) be deleted.

(I). That the existing Article 47(c) to 47 (f) be re-numbered to 47(b) to 47(e) respectively.

(J). That the existing Article 61 be amended and shall be read as follows:-

61 All deeds or instruments requiring the seal of the Association shall be signed by the President, or the Executive Vice-President or one of the Vice-Presidents of the Association or such other person or persons as the Directors shall from time to time appoint.

(K). That the existing Article 62 be amended and shall be read as follows:-

62 All cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all contracts and instruments entered into by the Association shall be signed by any two persons among the President, the Executive Vice-President, the Vice-Presidents and the Treasurer. Other documents shall be signed by the President or any two persons among the Executive Vice-President, the Vice-Presidents and the Treasurer in the absence of the President. All contracts and payment vouchers of a regular and routine nature shall be signed by such member or members of staff as may be from time to time authorized in writing by the Directors.

(L). That the existing Article 73 be amended and shall be read as follows:-

73. Every such account and balance sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Association and the account, report and balance sheet shall be signed by any two persons among the President, the Executive Vice-President, the Vice-Presidents and the Treasurer.”

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**(S.d.) Luk Tei, Lewis**  
*Chairman of the Meeting*

**COMPANIES ORDINANCE**  
(Chapter 32)

**SPECIAL RESOLUTION**  
**OF**  
**THE PROFESSIONAL VALIDATION COUNCIL OF**  
**HONG KONG INDUSTRIES LIMITED**

香港工業專業評審局有限公司

\_\_\_\_\_  
Passed on 17 October 2003  
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At the Annual General Meeting of the members of the Association duly convened and held at its registered office on 17 October 2003, the following resolution was duly passed as Special Resolution:-

“THAT the Articles of the Association of the Association be amended in the manner as follows:-

(A). That the definitions of “members” in the existing Article 1 be amended and shall be read as follows:-

“members” means members for the time being of the Association and unless the context otherwise provides shall include the Industrial Members, Corporate Members, Fellow Members, Associate Members, and Affiliated Members.

(B). That the definitions of “members” in the existing Article 1 be amended and shall be read as follows:-

3(b) Members of the Association shall, until and unless the Association shall otherwise decide, consist of the following groups:

- (i) Industrial Members
- (ii) Corporate Members
- (iii) Fellow Members
- (iv) Associate Members
- (v) Affiliated Members

(C). That the following Article 3(h) be added immediately after Article 3(g):-

3(h) Subject to the fulfillment of the required qualifications, any industrial practitioners completing the Association designated training programme may be admitted to be an Affiliated Member.

(D). That the existing Article 4(b) be amended and shall be read as follows:-

4(b) Fellow Members, Associate Members and Affiliated Members shall be entitled to attend and speak at general meeting but not be entitled to vote thereat.

(E). That the existing Article 6(b) be amended and shall be read as follows:-

6(b) The annual subscription fee being the fee payable for the period of 12 months from the 1st day of January of one year to the 31st day of December of the same year (hereinafter referred to as “the financial year”), shall be payable by the Fellow Members, Associate Members and Affiliated Members within the time specified in the notices to payment issued by the Association.

(F). That the existing Article 46 be amended and shall be read as follows:-

46 Unless otherwise determined by the Association in general meeting, the Association shall have an Executive Committee consisting of not less than 2 members and not more than 19 members including one President, one Executive Vice-President, not more than 8 Vice-Presidents and one Treasurer provided that the total number of Corporate Members in the Executive Committee shall not exceed 25%.

(G). That the existing Article 47(a) be amended and shall be read as follows:-

47(a) After the election of the President, he shall as soon as practicable appoint not more than 9 persons to be the candidates for the election amongst themselves to be the Executive Vice-President and Vice Presidents.

(H). That the existing Article 47(c) be amended and shall be read as follows:-

47(c) The term of office of the President, Executive Vice-President, Vice-Presidents and members of the Executive Committee and chairman of each of the standing committees of the Association shall be 2 years. Save and except the first President, any President upon expiry of the term of office is eligible for re-election for one more term only.

(I). That the existing Article 55 be amended and shall be read as follows:-

**Founder President, Life Presidents, Honorary Presidents  
and Honorary Vice-Presidents**

- 55 The Executive Committee may appoint any person or persons to be the Life President or Presidents and the Honorary President or Presidents of the Association. The President may by resolution of the Executive Committee appoint any person who is a registered representative of a member of the Association to be Honorary Vice-President. Life Presidents, Honorary Presidents and Honorary Vice-Presidents shall be entitled to attend and advise the meetings of the Executive Committee but they shall not have the power to vote thereat; Provided that the appointment of a person under this regulation as a Life President, an Honorary President or an Honorary Vice-President shall not disqualify that person from being elected as a member of the Executive Committee.

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**(S.d.) Luk Tei, Lewis**  
*Chairman of the Meeting*

Company no: 671850

**COMPANIES ORDINANCE**

(Chapter 32)

**SPECIAL RESOLUTION**

**OF**

**THE PROFESSIONAL VALIDATION COUNCIL OF  
HONG KONG INDUSTRIES LIMITED**

香港工業專業評審局有限公司

\_\_\_\_\_  
Passed on 8 November 2002  
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At the Annual General Meeting of the members of the Association duly convened and held at its registered office on 8 November 2002, the following resolution was duly passed as Special Resolution:-

“THAT the Articles of the Association of the Association be amended in the manner as follows:-

- (A) That the word of “FIEC (Hon)” in the existing Articles 3(c) be amended and changed to “FPVC (Hon)”
- (B) That the word of “FIEC” in the existing Articles 3(d)(i) be amended and changed to “FPVC”.
- (C) That the word of “AIEC” in the existing Article 3(d)(ii) be amended and changed to “APVC”

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**(S.d.) Luk Tei, Lewis**  
*Chairman of the Meeting*

Company no: 671850

**COMPANIES ORDINANCE**

(Chapter 32)

