



REGISTERED
ON
10 APR 1970
p. Registrar of Companies

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CHIU CLANSMEN'S GENERAL
ASSOCIATION HONGKONG LIMITED
(香港趙族宗親總會有限公司)

Incorporated the 10 APR 1970 day of _____, 1970.

P. H. SIN & CO.
Solicitors & Notaries,

HONG KONG *Ang. Cant.*

FEE PAID \$ 200
R/No. 15111

FEE PAID \$ 50
R/No. 15111

- 2 APR 1970

2 APR 1970

Registrar General's Dept.

Registrar G

Printed by
EMPIRE PRINTING COMPANY
Tung Cheng Factory Bldg.,
33, King's Road,
1st Floor, Flat A,
Hong Kong
TEL. H-611902
1970

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Tung Chee Factory Bldg.,
651, King's Road,
2nd Floor, 1st A
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(COPY)



CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

CHIU CLANSMEN'S GENERAL
ASSOCIATION HONGKONG LIMITED
(香港趙族宗親總會有限公司)

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

GIVEN under my hand this *10th*
day of *April* One Thousand Nine Hundred
and Seventy.

Ed - Shean Tai
for Registrar of Companies,
Hong Kong.

(COPY)



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Ed. - Hiam Jui
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE

(CHAPTER 32) 1964 REVISED EDITION

Company Limited by Guarantee and not
having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

CHIU CLANSMEN'S GENERAL
ASSOCIATION HONGKONG LIMITED
(香港趙族宗親總會有限公司)

1. The name of the Company (hereinafter called the Association') is "CHIU CLANSMEN'S GENERAL ASSOCIATION HONGKONG LIMITED (香港趙族宗親會有限公司)."
2. The registered office of the Association will be situate in the Colony of Hong Kong.
3. The objects for which the Association is established are:—
 - (a) To take over the whole of the assets belonging to and to undertake all the liabilities of an unincorporated body known as the Chiu Clansmen's General Association, Hong Kong.

- (b) To promote fraternity and friendship, to undertake settlement of disputes, to advance the welfare of and to relieve poverty and distress among the Chiu clansmen in Hong Kong.
- (c) To encourage the remembrance of and pay respects and give offerings to the ancestors and to hold public worship of the royal tomb of King Cheung Hing of Sung Dynasty (宋莊興帝) at Chik Wan (赤灣), Hong Kong.
- (d) To print and publish any periodicals, newsletters, books or leaflets that the Association may think desirable for the promotion of its objects.
- (e) To establish and carry on a school or schools and if thought desirable to found scholarship and to give prizes and bursaries to students and generally to promote and advance the cause of education, whether general, vocational or otherwise.
- (f) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (g) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (h) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (i) To provide for maintain and hold lectures, exhibitions, meetings, classes, libraries, trade fairs and conference calculated directly or indirectly to advance the objects of the Association or any of them.
- (j) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects provided that none of the Association's property may be let to any of its members or any Chiu clansman or their or his next-of-kin.
- (k) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
- (l) To borrow or raise money from the purposes of the Association on such terms and on such security as may be thought fit.
- (m) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (n) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (o) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:--

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union or which aims at profit-making or promoting the interest of any particular individual or corporation.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration of any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee or 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 Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, 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 \$10,00.

7. 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 having charitable objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in

regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts 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 as certified by one or more properly authorized Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers.
<p>趙奉修 (CHIU LUT-SAU) 55 Cornuaught Road Central, Top floor, Hong Kong. Merchant.</p>
<p>趙士厚 (CHIU SZE-LIM) 16 Bank Street, Ground floor, Hong Kong. Merchant.</p>
<p>趙以培 (CHIU YEE-LOK) 6 Pok Man Street, Tsimshatsui, Kowloon. Merchant.</p>
<p>趙三勉 (CHIU LAP-FAN) 45 Lee Tung Street, 14th floor, Hong Kong. Merchant.</p>

Dated the 31st day of March, 1970.

