

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

JUNIOR CHAMBER INTERNATIONAL HARBOUR
(HONG KONG) LIMITED

海 港 青 年 商 會 有 限 公 司

Incorporated the 19th day of August, 1977.

HONG KONG

No. 54989

編號

(COPY)

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第 32 章
公司條例

CERTIFICATE OF CHANGE OF NAME
公司更改名稱證書

I hereby certify that
本人謹此證明

HARBOUR JUNIOR CHAMBER LIMITED
(海 港 青 年 商 會 有 限 公 司)

having by special resolution changed its name, is now incorporated under
經 通 過 特 別 決 議 ， 已 將 其 名 稱 更 改 ， 該 公 司 的 註 冊 名
the name of
稱 現 為

JUNIOR CHAMBER INTERNATIONAL HARBOUR
(HONG KONG) LIMITED
(海 港 青 年 商 會 有 限 公 司)

Issued by the undersigned on 16 September 2011.
本證書於二零一一年九月十六日簽發。

(Sd.) MS ADA L L CHUNG

.....
For Registrar of Companies
Hong Kong
香港公司註冊處處長鍾麗玲

No. 54989

編號

(COPY)

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

I hereby certify that
本人謹此證明

HARBOUR JAYCEES LIMITED
(海港青年商會有限公司)

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

HARBOUR JUNIOR CHAMBER LIMITED
海港青年商會有限公司

Issued by the undersigned on 12 September 1997.
本證書於一九九七年九月十二日簽發。

(Sd.) MISS H. CHANG

.....
For Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任張巧雯代行)

No. 54989

編號

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

HARBOUR JUNIOR CHAMBER LIMITED
(海港青年商會有限公司)

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

GIVEN under my hand this Nineteenth day of August, One Thousand Nine
Hundred and Seventy Seven.

(Sd.) **Leslie Foo**
LESLIE FOO
For Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (Cap.32)

Hong Kong Stamp Duty \$20.00 20-6-1977

A Company Limited by Guarantee and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
JUNIOR CHAMBER INTERNATIONAL HARBOUR
(HONG KONG) LIMITED

海 港 青 年 商 會 有 限 公 司

First:-The name of the Company is "JUNIOR CHAMBER INTERNATIONAL HARBOUR (HONG KONG) LIMITED 海港青年商會有限公司 (hereinafter called "the Company").

Second:-The Registered Office of the Company will be situated in the Colony of Hong Kong.

Object

Third:-The objects for which the Company is established are:-

- (a) To acquire and takeover the management, assets and liabilities and to recognize and accept the members of the unincorporated association known as JUNIOR CHAMBER INTERNATIONAL HARBOUR (HONG KONG) LIMITED (海港青年商會有限公司), a Local Organization Member of the Junior Chamber International Hong Kong which is affiliated, as a National Organization Member, to the Junior Chamber International.
- (b) To maintain, continue or otherwise takeover the membership status of the said JUNIOR CHAMBER INTERNATIONAL HARBOUR (HONG KONG) LIMITED as a Local Organization Member of the Junior Chamber International Hong Kong and to takeover and continue the activities of the said JUNIOR CHAMBER INTERNATIONAL HARBOUR (HONG KONG) LIMITED.
- (c) To develop and advance the principles of Junior Chamber International as embodied in the JCI Creed as follows:-

"We believe

That faith in God gives meaning and purpose to human life;
That the brotherhood of man transcends the sovereignty of nations;
That economic justice can best be won by free men through free enterprise;
That government should be of laws rather than of men;
That earth's great treasure lies in human personality; and
That service to humanity is the best work of life."

(The concept of "God" in the context of JCI Creed or declaration of principles is to be interpreted according to the individual's own religious belief.)

- (d) To develop the individual abilities and stimulate joint efforts of individuals for the purpose of improving the economic social and spiritual well being of mankind.
- (e) To promote and arrange for internal training programs to develop leadership potential.