**SPECIAL RESOLUTION**

OF

**THE PROFESSIONAL VALIDATION CENTRE OF HONG**

**KONG PLASTICS AND METAL INDUSTRIES LIMITED**

**香港塑膠及金屬業專業評審中心有限公司**

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Passed on 28<sup>th</sup> September 2001

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At an Extraordinary General Meeting of the members of the Association held at its registered office on 28<sup>th</sup> September 2001, the following resolution was duly passed as Special Resolution:-

**“THAT the name of the Association be changed to “THE PROFESSIONAL VALIDATION COUNCIL OF HONG KONG INDUSTRIES LIMITED 香港工業專業評審局有限公司” effective upon issuance of Certificate of Incorporation on change of name.”**

(S.d.) Luk Tei, Lewis  

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*Chairman of the Meeting*

**COMPANIES ORDINANCE**

(Chapter 32)

**SPECIAL RESOLUTIONS**

OF

**THE PROFESSIONAL VALIDATION CENTRE OF HONG  
KONG PLASTICS AND METAL INDUSTRIES LIMITED**

**香港塑膠及金屬業專業評審中心有限公司**

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Passed on 28<sup>th</sup> September 2001

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At an Extraordinary General Meeting of the members of the Association held at its registered office on 28<sup>th</sup> September 2001, the following resolutions were duly passed as Special Resolutions:-

- I. "THAT the 3<sup>rd</sup> Clause of the Memorandum of Association of the Association be amended in the manner as follows:-
- (A). That the existing Sub-clauses (1) to (7) be altered and hence shall be read as follows:-
- (1) To do such acts or things as are necessary for or incidental to achieving the following charitable purposes either in Hong Kong SAR or any parts of the world:
- (i) promote and develop education and training for industry including granting educational funds and scholarships to Hong Kong residents who are engaging full-time employment for industry and making donations to any technical institutions, colleges, workshops and industrial technology development centres and setting up and maintaining non-profit making schools or other educational establishments of the same;
  - (ii) devise, design and review education curriculum for industry of tertiary and vocational institutions;
  - (iii) validate and recognise of education curriculum for industry provided by tertiary and vocational institutions;
  - (iv) suggest and influence on government in designing education curriculum for industry in tertiary and vocational institutions;

- (v) granting donations or assistance to any tertiary and vocational institutions or organizations by providing and improving equipment or facilities to/of any industrial education institutions or organizations and supporting any technological and industrial education researches conducted by educational institutes and/or training centres;
  - (vi) establishing, conducting, and carrying on, at any place or places within Hong Kong SAR or elsewhere, workshops, seminars, international conferences for the advancement of technological and industrial education and vocational training;
  - (vii) supporting, encouraging and promoting any scientific research by making donations or granting assistance to non-profit making organizations or institutions that are engaged in the said field and/or such research; and
  - (viii) all other general charitable purpose for the advancement of education for industry.
- (2) Generally to subscribe or guarantee money for any charitable object or for any charitable purpose in any way connected with the purposes of the Association or calculated to further its objects.
  - (3) To enhance the educational standards in the industry and to eliminate the handicap of language barrier.
  - (4) To educate and train young professionals for the industry and to release the burden of the industrialists on staff training.
  - (5) To represent the Hong Kong SAR Industry as an integrated body to liaise with overseas educational institutions for the protection of the rights and benefits of the industry.
  - (6) To promote the interchange of technological knowhow between local and overseas educational institutions.
  - (7) To help the industry to establish a unified standard in selecting appropriate candidates for appropriate posts through different levels of assessments in membership qualification.
- (B). That the following new Sub-clause (8) be added immediately after Sub-clause (7):-
- (8) To establish an information centre to gather the world wide state of the art technology in industrial education so as to enable its immediate accessibility by the public generally.

- (C). That the existing Sub-clauses (8) to (15) be re-numbered to new Sub-clause (9) to (16) accordingly.
- (D). That the word of “Company” in the existing Sub-clause (12) be amended and changed to “Association”.
- (E). That the existing Sub-clause (16) be deleted.”

II. “THAT the Articles of the Association of the Association be amended in the manner as follows:-

- (A). That the definitions of “Directors”, “Executive Committee” and “members” in the existing Article 1 be amended and shall be read as follows:-

“Directors” means the President, the Executive Vice-Presidents of the Association and such persons as shall be elected by the Executive Committee.

“Executive Committee” means the President, the Executive Vice-Presidents, the Vice-Presidents, the Treasurer of the Association and such persons as shall be elected by the members in the general meetings.

“members” means members for the time being of the Association and unless the context otherwise provides shall include the Industrial Members, Corporate Members, Fellow Members, and Associate Members.

- (B). That the word of “Ordinary” in the existing Articles 1, 4(b) and 6(b) be amended and changed to “Fellow” respectively.
- (C). That the existing Article 3(b) be amended and shall be read as follows:-

3(b) Members of the Association shall, until and unless the Association shall otherwise decide, consist of the following groups:

- (i) Industrial Members
- (ii) Corporate Members
- (iii) Fellow Members
- (iv) Associate Members

- (D). That the existing Article 3(c) be altered and hence shall be read as the following new Articles 3 (c) and 3 (cc):-

3 (c) The Association may from time to time in the absolute discretion of the Executive Committee elect to Honorary Fellowship of the Association such persons as they may

consider deserving of such election and confer upon such persons the right to use the designatory letters FIEC (Hon).

3(cc) The Association may from time to time in the absolute discretion of the Executive Committee elect to Honorary Professorship of the Association such persons as they may consider deserving of such election.

(E). That the word of “F.P.M.” in the existing Article 3(d)(i) be amended and changed to “FIEC”.

(F). That the word of “A.P.M.” in the existing Article 3(d)(ii) be amended and changed to “AIEC”.