Witness to the above signatures:—

Eric Leung.
 Solicitor.
 Hong Kong.

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

Names, Addresses and Descriptions of Subscribers.

趙國良 (CHIU KWOK-LEUNG)

1 Lok Shan Road,
Kowloon. Merchant.

朱中平 (CHIU CHUNG-PAK)

653-657 King's Road, 1st floor.
Hong Kong. Merchant.

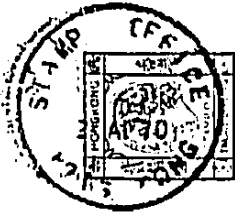
趙松茂 (CHIU SHU-FAN)

10 Kietwall Road, Flat D-9,
Hong Kong. Merchant.

Dated the 31st day of March, 1970.

Witness to the above signatures:-

Eddie Leung
Solicitor,
Hong Kong.



THE COMPANIES ORDINANCE

(CHAPTER 32) 1964 REVISED EDITION

Company Limited by Guarantee and not
having a Share Capital.

ARTICLES OF ASSOCIATION

OF

CHIU CLANSMEN'S GENERAL
ASSOCIATION HONGKONG LIMITED
(香港趙族宗親總會有限公司)

General

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meaning
The Ordinance ...	The Companies Ordinance, Chapter 32.
These presents ...	These Articles of Association, and the regulations of the Association from time to time in force.

The Association ... The above-named Chiu Clansmen's General Association Hongkong Limited.

Member ... The members of the Association.

Affiliated Member ... The affiliated members of the Association.

The Executive Committee ... The Executive Committee for the time being of the Association.

The Office ... The registered office of the Association.

The Seal ... The Common seal of the Association.

The Colony ... The Colony of Hongkong and its Dependencies.

Month ... Calendar month.

In writing ... Written, printer or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations, partnership firm, unincorporated association or a society.

Subject as aforesaid, any words or expression defined in the Ordinance or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

Members

2. The number of members with which the Association proposes to be registered shall be unlimited.
3. The provisions of section 95 of the Ordinance shall be observed by the Association, and every member of the Association shall sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association the members of the unincorporated society of Chiu Clansmen's General Association Hong Kong and such other persons as the Executive Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. Any Chiu Clansman and his next-of-kin, irrespective of sex, if of good conduct and agree to the objects of the Association and is willing to abide by the provisions of the Memorandum & Articles of Association shall be eligible for membership.
7. Every application for membership shall be in the following form, or in such other form as the Executive Committee shall from time to time prescribe, and shall be proposed by a member.

"To the Executive Committee of the Chiu Clansmen's General Association Hongkong Limited

I, _____ of _____ being desirous of becoming a member of the Chiu Clansmen's General Association Hong Kong Limited, hereby

apply to be admitted as a member thereof, subject to the provisions of the memorandum and articles of association of the Association.

Date:

Signature of applicant.

Signature of Proposer."

8. At the next meeting of the Executive Committee after the receipt of any application for membership, such application shall be considered by the Executive Committee who shall thereupon determine upon the admission or rejection of the application. In no case shall the Executive Committee give any reason for the rejection of an application.

9. Every member of the Association shall pay on his admission or on the 1st day of February in each year in respect of the ensuing year an annual subscription to the funds of the Association the amount of which shall be determined by a General Meeting of the Association. Unless otherwise determined, the annual subscription of each member shall be \$20.00

10. Any member of the Association who shall desire to retire, shall signify such desire in writing to the Executive Committee before the 31st day of January of the year and his name shall be removed from the list of the members for the ensuing year and he shall be deemed to have retired.

Expulsion of Members

11 A majority of the members of the Executive Committee present and voting at a board meeting specially convened to consider a complaint against any member may, by resolution, suspend from membership or withdraw, or suspend, facilities of any member whose conduct, in their opinion, is unworthy of a member of the Association.