- (f) To promote economic development and community development.
- (g) To promote and extend the activities of the Company to the maximum degree possible throughout the territories of Hong Kong.
- (h) To promote and further better understanding, goodwill and cooperation among all peoples and in particular among members of the Company.
- (i) To admit any person or persons to be member or members whether ordinary, senior or honorary of the Company on such terms and to confer on them such rights and privileges as may be deemed necessary and expedient.
- (j) To accept entrance fees, subscriptions, donations from Members and to accept gifts, donations, subsidies, loans and endowments whatsoever and from whomsoever for all or any of the objects herein and to take such legitimate steps may be necessary to appeal for funds and to raise money by public or private subscription or donations and to apply the same for the attainment of objects of the Company.
- (k) To apply the funds of the Company for the promotion of welfare and relief work for mankind in general and the people in Hong Kong in particular.
- (l) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or properties 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 of Hong Kong and within the powers of the Company.
- (m) To purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements, rights, or property (whether real or personal), which may be deemed necessary or convenient for any of the purpose of the Company.
- (n) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any land, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities belonging to the Company upon such terms as the Company may deem fit.
- (o) To borrow or raise money with or without securities and to secure re-payment of money borrowed or raised by way of mortgage, lien, pledge or otherwise charge upon all or any or any of the Company's property (both real and personal and both present and future) and to redeem or pay off any such securities.
- (p) To employ auditor, clerks, managers, secretaries, servants and any other professional person or persons for the purposes of the Company and to remunerate them in return of services rendered to the Company.
- (q) To open and operate bank accounts, to draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable and transferable instruments.
- (r) To hold regular and periodical social meetings, dinner parties, picnics, sports and other activities for the promotion of Arts, Literature, Drama and Social Welfare.
- (s) To conduct lectures, forums, seminars, conferences, business games and contracts and organize observation parties regularly and periodically on such rightful objects as the Company may think fit.
- (t) To establish libraries and other cultural and artistic collection centres and to print and publish any newspapers, periodicals, books or leaflets and other printing matters that the Company may think desirable for the promotion of its objects.
- (u) To promote or assist in establishing or promoting and to subscribe to or become a Member of any other association company or organization whose objects are similar or in part similar to the objects of the Company.
- (v) To amalgamate, associate, affiliate, ally with or otherwise become connected with or related to other association company or organization whose objects are similar or in part similar to the objects

of the Company.

- (w) To make donations, gifts, and other benefits (whether in cash or in kind) to promote the aims and objects of any society company organization or association having similar objects or in part similar to the objects of the Company.
- (x) To do all such other lawful things as are incidental or conducive to be attainment of all or any of the above objects.

Politics and Religions

Fourth:-The Company shall refrain from any partisan political activity or taking part in any such activity.

Fifth:-The Company shall refrain from sectarian or religious activities. This shall not be construed as a prohibition upon any of its suborganisations or its members from engaging in religious activities which are acceptable to the Company.

Income and Property

Sixth:-The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth herein and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent, or reasonable an proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Directors or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors 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 Company. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors of 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 shares or profits he may receive in respect of such payment.

Liability of Member

Seventh:-The liability of the members is limited

Eighth:-Every member of the Company undertake to contribute to the assets of the Company, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Company 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 contribution is among themselves, such account as may be required not exceeding ten dollars.

Ninth:-If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some institution or institutions, having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company 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 any so far as effect cannot be given to the aforesaid provision then to some charitable object.