(G). That the existing Article 3(e) be altered and hence shall be read as the following new Articles 3 (e) and 3 (ee):-

- 3(e) (i) Any industrial association, having been registered with the relevant Government Department or Authority in accordance with the provisions of any ordinance or bye-laws; or
- (ii) Any overseas industrial association.

shall be eligible to apply for admission and to be admitted as an Industrial Member of the Association.

- 3(ee)(i) Any overseas factory; or
- (ii) Any company having been incorporated or registered under the Companies Ordinance Chapter 32.

shall be eligible to apply for admission and to be admitted as a Corporate Member of the Association.

(H). That the words of “plastics and metal industries shall” in the existing Articles 3(f) be amended and changed to “industries may”.

(I). That the words of “technician in plastics and metal industries shall” in the existing Articles 3(g) be amended and changed “associate engineer in industries may”.

(J). That the existing Article 3(h) be deleted.

(K). That the existing Article 4 be amended and shall be read as follows:-

4. Subject to the provisions of Article 30

- (a) Industrial Member and Corporate Members shall be entitled to receive notice of and to attend and vote at general meetings of the Association and to elect members of the Executive Committee; and

- (b) Fellow Members and Associate Members shall be entitled to attend and speak at general meeting but not be entitled to vote thereat.
- (L). That the existing Article 5 be amended and shall be read as follows:-
5. Every application for membership of the Association shall be made in writing in such form as the Executive Committee shall from time to time prescribe and shall be signed by the applicant. The applicant shall specify in the application form the category of membership applied for.
- (M). That the existing Article 6(d) be deleted.
- (N). That the existing Article 13 be amended and shall be read as follows:-
13. Any 10 members of the Executive Committee may, whenever they think fit convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the requisition in writing of not less than 20 members of the Association or on such requisition as provided by section 113 of the Ordinance. Members requesting such a meeting must give notice specifying their intention of doing so.
- (O). That the existing Article 23 be amended and shall be read as follows:-
23. Except as hereinafter otherwise provided, at any general meeting a resolution put to the vote of the meeting shall unless previously required by any 10 of the members present to vote by ballot be decided on a show of hands and 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 containing the minutes of the proceedings of the Association 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.
- (P). That the existing Article 25 be amended and shall be read as follows:-
25. If a resolution is put to vote by ballot at the request of 10 members as hereinbefore provided the proceeding shall be decided by the chairman presiding at the meeting.
- (Q). That the existing Article 29 be amended and shall be read as follows:-
29. Each Industrial Member and Corporate Member shall be entitled to one vote at any general meeting of the Association but no member shall be entitled to attend or vote at any meeting of the Association unless one month before the

date of any such meeting all subscription and other moneys due and payable by such member shall have been paid. An Industrial Member and a Corporate Member shall be entitled to vote by its registered representative.

- (R). That the following new Article 31(a) be added immediately after Article 31 and shall be read as follows:-

31(a) The Board shall have power at any time, and from time to time, to appoint any other qualified person as a member of the Board to fill a causal vacancy. But any member so appointed shall hold office only until the next following annual general meeting of the Association and shall then be eligible for re-election.

- (S). That the existing Article 46 be amended and shall be read as follows:-

46. Unless otherwise determined by the Association in general meeting, the Association shall have an Executive Committee consisting of not less than 2 members and not more than 19 members including one President, not more than 4 Executive Vice-Presidents, not more than 8 Vice-Presidents, one Treasurer and not more than 5 members of the Executive Committee provided that the total number of Corporate Members in the Executive Committee shall not exceed 25%.

- (T). That the existing Article 47(a) be amended and shall be read as follows:-

47(a) The President shall within 2 weeks after his election appoint not more than 4 Executive Vice-Presidents and not more than 8 Vice-Presidents from the members of the Executive Committee.

- (U). That the existing Article 49(b) be amended and shall be read as follows:-

49(b) Upon the request in writing of 10 members of the Executive Committee, the President of the Association shall within 7 days from the receipt of such request convene a meeting of the Executive Committee. Members requesting such a meeting must state in writing the objects of the meeting. Unless a quorum of one-half of the number of the members of the Executive Committee is present, the meeting shall be dissolved and the proposal be cancelled. ”

**(S.d.) Luk Tei, Lewis**  
\_\_\_\_\_  
*Chairman of the Meeting*

**No. 671850**

編號

(COPY)

副本

**COMPANIES ORDINANCE  
(CHAPTER 32)**

香港法例第32章  
公司條例

**CERTIFICATE OF INCORPORATION  
公司註冊證書**

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**I hereby certify that**

本人謹此證明

**THE PROFESSIONAL VALIDATION CENTRE OF HONG KONG  
PLASTICS AND METAL INDUSTRIES LIMITED**  
(香港塑膠及金屬業專業評審中心有限公司)

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

於本日在香港依據公司條例註冊成為有  
限公司。

**Issued by the undersigned on 9 April 1999.**

本證書於一九九九年四月九日簽發。

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(Sd.) MISS R. CHEUNG

**For Registrar of Companies  
Hong Kong**

香港公司註冊處處長

(公司註冊主任 張潔心 代行)

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**

**THE PROFESSIONAL VALIDATION COUNCIL OF  
HONG KONG INDUSTRIES LIMITED**

香港工業專業評審局有限公司

(# Name changed on 2 November 2001)