12. Written notice of any resolution to consider the conduct of a member must be given to the member at least 7 days before the day of such meeting. The member against whose conduct a complaint has been made shall be entitled to attend such meeting for the purpose of stating his reasons why action should not be taken against him; but he shall not be entitled to be present at the deliberations of the meeting.

13. Any member shall *ipso facto* cease to be a member of the Association:—

- (i) If he is adjudicated a bankrupt or suspends payment or compounds with his creditors;
- (ii) If he is found lunatic or becomes of unsound mind;
- (iii) If his annual subscription is more than 3 months in arrear, or if he shall persistently neglect or refuse to pay any other moneys which may be due from him to the Association; but he may be re-admitted at any meeting of the Executive Committee by resolution, and on paying his subscription or other dues in arrear.
- (iv) If he shall neglect or refuse to comply with any Articles of Association or any bye-law of the Association for the time being after written notice sent to him by registered post by the Secretary on the instructions of the Executive Committee directing his attention to such neglect or refusal.

Rights of Members

14. (a) Members shall be entitled to vote in all General Meetings of the Association and shall be eligible to serve on the Executive Committee.

(b) All members shall be entitled to the services benefit and facilities which the Association may provide for them on such terms and conditions as the Association may decide.

(c) No right or privilege of any member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, either by death, retirement, or otherwise.

Affiliated Members

15. Any person eligible for membership under clause 6 hereof may, without payment of any subscription become an affiliated member of the Association by applying for such affiliated membership to the Executive Committee in the same or similar manner set out in clauses 7 and 8 hereof and subject to the same rules of retirement and expulsion as are set out in clauses 10, 11, 12 and 13 hereof. Every affiliated member shall have the obligation to abide by the provisions of the Memorandum & Articles of Association and all resolutions of the Association, to assist in the community service undertaken by the Association and promotion of the Association's objects. He shall also have the rights of making recommendations and suggestions for the consideration by the members of the Association in General Meetings and by the Executive Committee in board meeting, but have no right to vote in General Meetings and not be eligible for election as members of the Executive Committee. The affiliated members shall further be entitled to such services benefit and facilities which the Association may provide for the affiliated members on such terms and conditions as the Association may decide. Meetings of the affiliated members of the Association shall be convened from time to time in such manner and in accordance with such procedure as the Executive Committee may from time to time decide.

General Meetings

16. (a) 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 Association, and at such place, as the Executive Committee may determine.

(b) A general meeting shall be held once in every calendar year on such date and at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as Executive Committee may 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 Executive Committee.

17. All General Meeting, other than Annual General Meetings, shall be called Extraordinary General Meeting.

18. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting, and 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.

19. Subject to the provisions of Subsection (2) of Section 116 of the Ordinance relating to special resolutions, seven days' notice at the least of every General Meeting advertised in at least 2 newspapers in general circulation (exclusive in every case both of the day on which it is advertised and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Ordinance entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

20. The accident omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided in the case of an ordinary general meeting 21 members and in the case of an extraordinary general meeting 81 members entitled to vote at the meeting personally present shall be a quorum.

23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day of the ensuing week at the same time and place, or at such other place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

24. The President of the Association shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Chairman of the Executive Committee, or if no such Chairman be present, or if all the members of the Executive Committee present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

25. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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. The demand for a poll may be withdrawn.

27. Subject to the provisions of Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

30. The demand of a poll shall not present the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

31. Subject as hereinafter provided, every member shall have one vote.

32. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question.

Executive Committee

33. Until otherwise by a General Meeting, the number of the members of the Executive Committee shall not be less than 43 nor than 86, and they shall be entitled to hold office for a term of 2 years and shall subject to clause 54 hereof be eligible for re-election.