Tenth:-True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Company, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year the account of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) Sonny Yu
SONNY YU (余振宇)
1906, Prince's Building,
Hong Kong
Asst. Architect

(Sd.) Norman Choy
NORMAN CHOY (蔡漢強)
10, Sam Chuk Street, 1/F.,
San Po Kong, Kowloon
Manager

(Sd.) Eddy Ko
EDDY KO (高建華)
Room 1301-1303,
55, Connaught Road Central,
Hong Kong
Director & Manager

(Sd.) Michael S K Chan
MICHAEL S.K. CHAN (陳兆強)
Sheraton Underwriters Ltd.
Room. 106, Tung Ming Building,
40-42 Des Voeux Road, Central,
Hong Kong
Manager

(Sd.) Lucas K C Tse
LUCAS K C TSE (謝國泉)
2C, Ha Kang Hau
Shatin, N.T. Kowloon
Manager

(Sd.) Henry H.L. Lai
Henry H L LAI (黎海麟)
c/o Manners Engineering Ltd.
17th Floor, Swire House,
Hong Kong
Engineer

(Sd.) Chak Chung Man
CHAK CHUNG MAN (翟仲文)
c/o Palmer & Turner Architects, 1906, Prince's Building,
Hong Kong
Asst. Architect

Dated the 20th day of June, 1977.

WITNESS to the above signatures:-

(Sd.) W.L. Yuen
Solicitor
Hong Kong

Hong Kong
Stamp Duty
\$20.00
20-6-1977

THE COMPANIES ORDINANCE (Cap.32)

A Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION
OF
JUNIOR CHAMBER INTERNATIONAL
HARBOUR (HONG KONG) LIMITED
海 港 青 年 商 會 有 限 公 司

Preliminary

1. The Articles contained in Table C of the First Schedule to the Companies Ordinance (Chapter 32) shall not apply to the Company.

2. In these Articles, unless the context otherwise require:-

“the Company” means JUNIOR CHAMBER INTERNATIONAL HARBOUR (HONG KONG) LIMITED 海港青年商會有限公司.

“the Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

“the National President” means the President of the Junior Chamber International Hong Kong.

“the National Board” means the Board of Directors of the Junior Chamber International Hong Kong.

“the Board of Directors” means the Board of Directors of the Company for the time being.

“the Executive members of the Board of Director” shall consist of the President, the Executive Vice-Presidents, the Vice-Presidents, the Honorary Secretary, the Honorary Treasurer, and with the sole exception of 1977 Board of Directors the Immediate Past President.

“Advisers” shall mean any or all of the members of the Panel of Advisers.

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 organizations clubs and associations.

Members

3. The number of members with which the Company proposes to be registered is 500 but the Directors may from time to time register an increase of members.
4. Member of the Company are divided into three categories as more particularly set out hereunder:-
 - (a) Ordinary Member
 - (b) Senior Member
 - (c) Honorary Member
5. Any man who is between the age of 18 to 40 years of age, has a proper occupation, profession or employment, and is of good health and good character, accepts the Creed of the Junior Chamber International and the objects of the Company shall be eligible to apply to become an Ordinary Member of the Company.
6. Any Ordinary Member on reaching the age of 40 or above shall be eligible to apply to become a Senior Member of the Company.
7. Any person who has contributed to further and better the activities and development of the Company, on recommendation by the Board of Directors shall be eligible to be elected by members of the Company in General Meeting to become an Honorary Member.
8. Until the Company in General Meeting shall decide otherwise.
 - (a) The entrance fee payable on admission of a member shall be HK\$100.00.
 - (b) With the exception of the Honorary Member of the Company, the monthly subscription for each and every member shall be payable yearly in advance which is based on the current membership fee decided by Board of Directors. Payments shall become due on the first day of January of each year without deduction.
9. Every application for membership shall be in writing signed by the applicant and by his proposer who must be a member of the Board of Directors and properly seconded by at least one ordinary member of the Company and shall be in such form as the Company shall from time to time provide.
10. Every applicant for membership shall be required to attend monthly meetings of the Company for:-
 - (a) Three times within a period of six months, or
 - (b) two consecutive timesbefore he shall be considered for membership.
11. Every application for membership shall be examined by the Board of Directors of the Company in accordance with the provisions of these articles, and if the applicant is found to be qualified, then the application shall be approved by the Board of Directors. The Applicant will become a member of the Company upon the approval of the Board of Directors. Upon such approval, the Applicant shall pay the entrance fees and the monthly subscriptions for the remaining months of that particular year. The Board of Directors shall have full power to accept or reject the application or postpone the acceptance until a later date. In no case shall the Board of Directors be required to give reason for the rejection of an applicant.
12. Any member whose subscription is unpaid after it has become due and shall remain

unpaid for a period of sixty days when the Board of Directors shall so determine shall ipso facto cease to be a member of the Company, but may be reinstated if he shall give adequate reasons for his failure to pay the subscription and if in the discretion of the Board of Directors such reasons are acceptable and on payment of all arrears.