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- 1<sup>st</sup>. The name of the Company is “THE PROFESSIONAL VALIDATION COUNCIL OF HONG KONG INDUSTRIES LIMITED 香港工業專業評審局有限公司” (hereinafter referred to as “the Association”).
- 2<sup>nd</sup>. The Registered Office of the Association will be situated in The Hong Kong Special Administrative Region (“Hong Kong”).
- 3<sup>rd</sup>. The objects for which the Association is established are :-
- (1) To do such acts or things as are necessary for or incidental to achieving the following charitable purposes either in Hong Kong SAR or any parts of the world :
- (i) promote and develop education and training for industry including granting educational funds and scholarships to Hong Kong residents who are engaging full-time employment for industry and making donations to any technical institutions, colleges, workshops and industrial technology development centres and setting up and maintaining non-profit making schools or other educational establishments of the same;
  - (ii) devise, design and review education curriculum for industry of tertiary and vocational institutions;
  - (iii) validate and recognise of education curriculum for industry provided by tertiary and vocational institutions;
  - (iv) suggest and influence on government in designing education curriculum for industry in tertiary and vocational institutions;
  - (v) granting donations or assistance to any tertiary and vocational institutions or organizations by providing and

improving equipment or facilities to/of any industrial education institutions or organizations and supporting any technological and industrial education researches conducted by educational institutes and/or training centres;

- (vi) establishing, conducting, and carrying on, at any place or places within Hong Kong SAR or elsewhere, workshops, seminars, international conferences for the advancement of technological and industrial education and vocational training;
  - (vii) supporting, encouraging and promoting any scientific research by making donations or granting assistance to non-profit making organizations or institutions that are engaged in the said field and/or such research; and
  - (viii) all other general charitable purpose for the advancement of education for industry.
- (2) Generally to subscribe or guarantee money for any charitable object or for any charitable purpose in any way connected with the purposes of the Association or calculated to further its objects.
  - (3) To enhance the educational standards in the industry and to eliminate the handicap of language barrier.
  - (4) To educate and train young professionals for the industry and to release the burden of the industrialists on staff training.
  - (5) To represent the Hong Kong SAR Industry as an integrated body to liaise with overseas educational institutions for the protection of the rights and benefits of the industry.
  - (6) To promote the interchange of technological knowhow between local and overseas educational institutions.
  - (7) To help the industry to establish a unified standard in selecting appropriate candidates for appropriate posts through different levels of assessments in membership qualification.
  - (8) To establish an information centre to gather the world wide state of the art technology in industrial education so as to enable its immediate accessibility by the public generally.
  - (9) To establish and carry on institutions of education, instruction or research and to provide for the giving and holdings of lectures, scholarships, awards, exhibitions, classes and meetings for the promotion and advancement of education or the dissemination of knowledge generally.
  - (10) To cultivate, encourage and promote the study, teaching and learning

of the liberal arts, humanities and natural sciences.

- (11) To encourage and promote the advancement of human knowledge by literary, historical and scientific research and by publication and dissemination of the results of such research.
- (12) To provide training in academic and professional subjects, with particular emphasis upon the education and training of mature and self-motivated adults by means appropriate to the orderly conduct of their vocational and personal lives.
- (13) To devise and administer curriculum and design and produce educational and instructional materials that promote and facilitate the education ends of the Association.
- (14) To devise and administer methods of assessing and evaluating academic performance and achievement; and assign academic credit or other indices appropriate to the recognition of such performance and achievement.
- (15) To award, in consideration of academic and profession achievement, as demonstrated by appropriate evaluations and assessments, certificates, diplomas.
- (16) To translate into Chinese, explain and expound the laws and regulation of Hong Kong for the information of the members of Association.
- (17) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided. Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (18) To borrow or raise or secure the payment of money in such manner as the Association shall think fit, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (19) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined.
- (20) To raise money by subscription or other lawful means for the purpose of the above objects or any of them.
- (21) To establish and maintain or procure the establishment and

maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowance, benefits or emoluments to any persons who are or were at any time in the employment or service of the Association, and the wives, widow, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.

(22) To establish and set up branches of the Association and representative offices and other affiliated associations of the Association overseas.

(23) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4<sup>th</sup>. The liability of the members is limited.

5<sup>th</sup>. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is member, or within one year afterwards, for payment of the debts and liability of the Association contracted before he ceases to be a member, and the cost, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding HK\$10.00.

6<sup>th</sup>. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association; but shall be given or transferred to some other institution or institutions, 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 Association such institution or institutions to be determined by the member of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Hong Kong SAR having jurisdiction in regard to charitable funds, and if so far as effect cannot be given to such provisions then to some charitable object or objects.

7<sup>th</sup>. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure take place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more authorised Auditor or Auditors.

Dated this 16<sup>th</sup> day of March, 1999

**Company Limited by Guarantee and not having a share capital**

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**ARTICLES OF ASSOCIATION  
OF**

**THE PROFESSIONAL VALIDATION COUNCIL OF  
HONG KONG INDUSTRIES LIMITED  
香港工業專業評審局有限公司**

(# Name changed on 2 November 2001)

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**Preliminary**

1. In these Articles, unless the context otherwise requires:-
    - “the Association” means the abovenamed Association.
    - “Directors” means the President, the Executive Vice-President of the Association and such persons as shall be elected by the Executive Committee.
    - “Executive Committee” means the President, the Executive Vice-President, the Vice-Presidents, the Treasurer of the Association and such persons as shall be elected by the members in the general meetings.
    - “members” means members for the time being of the Association and unless the context otherwise provides shall include the Industrial Members, Corporate Members, Fellow Members, Associate Members, and Affiliated Members.
    - “the Ordinance” means the Companies Ordinance (Chapter 32).
    - “Pre-incorporation Preparatory Committee” means the committee consisting of such persons as shall be nominated and appointed by the subscribers of the Memorandum of Association.
    - “registered representative” or “member’s registered representative” means a member’s representative who shall have been duly registered with the Association in accordance with these Articles.
    - “standing committee” means the standing committee appointed by the Executive Committee as provided in these Articles.
- Words having a special meaning assigned to them in the Companies Ordinance shall have the same meaning in these presents.
- Words importing the singular number only shall include the plural and vice versa.
- Words importing masculine gender shall include feminine and neuter genders.
- Words importing individuals shall include firms, companies, institutions, organisations, clubs and associations.

## **Members**

2. The Association is established for the purposes expressed in the Memorandum of Association. For the purposes of registration, the number of members of the Association is declared to be unlimited.
  