34. In addition to the President and Vice-Presidents who shall be elected by the members in the Annual General Meeting the Executive Committee shall elect amongst themselves a Chairman of the Executive Committee and not less than one and not more than 4 Vice-Chairmen of the Executive Committee and the other members of the Executive Committee shall fill the posts of the following sections, viz:—

- (1) General Affairs Section
- (2) Financial Section
- (3) Accounts Section
- (4) Welfare Section

- (5) Ancestral Worship Section
- (6) Public Relation Section
- (7) Education Section
- (8) Recreation Section
- (9) Investigation Section
- (10) Women's Section
- (11) Auditing Section
- (12) Inspection Section

There shall be a sectional manager and 2 assistant sectional managers in each of the above sections and the remaining members of the Executive Committee shall be administrative affairs attached to the various sections as the Executive Committee may from time to time determine. The Executive Committee may from time to time establish additional section or sections and appoint manager and assistant managers thereof for the purpose of more effectually carrying out the objects and the administration of the affairs of the Association.

35. Subject to clause 38 hereof the Executive Committee may from time to time and at any time appoint any member of the Association as a member of the Executive Committee either to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting at which all members of the Executive Committee shall retire in accordance with clause 53 hereof, but shall be eligible for re-election.

36. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Executive Committee.

37. Not less than 5 and not more than 11 of such members as shall have been elected to become but have not become members of the Executive Committee due to

the fact that the maximum number of members of the Executive Committee allowed by clause 30 has been reached shall become Reserve Members of the Executive Committee.

38. In the event of any member who has been elected to become a member of the Executive Committee declining to accept office or in case of casual vacancy occurring in the Executive Committee, such office or vacancy shall be filled by a Reserve Member thereof. As between the Reserve Members, priority of appointment to fill such vacancy shall be according to the number of votes by which the Reserve Members has been elected as such Reserve Member, the one who has the largest number of votes shall have priority.

Election

39. The election of the members of the Executive Committee and Reserve Members shall take place in the Annual General Meeting, and all arrangements for it shall be attended to by an Election Committee appointed by the Executive Committee.

40. In the event the maximum number of members of the Executive Committee and/or Reserve Members have not been reached and there is equality of votes amongst 2 or more members, the office shall be determined by the casting of lots.

41. Every voting ticket shall be numbered and shall contain the names of the members of the Association who shall be eligible to vote or to be elected. Each voting tickets shall be clipped with the chop of the Association before it is distributed to a member at the meeting.

42. The Election Committee shall be appointed by the Executive Committee and shall consist of not less than 11 nor more than 17 members.

Power of The Executive Committee

43. The business of the Association shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion,

formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

44. The members for the time being of the Executive Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Advisors

45. The Executive Committee, from time to time, appoint any person or persons, whether or not a member of the Association, and nominated by the President, who in his opinion will render valuable services to the Association to be Advisor or Advisors. The Advisor or Advisors shall be entitled to remain in office for a period of two years and are eligible for re-appointment.

Management of Property

46. All landed property, stocks, funds, shares, and other securities, the property of the Association shall be vested in the Executive Committee for the time being,

and no part of the property of the Association shall be let, lent, sold, assigned, transferred, conveyed, mortgaged or otherwise disposed of by the Association to any Chiou Clansmen whether member of the Association or not and/or without a special resolution of an Extraordinary General Meeting approving same.

47. All deeds or instruments requiring the seal of the Association shall be signed by the President, the Chairman of the Executive Committee, the manager of General Affairs Section and the manager of the Financial Section.

48. All cheques drawn on the Association's banking account shall be chopped with the chop of the Association and signed by any 3 of the following, viz:— the President, a Vice-President, Chairman of the Executive Committee, one of the Vice-Chairmen of the Executive Committee, manager of the General Affairs Section and Financial Section.

49. Save as otherwise specified, any contract for which the use of the seal of the Association is not required may be signed by such person or persons as the Executive Committee may appoint.

50. All title deeds of the Association shall be deposited in a safe deposit box opened in name of the Association and operated in the same manner in which the Association's bank account is operated. No payment other than expenses in accordance with the monthly estimate passed by the Executive Committee.