- 12A. Any former member who has ceased to be a member may apply to be reinstated to become a member of the Company. The Board of Directors shall have full power to approve or reject an application and is not required to give reason for a rejection. Upon approval of the Board of Directors and payment of the monthly subscriptions for the remaining months of that particular year and the reinstatement fee as decided by the Board of Directors, the applicant shall be reinstated as a member and have all the rights as a member provided that if the member is reinstated on or after 1 April, such member shall not be entitled to vote at any General Meeting held in that particular year.

Rights of Members

13. Every Ordinary Member of the Company shall have the full rights as to speech, to vote, to attend all General Meetings, to participate in all activities and subject to the provisions hereof shall be eligible to be elected to any office of the Board of Directors or as an Adviser and all other rights given to members of the Company.
14. Every Senior or Honorary Member of the company shall have the rights as to speech, to attend General Meetings and to participate in all activities but shall not be entitled to vote nor shall be eligible to be elected to any office of the Board of Directors or as an Adviser (save as hereinafter provided in these articles), and to enjoy any of the rights in particular to an ordinary member of the company.

Resignation and Removal of Members

15. Any member desiring to resign from the Company shall give notice in writing addressed to the Board of Directors deposited at the registered office of the Company of his intention so to do before payment of the next subscription has become due, otherwise he shall be liable to pay the subscription for that half year.
16. A member who has voluntarily resigned or has been expelled under Article 17 hereof from the Company shall forfeit all rights in and claims upon the Company and shall have no claim on the property of the Company.
17. If any member of the Company shall willfully refuse to comply with any of the provisions of these articles regulations or by-laws of the Company, or any resolution of the Company or do any thing to hinder the business of the Company or shall be guilty of any conduct likely to be obstruction or injurious to the interest, activities or objects of the Company or is declared bankrupt by the Court of Justice as the case may be, such member shall be liable to expulsion by a resolution of the Board of Directors whose decision shall be final.

Meetings

18. 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 Company, and at such place, as the Board of Directors may determine.
19. (a) A general meeting shall be held once every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as the Board of Directors shall determine.
- (b) The above-mentioned general meeting is called the Annual General Meeting. All other general meetings are called Extraordinary General Meeting.
20. (a) in the event of emergency, the President of the Company may call an Extraordinary

General Meeting.