3. (a) All members of the Association admitted in accordance with the Articles of Association of the Association shall be members of the Association.
  
- (b) Members of the Association shall, until and unless the Association shall otherwise decide, consist of the following groups:
  - (i) Industrial Members
  - (ii) Corporate Members
  - (iii) Fellow Members
  - (iv) Associate Members
  - (v) Affiliated Members
  
- (c) The Association may from time to time in the absolute discretion of the Executive Committee elect to Honorary Fellowship of the Association such persons as they may consider deserving of such election and confer upon such persons the right to use the designatory letters FPVC (Hon).
  
- (cc) The Association may from time to time in the absolute discretion of the Executive Committee elect to Honorary Professorship of the Association such persons as they may consider deserving of such election.
  
- (d) The Association shall make such provisions and regulations for examinations and exemptions as they may deem fit for admission to Fellow and Associate Members of the Association for conferment on:
  - (i) Any Fellow Member of the Association the right to use the following designatory letters (a) FPVC or (b) FMBA or (c) F Eng;
  - (ii) Any Associate Member of the Association the right to use the designatory letters APVC.
  
- (e) (i) Any industrial association, having been registered with the relevant Government Department or Authority in accordance with the provisions of any ordinance or bye-laws; or  
(ii) Any overseas industrial association.

shall be eligible to apply for admission and to be admitted as an Industrial Member of the Association.

#(iii)“registered representative” of an Industrial Member must be at least a member of current or past executive committee and preferably at the rank of Vice President of that Industrial Member.

- (ee) (i) Any overseas factory; or
- (ii) Any company having been incorporated or registered under the Companies Ordinance Chapter 32.

shall be eligible to apply for admission and to be admitted as a Corporate Member of the Association.

- (f) Subject to the fulfillment of the required qualifications, any experienced senior industrial practitioners may be admitted to be a Fellow Member.
  - (g) Subject to the fulfillment of the required qualifications, any experienced industrial practitioners may be admitted to be an Associate Member.
  - (h) Subject to the fulfillment of the required qualifications, any persons completing the Association designated training programme may be admitted to be an Affiliated Member.
4. Subject to the provisions of Article 30
- (a) Industrial Member and Corporate Members shall be entitled to receive notice of and to attend and vote at general meetings of the Association and to elect members of the Executive Committee; and
  - (b) Fellow Members, Associate Members and Affiliated Members shall be entitled to attend and speak at general meeting but not be entitled to vote thereat.
5. Every application for membership of the Association shall be made in writing in such form as the Executive Committee shall from time to time prescribe and shall be signed by the applicant. The applicant shall specify in the application form the category of membership applied for.
6. (a) The entrance fees upon admission, the annual subscription and other fees payable by the members to the Association shall be in such amounts as may from time to time be decided by the Executive Committee.

#(b) The annual subscription fee being the fee payable for the period of 12 months from the 1st day of July of one year to the 30th day of June of the next year (hereinafter referred to as “the membership year”), shall be payable by the Fellow Members, Associate Members and Affiliated Members within the time specified in the notices to payment issued by the Association..

#(c) Any member admitted in the first half of the membership year (i.e. from the 1st day of July of any year to the 31st day of December of the same year) shall be liable to pay the annual subscription fee in full and a member admitted in the second half of the membership year (i.e. from the 1st day of January in any year to the 30th day of June of the same year) shall, in respect of the membership year in which such member is admitted be liable to pay one half of the annual subscription fee for that membership year.

7. Every application for membership shall be considered first by the Executive Committee, and if the application is approved by them, the applicant will become a member of the Association upon payment of its entrance fee and first annual subscription fee or lump sum subscription fee (as the case may be). The Executive Committee shall have full powers to refuse any application for membership without giving any reason therefor.

8. Any member whose annual subscription is unpaid after it has become due and shall remain unpaid for one month from the date when notice by registered post of the same shall have been given by the Association to it, shall cease ipso facto to be a member of the Association and shall forfeit all rights in and claims upon the Association, but may be reinstated at the discretion of the Executive Committee on payment of all arrears.

9. Any member desiring to withdraw from the Association shall give two months notice in writing addressed to the Executive Committee and deposited at the registered office of the Association of its intention so to do, and such member shall be liable to pay the annual subscription for that year. A member who shall withdraw from the Association shall forfeit all rights in and claims on the Association and shall have no claim on the property of the Association.

10. (a) If any member shall willfully refuse to comply with the provisions of the Memorandum or Articles or bye-laws of the Association or shall be guilty of any conduct unworthy of a respectable merchant or likely to be injurious to the Association or shall in the opinion of the Executive Committee no longer hold the necessary qualifications for membership as provided in Article 3, as the case may be, the Executive Committee may by resolution passed at a special meeting of the Executive Committee by a majority of at least three quarters of all the members of the Executive Committee holding office as members of the Executive Committee at the date of the resolution expel such member from the Association and may remove it from any office held by it in the Association, and
- (b) In the case of misconduct on the part of the registered representative of a member, the Executive Committee may by resolution passed at a special meeting of the Executive Committee by a majority of at least three quarters of all the members of the Executive Committee holding office as members of the Executive Committee at the date of the resolution call upon such member to change its registered representative:

Provided that at least 7 days before the meeting at which such resolution mentioned in (a) and (b) above is passed the member who is affected thereby shall be notified in writing and be entitled to attend at that meeting to give any explanation or defence, in writing or verbal, which it may think fit.

A member expelled under this Article shall forfeit all rights in and claims upon the Association and shall have no claim on the property of the Association.

### **General Meeting**

11. 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 determined by the Directors. Provided that so long as the Association holds its first general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. In default of a general meeting being so held, a general meeting may be convened by any two members in the same manner as nearly as possible as that in which the meetings are to be convened by the Directors.