Minutes

51. The Executive Committee shall cause minutes to be made in books provided for the purpose—

(a) of all appointments of officers made by the Executive Committee;

(b) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee of the Executive Committee;

(c) of all resolutions and proceedings at all meetings of the Association, and the Executive Committee, and of sub-committees;

and every member of the Executive Committee present at any meeting of Executive Committee or sub-committee shall sign his name in a book to be kept for that purpose.

Disqualification of Members of Executive Committee

52. The Office of a member of the Executive Committee shall be vacated—

(a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.

(b) If he becomes of unsound mind.

(c) If he ceases to be a member of the Association.

(d) If by notice in writing to the Association he resigns his office.

(e) If he ceases to hold office by reason of any order made under sections 223 or 275 of the Ordinance.

(f) If he absents from office without prior leave for more than 3 months.

(g) If he is removed from office by a resolution duly passed pursuant to clause 56 hereof.

(h) If he has been convicted of any criminal offence.

Rotation of Members of The Executive Committee

53. At the first Annual General Meeting and at the Annual General Meeting to be held in every other subsequent year, all members of the Executive Committee for the time being shall retire from office.

54. A retiring member of the Executive Committee shall be eligible for re-election, but no Chairman of the Executive Committee shall remain in the office of as such for more than 2 terms.

55. The Association may from time to time in General Meeting increase or reduce the number of members of the Executive Committee, and determine in what rotation such increased or reduced number shall go out of office, and may the appointment necessary for effecting any such increase.

56. The Association may by Extraordinary Resolution remove any member of the Executive Committee before the Expiration of his period of office on any of the following grounds, viz:—

- (1) That he neglects the duties entrusted to him by the Executive Committee or the affairs of the Association;
- (2) That he utters the name of the Association for his personal gains;
- (3) That he is guilty of fraudulent conversion or embezzlement of the property belonging to the Association.
- (4) That his conduct is prejudicial to the goodwill and interest of the Association.

and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

Proceedings of The Executive Committee

57. The Executive Committee may meet together once every calendar month, and whenever the President may determine or upon the requisition of not less than 10 members of the Executive Committee addressed to the Secretary for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business the bi-monthly meetings shall be called ordinary council meetings and all other council meetings shall be called extraordinary council meetings. Unless otherwise determined, 11 members of the Executive Committee shall be a quorum. 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.

58. A member of the Executive Committee may, and on the request of a member of the Executive Committee the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. A member of the Executive Committee who is absent from the Colony shall not be entitled to notice of a meeting.

59. The Chairman of the Executive Committee shall preside at all meetings of the Executive Committee at which he shall be present. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chairman or one of the Vice-Chairmen or failing him a member of the Executive Committee present shall choose one of their number to be Chairman of the meeting.

60. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Chamber for the time being vested in the Executive Committee generally.

61. The Executive Committee may delegate any of their powers to sub-committees consisting of such member or members of the Executive Committee as they think fit,

and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.

62. All acts bona fide done by any meeting of the Executive Committee or any sub-committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Executive Committee.

63. The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and for the proceedings of all meetings of the Association and of the Executive Committee and of sub-committees of the Executive Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

64. A resolution in writing signed by all the members for the time being of the Executive Committee or of any sub-committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such sub-committee shall be valid and effectual as if had been passed at a meeting of the Executive Committee or of such sub-committee duly convened and constituted.

Awards

65. The Executive Committee may from time to time provide for the award and/or encouragement to members, clausmen or any other person or persons who have assisted in the promotion of the objects of the Association in recognition of the donations made or services rendered by them.

Bye-Laws

66. The Executive Committee shall have power from time to time to make such Bye-Laws as may be necessary for the furtherance of the purposes for which the Association is established and for regulating the nomination and election of members of the Executive Committee; for the orderly and efficient conduct of their own proceedings, and of the proceedings of General Meetings of the Association; the appointment of their own meetings; the conduct of arbitrations; and the regulation of the various sub-committees of the Association; and for carrying on the general business of the Association provided they be not repugnant to or inconsistent with the term of the Memorandum of Association or these Articles. The Executive Committee may, at any time, and from time to time, revoke or alter any of the said Bye-laws. Provided that this shall not authorise the making, revoking, or altering of any Bye-law without a special resolution if it would amount to such an alteration of or addition to the Articles as could not otherwise be made without a special resolution.