- (b) An Extraordinary General Meeting shall also be convened on the requisition in writing by:-
 - (1) all members of the Panel of Advisers; or
 - (2) two-third of the members of the Board of Directors; or
 - (3) not less than one-third of all Ordinary Members of the Company for the time being.
- 21. The requisitioning members under Article 20(b) shall give notice in writing to the ordinary members of the proposed resolutions and of the meeting and the proposals shall be passed as a resolution upon approved by a two-thirds majority of the members attending the meeting or by proxy.
- 22. The Resolutions of Members of the Company in General Meetings shall be the paramount authority of the Company.
- 23. Except and unless provided otherwise, the matters of the Annual General Meeting shall be
 - (a) to approve and to adopt the minutes of the last preceding Annual General Meeting or Extraordinary General Meeting;
 - (b) to approve and to adopt the financial report of the last preceding year;
 - (c) to approve and to adopt the annual report of the President of the Company;
 - (d) to receive the reports of Executive Members of Board of Directors;
 - (e) to receive the report of the Advisers;
 - (f) to appoint the Honorary Auditor of the Company;
 - (g) to elect the Executive Members of the Board of Directors of the forthcoming year in accordance Article 38 hereof;
 - (h) to elect Advisers for the forthcoming year;
 - (i) to amend the Memorandum and Articles of Association of the Company, if necessary.
- 24. No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. Until the Company in general meeting shall otherwise resolve or as provided in Article 25 40% of the total number of ordinary members of the Company personally present shall constitute a quorum.
- 25. If after half an hour of 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 cases, it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present after half an hour of the appointed time for the meeting but not less than 20% of the total number of ordinary members personally present, those members personally present shall be a quorum and may transact all business for which the meeting is convened.
- 26. The President of the Company shall preside as Chairman at all General and Board Meetings of the Company. If the president is not present, any one Executive Vice-President shall preside as Chairman of the said Meeting. If the Executive Vice-President is not present, the Immediate Past President shall preside as Chairman of the said Meetings. If Immediate Past President is not present, any Vice-President or any member of the Board of Directors deputized by the President shall take the chair in his place and if the President has not so deputized, any member of the Board of Directors present may be elected to be the Chairman of that meeting.
- 27. The Chairman may (and shall, if so directly by the meeting) adjourn any meeting from time to time and from place to place, although a quorum is present at the meeting.

When a meeting is adjourned under these Articles for ten days or more, notice of the meeting shall be given as in the case of an original meeting.

28. (a) At any meeting a resolution put to vote of the meeting shall be decided by a show of hands, or by ballot whichever the Chairman of the meeting thinks fit or upon the requisition of not less than ten (10) Ordinary members and a declaration by the Chairman that a resolution has, on a show of hands or on a ballot, been carried, or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company, 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.
- (b) In the case of an equality of votes, with the exception in election meeting, whether on a show of hand or on a ballot, the Chairman of the meeting shall be entitled to a second or casting vote.
29. No member except with the permission of the Chairman of the meeting may address the meeting for more than 5 minutes at a time.

Votes of Members

30. Each Ordinary member shall be entitled to one vote personally or by proxy. But no member shall be entitled to vote at any meeting unless all money presently payable by him to the Company have been paid.
31. (a) The instrument appointing a proxy shall be in writing under the hands of both the appointor and the proxy and shall be in the following form or as near thereto as the circumstances will admit:-

JUNIOR CHAMBER INTERNATIONAL HARBOUR (HONG KONG) LIMITED **海港青年商會有限公司**

I, _____ of _____
being an Ordinary Member of the above-named Company hereby appoint
of _____ to vote for me and on my behalf at the
General Meeting of the Company to be held on the _____ day of _____ and
at every adjournment thereof unless this instrument has previously been revoked by me.

Dated this _____ day of _____

Signature:
Appointor

Signature:
Proxy

- (b) The instrument appointing a proxy shall be deposited at the registered office of the Company or with the Honorary Secretary of the Company, at any time before ascertainment of voting strength by the Chairman at the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.
32. A proxy must be an Ordinary Member of the Company. No member can be appointed as Proxy(s) for more than 2 members for the same meeting.

Notice of Meetings

33. A notice in writing of not less than 14 days in duration inclusive of the day for which notice is given specifying the place, the day and hour of meeting and in case of special business, the general nature of the business shall be given in manner hereinafter provided, or in such other manner, if any, as may be prescribed by the Company in ordinary meeting to such persons as are, under the regulations of the Company entitled to receive notice from the Company, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those member may think fit.
34. 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 and the resolution proposed and passed thereat.