12. The above-mentioned general meetings shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings.

13. Any 10 members of the Executive Committee may, whenever they think fit convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the requisition in writing of not less than 20 members of the Association or on such requisition as provided by section 113 of the Ordinance. Members requesting such a meeting must give notice specifying their intention of doing so.

14. Each member may be represented by only one registered representative who shall bring with him the attendance card to be issued by the Association. An attendance card together with the notice of the meeting shall be sent to each member by the Association by pre-paid post.

### **Notice of General Meetings**

15. Subject to the provisions of Section 114(1) of the Ordinance relating to annual general meetings and subject to the provisions of Section 116(1) of the Ordinance relating to special resolutions, 21 days' notice at the 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 provided, or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are under the regulations of the Association entitled to receive notices from the Association, but with the consent of all the members entitled to receive such notices, the meetings may be convened by such shorter notices and in such manner as those members may think fit.

16. The accidental omission to give notice of a 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**

17. 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 sheet, and the ordinary report of the Directors, Executive Committee and auditors, the appointment of the auditors, and the fixing of the remuneration of the auditors.

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Save as herein otherwise provided 2 members whose registered representatives entitled to attend and vote at the meeting are present personally shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

20. The President of the Association shall preside as chairman at every general meeting of the Association.

21. If at any general meeting the President of the Association is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Executive Vice-President shall take the chair in his place, and if the President and the Executive Vice-President shall not be present within 15 minutes after the time appointed for the holding of the meeting, one of the Vice-Presidents shall take the chair in his place.

22. The chairman may, (and shall if so directed by the meeting), adjourn any 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 10 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.

23. Except as hereinafter otherwise provided, at any general meeting a resolution put to the vote of the meeting shall unless previously required by any 10 of the members present to vote by ballot be decided on a show of hands and 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 containing the minutes of the proceedings of the Association 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.

24. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

25. If a resolution is put to vote by ballot at the request of 10 members as hereinbefore provided the proceeding shall be decided by the chairman presiding at the meeting.

26. No member except with the permission of the chairman may address the meeting for more than 10 minutes at a time.

27. The quorum for an extraordinary general meeting convened by the Directors shall be 2 members of the Association whose registered representatives entitled to attend and vote at the meeting are present personally.

28. No ordinary resolution passed in general meeting may be revoked or amended unless a resolution to revoke or amend the same has been passed by a general meeting by a majority of not less than two-thirds of the members present at the meeting at which such resolution is passed. No amendment or revocation of a resolution shall retrospectively invalidate or nullify any prior act done in pursuance of such resolution.

### **Votes of Members**

29. Each Industrial Member and Corporate Member shall be entitled to one vote at any general meeting of the Association but no member shall be entitled to

attend or vote at any meeting of the Association unless one month before the date of any such meeting all subscription and other moneys due and payable by such member shall have been paid. An Industrial Member and a Corporate Member shall be entitled to vote by its registered representative.

30. The person attending any general meeting of the Association on behalf of a member whether as registered representative shall bring along with him the attendance card issued for such meeting by the Association and shall produce the same to officials of the Association for inspection.

#### **Directors**

31. Unless the Executive Committee shall otherwise decide, the number of Directors shall be not less than 2 and not more than 9. The first Directors shall be determined by the Pre-incorporation Preparatory Committee.

31(a). The Board shall have power at any time, and from time to time, to appoint any other qualified person as a member of the Board to fill a causal vacancy. But any member so appointed shall hold office only until the next following annual general meeting of the Association and shall then be eligible for re-election.

32. No Director shall be entitled to receive any remuneration from the Association for his services rendered to the Association as such Director.

33. A retiring Director shall act throughout the meeting at which he retires.

34. The management of the business and control of the Association shall be vested in the Directors who, in addition to the powers and authorities and discretions under these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Association in general meeting, but subject nevertheless as the provisions of the Ordinance, and of the provisions hereof, and to any regulations from time to time made by the Association in general meeting not being inconsistent with such provisions of these presents; but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

35. Without prejudice to the general powers conferred by the last preceding Article, and to the other powers conferred by these presents, it is hereby expressly declared that, subject to the provisions of the Memorandum of Association, the Directors shall have the following powers, that is to say:-

- (a) to issue debentures, debenture stock, bonds, or obligations of the Association at any time, in any form or manner, and for any amount and to raise or borrow for the purposes of the Association any sum or sums of money either upon mortgage or charge on any of the property of the Association or on bonds or debentures or otherwise, as it may think fit,
- (b) to engage solicitors, barristers-at-law and other agents for the

purposes of the Association.

- (c) from time to time to make, alter and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association, and in particular, but not exclusively it may by such bye-laws regulate:-
  - (i) the granting of honorary awards to persons, including members of the Association, in connection with competitions, functions or activities of or sponsored or promoted by the Association but so that no pecuniary awards of any kind or any other awards of any kind that would contravene the Fourth Clause of the Memorandum of Association shall be given to any member of the Association.
  - (ii) the eligibility of the person to be elected as the Executive Vice-President or Vice-President of the Association or the chairman of a standing committee.
  - (iii) the employment of such person or persons as secretaries, clerks and/or servants as are necessary for the purposes of the Association.
  - (iv) the salary or wages to be given to the employees.
  - (v) the expenditure of the moneys of the Association.

Provided that any making, alteration or repeal of such bye-laws by the Directors (other than by the first Directors during their term of office) shall be subject to the consent of the Executive Committee.

- (d) to appoint, dismiss and remunerate officers or members of the Association in return for any services actually rendered to the Association.
- (e) to delegate in writing any of their powers to such person or persons and to such committee or committees consisting of such members of the Association as the Directors shall consider expedient and to revoke any such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

### **Disqualification of Directors**

36. The office of Director shall be vacated if the Director :-
- (a) becomes bankrupt 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 company 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) ceases to be the President or the Executive Vice-President of the Association (as the case may be); or
- (g) is removed by the member of whom he is the registered representative as its registered representative or if there is a change in his seniority as registered representative of that member or if that member ceases to be a member of the Association.