Accounts

67. The Executive Committee shall cause proper books of account to be kept with respect to—

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

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

68. The books of account shall be kept at the office, or at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.

69. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in General Meeting.

70. At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to the 31st December last before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than seven clear days before the date of the meeting, subject nevertheless to the provisions of section 129(1)(a) of the Ordinance, be sent to the Auditors and to all other persons entitled to receive notices of General

Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 128 of the Ordinance.

Audit

71. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

72. Auditors shall be appointed and their duties regulated in accordance with sections 131, 140 and 141 of the Ordinance, the members of the Executive Committee being treated as the Directors mentioned in those sections.

Notices

73. Save as otherwise specified a notice may be served by the Association upon any member, either by advertisement in 2 Chinese newspapers in general circulation in Hong Kong or personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

74. Any member described in the register of members by an address not within the Colony, who shall from time to time give the Association an address within the Colony at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Ordinance, only those members who are described in the register of members by an address within the Colony shall be entitled to receive notices from the Association.

75. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and if served by advertisement shall be deemed to have been served on the day on which it is advertised, and in proving

such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter, and or the newspaper containing the advertisement respectively.

Dissolution

76. Clause ⁷⁷ of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

School Management Committee

77. (i) The Executive Committee shall nominate for each school established or carried on by The Association a management committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office, and such nominees shall make application to the Director of Education for the registration as managers under the provisions of the Education Ordinance.

(ii) The Executive Committee may remove or dismiss a member of a management committee from office and any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the Executive Committee shall forthwith tender his resignation in writing to the Director of Education as a registered manager under the Education Ordinance.

(iii) The Executive Committee shall nominate another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Director of Education for registration as a manager under the Provisions of the Education Ordinance.

(iv) A member of a management committee may be but need not necessarily be a member of the Executive Committee.

It shall be the special responsibility of a school management committee to conduct the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Director of Education.

School Supervisors

78. (i) The Executive Committee shall with the agreement of the majority of the members of the school management committee nominate a member of the school management committee to be the supervisor of the school either for a fixed term or without any limitation as to the period for which he is to hold such office and thereupon the school management committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.

(ii) The Executive Committee may remove or dismiss a supervisor from office and any supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Executive Committee shall tender forthwith his resignation in writing to the Director of Education as an approved supervisor under the Education Ordinance.

(iii) The Executive Committee with the agreement of the majority of the member of a school management committee shall nominate another supervisor to replace one who has been removed or dismissed or whose term of office has expired and thereupon the school management committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.

Names, Addresses and Descriptions of Subscribers.

趙幸修 (CHIU LUT-SAU)
 55 Connaught Road Central,
 Top floor, Hong Kong. Merchant.

趙士傑 (CHIU SZE-LIM)
 16 Dart Street, Ground floor,
 Hong Kong. Merchant.

趙少谷 (CHIU YEE-LOK)
 6 Pok Man Street, Taikoktsui,
 Kowloon. Merchant.

趙立邦 (CHIU LAP-FAN)
 45 Lee Tung Street, 4th floor,
 Hong Kong. Merchant.

Dated the 31st day of March, 1970.

Witness to the above signatures:—

Elvie Leming
 Solicitor,
 Hong Kong.

Names, Addresses and Descriptions of Subscribers.

趙國良 (CHIU KWOK-LEUNG)
 1 Lok Shan Road,
 Kowloon. Merchant.

趙志和 (CHIU CHUNG-PAK)
 653-657 Kings Road, 1st floor,
 Hong Kong. Merchant.

趙松筠 (CHIU LAP-FAN)
 10 Kotewall Road, Flat D-9,
 Hong Kong. Merchant.

Dated the 31st day of March, 1970.

Witness to the above signatures:—

Elvie Leming
 Solicitor,
 Hong Kong.