### **Proceedings of Directors**

37. The Directors may meet together for the despatch 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. A Director may, and the secretary on the requisition of a Director 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.

38. The quorum necessary for the transaction of the business of the directors may be fixed by the Directors, and unless so fixed shall be 2.

39. 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 Association 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 Association, but for no other purpose.

40. The President shall be the chairman of the meetings of Directors; but if at any meeting the President is not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

41. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

42. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

44. 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.

45. A resolution in writing, 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.

Provided that this regulation shall not apply in relation to any contract or arrangement in which a Director or Directors are interested, unless the number of Directors signing the resolution who are not interested in the contract or arrangement would have constituted a quorum of Directors if a meeting had been held for the purpose of considering the contract or arrangement.

### **The Executive Committee**

46. Unless otherwise determined by the Association in general meeting, the Association shall have an Executive Committee consisting of not less than 2 members and not more than 39 members including one President, one Executive Vice-President, not more than 8 Vice-Presidents and one Treasurer provided that the total number of Corporate Members in the Executive Committee shall not exceed 25%.

47. (a) After the election of the President, he shall as soon as practicable appoint not more than 9 persons to be the candidates for the election amongst themselves to be the Executive Vice-President and Vice Presidents.
- (b) The term of office of the President, Executive Vice-President, Vice-Presidents and members of the Executive Committee and chairman of each of the standing committees of the Association shall be 2 years. Save and except the first President, any President upon expiry of the term of office is eligible for re-election for one more term only.
- (c) The Directors may from time to time appoint and delegate in writing any of their powers to such other standing committees as the Directors shall consider expedient and may from time to time revoke the appointment of any such other standing committee or any member thereof.
- (d) Members of each standing committee shall not exceed 15 persons

who may be appointed by the Directors from members of the Association on the nomination of the chairman of the standing committee concerned. The Directors may from time to time revoke the appointment of any member of any standing committee.

- (e) The chairman of each standing committee shall be appointed by members of the Executive Committee. The Executive Committee may from time to time revoke the appointment of the chairman of any standing committee. In the event of the chairman of a standing committee vacating office for any reasons whatsoever, the Directors may appoint a member of the Executive Committee, other than the Chairmen of any other standing committees, to fill up such vacancy.

48. The powers, duties and functions of the Executive Committee shall be such as the Directors may from time to time delegate in writing. The Directors may from time to time and at any time revoke any of the powers, duties and functions delegated to the Executive Committee.

- 49. (a) The Executive Committee shall hold a meeting at least once every three months and the President of the Association may convene a meeting of the Executive Committee at any time; and

- (b) Upon the request in writing of 10 members of the Executive Committee, the President of the Association shall within 7 days from the receipt of such request convene a meeting of the Executive Committee. Members requesting such a meeting must state in writing the objects of the meeting. Unless a quorum of one-half of the number of the members of the Executive Committee is present, the meeting shall be dissolved and the proposal be cancelled.

50. Unless otherwise provided herein one-third of its members shall be a quorum at the meetings of the Executive Committee. A member having direct or indirect financial interest in the matter under discussion is not to be counted in a quorum and is not entitled to vote.

51. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. A resolution passed by the Executive Committee cannot be amended or revoked unless the resolution amending and revoking such resolution is passed by at least two thirds of the members of the Executive Committee present and voting at the meeting of the Executive Committee at which the resolution amending or revoking such resolution is passed but so that no amendment or revocation of such resolution shall retrospectively invalidate or nullify any prior act done in pursuance of such resolution.

52. Subject to Article 48 hereof, all resolutions passed by the Executive Committee have to be first confirmed by the Directors before the same shall take

effect.

### **Disqualification of Members of Committees**

53. The office of a member of the Executive Committee shall ipso facto be vacated :-

- (a) If the member becomes bankrupt or is wound up or suspends payment or compounds with his or its creditors.
- (b) If the member ceases to be a member of the Association.
- (c) If by notice in writing to the Association the member resigns.
- (d) If the member is removed by an extraordinary resolution of a general meeting of the members of the Association.
- (e) If the member is deemed to have voluntarily resigned under these Articles.
- (f) Where the member is elected in his capacity as the registered representative of a member, if he is removed by that member as its registered representative or if there is a change in his seniority as registered representative of that member or if that member ceases to be a member of the Association.

### **Founder President, Life Presidents, Honorary Presidents and Honorary Vice-Presidents**

54. Upon the retirement of the first President, the Executive Committee shall invite and appoint him as the Founder President of the Association.

55. The Executive Committee may appoint any person or persons to be the Life President or Presidents and the Honorary President or Presidents of the Association. The President may by resolution of the Executive Committee appoint any person who is a registered representative of a member of the Association to be Honorary Vice-President. Life Presidents, Honorary Presidents and Honorary Vice-Presidents shall be entitled to attend and advise the meetings of the Executive Committee but they shall not have the power to vote thereat; Provided that the appointment of a person under this regulation as a Life President, an Honorary President or an Honorary Vice-President shall not disqualify that person from being elected as a member of the Executive Committee.

- 56. (a) A Life Patron shall be elected unanimously by the members of the Executive Committee who are present at the meeting convened for such election.
- (b) An Honorary President shall be elected by a majority of at least 75% of the members of the Executive Committee who are present at the meeting convened for such election.

- (a) An Honorary Vice-President shall be elected by a simple majority of the members of the Executive Committee who are present at the meeting convened for such election.

57. A Life Patron, an Honorary President or an Honorary Vice-President shall hold office as such in his personal capacity.

### **Minutes**

58. 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 Directors;
- (c) of all resolutions and proceedings at all meetings of the Association (other than those of general meetings and of meetings of the Executive Committee), 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.

59. The Executive Committee shall cause minutes to be duly entered in the books provided for the purpose :-

- (a) of the names of the members present at each meeting of the Executive Committee.
- (b) of all its resolutions and proceedings.

### **The Seal**

60. The Chairman of the Executive Committee shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except by the authority of a resolution of the Directors and shall provide for the safe custody of title deeds, cheques and documents of title relating to the assets of the Association.

61. All deeds or instruments requiring the seal of the Association shall be signed by the President, or the Executive Vice-President or one of the Vice-Presidents of the Association or such other person or persons as the Directors shall from time to time appoint.

### **Authentication of the Deeds and Documents**

62. All cheques drawn on the Association's banking account and all orders

for payment, promissory notes and other negotiable instruments made or issued by the Association and all contracts and instruments entered into by the Association shall be signed by any two persons among the President, the Executive Vice-President, the Vice-Presidents and the Treasurer. Other documents shall be signed by the President or any two persons among the Executive Vice-President, the Vice-Presidents and the Treasurer in the absence of the President. All contracts and payment vouchers of a regular and routine nature shall be signed by such member or members of staff as may be from time to time authorized in writing by the Directors.

### **Management of the Association's Properties and Financial Affairs**

63. The Association's expenses shall be drawn from the following :-

- (a) member's annual subscriptions.
- (b) income and donations from special undertakings.
- (c) members' donations and other income.
- (d) membership entrance fees, and fees for admission as Permanent Members if the Directors shall approve.

64. The Executive Committee shall prepare a budget for the following year for approval of the annual general meeting of the members of the Association.

65. All such expenditure and all such losses, if any, as will be suffered by the Association in any undertaking as have not been included in the budget shall be subject to confirmation by the Executive Committee and shall be treated as special expenditure of the Association, if confirmed by the Executive Committee.

66. All special expenditure or expenses for any non revenue producing business undertaken by the Association exceeding \$300,000.00 shall have to be authorised by a resolution of the Executive Committee.

67. The Executive Committee may by a resolution passed in a meeting apply the moneys of the Association in the following manners :-

- (a) to deposit with any bank or banks of good standing and duly registered with the appropriate authorities in Hong Kong at a reasonable rate of interest.
- (b) to advance money on the security of a legal mortgage of leasehold properties in Hong Kong which shall have an unexpired term of at least 20 years with a right of renewal of the Crown Lease term provided that the mortgage term shall not be longer than 2 years and the amount to be advanced on such mortgage shall not exceed 80% of the value of the property according to the valuation report of a qualified valuer or assessor.
- (c) to invest in the purchase of leasehold properties in Hong Kong

having the same unexpired term as specified by the preceding sub-clause (b) hereof.

- (d) to invest in the purchase of shares in public limited companies in Hong Kong listed in any recognized Stock Exchange.

Proper books shall be kept by the Executive Committee with detailed accounts and records in connection with each investment.

- 68. The Executive Committee shall not be responsible for any loss in any investment. It shall exercise its powers in accordance with these presents in managing and dealing with the properties and other assets of the Association.

### **Accounts**

69. The Chairman of the Executive Committee shall cause true accounts to be kept :-

- (a) of the Association's receipts and payments.
- (b) of the assets and liabilities of the Association.
- (c) of all other matters necessary for showing the true state of the Association's financial position.

70. The books of accounts shall be kept at the registered office of the Association or at such other place or places as the Directors think fit.

71. The Executive Committee shall from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association, or any of them, shall be opened to the inspection of members, and no member, save and except members of the Executive Committee, shall have any right of inspecting any account or book of the Association, except as conferred by Ordinance or authorised by the Executive Committee or by a resolution of the Association in general meeting.

72. At the annual general meeting in every year, the Executive Committee shall lay before the meeting an income and expenditure account and a balance sheet, containing a summary of the property and liabilities of the Association made up to a date not more than 9 months before the meeting, from the time when the last preceding account and balance sheet were made up, and such balance sheet and account shall comply with the provisions of Sections 122 to 128 of the Ordinance.

73. Every such account and balance sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Association and the account, report and balance sheet shall be signed by any two persons among the President, the Executive Vice-President, the Vice-Presidents and the Treasurer.

74. A printed copy of such account, balance sheet and report shall, at least

21 days prior to the meeting, be sent to each member of the Association.

### **Audit**

75. Once at least in every year the accounts of the Association shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more auditors.

76. The Association at each annual general meeting shall appoint an auditor or auditors to hold office until the next annual general meeting, and their appointment, remuneration, rights and duties shall be regulated by Sections 131, 140 and 141 of the Ordinance.

77. Every account of the Association when audited and approved by a general meeting, shall be conclusive except as regards any error discovered therein within 3 months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.

### **Notices**

78. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, envelope or wrapper, addressed to such member at his registered place of address.

79. Any notice required to be given by the Association to the members, or any of them, unless otherwise provided by these presents, shall be deemed to have been sufficiently given if advertised in two or more of the daily newspapers approved for the purpose of the Transfer of Businesses (Protection of Creditors) Ordinance.

80. Any notice by a Court of law or otherwise, required or allowed to be given by the Association to the members or any of them by advertisement, shall be sufficiently advertised if advertised once in two or more of the daily newspapers approved for the purpose of the Transfer of Businesses (Protection of Creditors) Ordinance.

81. Any notice sent by post shall be deemed to have been duly served on the day following that on which the letter or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and sent to the post office. A certificate in writing signed by the secretary or other officer of the Association, that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

### **Indemnity Of Officers**

82. Every Director and member of the Executive Committee, Toy Standing Committee, Appliance Standing Committee, Mechanical and Metal Standing Committee, Material and Mould Standing Committee and other standing committees and other officer for the Association shall be

indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 358 of the Companies Ordinance in which relief is granted to him by the Court.

### **Secretary**

83. The Directors shall appoint a Secretary of the Association for such period, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. In the event that the secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised. The First Secretary of the Company shall be **Kitics Company Limited**.

### **Winding-Up**

84. The provision of the 5th and 6th Clauses of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.