Board of Directors

35. There shall be a Board of Directors to manage and conduct the business of the Company. The Board of Directors shall consist of:-
- (a) a President;
 - (b) not more than 2 Executive Vice-Presidents;
 - (c) not more than 5 Vice-Presidents;
 - (d) not exceeding 12 Commission Directors;
 - (e) an Honorary Secretary;
 - (f) an Honorary Treasurer, and
 - (g) the Immediate Past President Except in the case of 1977 Board of Directors where no Past President is available.
36. With the exception of the President of the Company a member of the Board of Directors shall be eligible to be re-elected or re-appointed to any office in the Board in the following year.
37. The following persons shall be the First Directors of the Company until the 31st December 1977 and subject to Article 36 hereof, shall be eligible for re-election:-
- | | | |
|--------------------------------|----------------|-------|
| (a) President - | Sonny Yu | (余振宇) |
| (b) Vice Presidents - | Eddy Ko | (高建華) |
| | Lucas Tse | (謝國泉) |
| | Norman Choy | (蔡漢強) |
| (c) Administrative Directors - | K L Tsui | (崔景濂) |
| | Norman Mak | (麥子才) |
| | Chak Chung Man | (翟仲文) |
| (d) Honorary Secretary - | Henry Lai | (黎海麟) |
| (e) Honorary Treasurer - | Michael Chan | (陳兆強) |
| (f) Commission Directors - | Dennis Leow | (廖由偉) |
| | Edmun Ng | (吳朱榮) |
| | Paul Pang | (彭潤榮) |
| | Eddy Ma | (馬焯熹) |
| | Vico Yip | (葉鎮鑫) |
| | Raymond Yuen | (阮惠文) |

Henry Hung (洪旺康)

Jason Yip (葉志勳)

38. (a) The President, the Executive Vice-Presidents and the Vice-Presidents shall be elected at the Annual General Meeting, in case of vacancy at an Extraordinary General Meeting, of the Company by show of hands or by secret ballot and in the follow sequence:-
- President
Executive Vice Presidents
Vice-Presidents
- (b) Immediately after being elected the President shall nominate an Ordinary Member as the Honorary Secretary and another Ordinary Member as the Honorary Treasurer for approval at the Annual General Meeting. Any vacancy occurring in the post of Honorary Secretary or Honorary Treasurer, the President shall appoint any Ordinary Member to fill the vacancy subject to the approval of two third of the remaining Executive Committee Members.
39. The Commission Directors shall be appointed by the Executive members of the Board of Directors from time to time as they shall think fit. Prior to the appointment, the Commission Director must have attended a LOM Officers Training conducted by the Company or the Junior Chamber International Hong Kong or Junior Chamber International.
40. The Immediate Past President shall be an ex officio member of the Board of Directors.
41. There shall be an Executive Members of the Board of Director comprising of :-
- (a) the President;
 - (b) the Executive Vice Presidents;
 - (c) the Vice-Presidents;
 - (d) the Honorary Secretary;
 - (e) the Honorary Treasurer; and
 - (f) the Immediate Past President, if available
42. The term of office of all members of the Board of Directors shall commence on the 1st day of January of the year and on the 31st day of December of the same year.
43. The term of office of a Commission Director shall commence on the date of appointment and end on the 31st day of December of the same year.

Powers of the Board of Directors

44. The management of the business and control of the Company shall be vested in the Board of Directors which, in addition to the powers and authorities and discretions by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or

by the Ordinance expressly directed or, required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Ordinance, and of these present, and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these presents; but no regulation so made shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

45. Without prejudice to the general powers contained in the preceding clause and in these Articles the Board of Directors shall have power:-
- (a) To pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the Company and for the purpose of achieving the objects of the Company.
 - (b) To acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Company and to settle the consideration terms and conditions.
 - (c) To bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon, refer to arbitration, any such proceedings, or any claim by or against the Company and to give time to any debtor of the Company.
 - (d) To invest or otherwise deal with the moneys of the Company not immediately required upon such securities and in such manner as they think fit, and from time to time to vary or realize such investment.
 - (e) To raise or borrow any moneys required for the purposes of the Company upon such terms and on such securities as may be determined and to secure the repayment of the raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company.
 - (f) From time to time make, vary and repeal by laws for the regulation of the affairs of the Company its officers and servants.
 - (g) To make, fulfill, rescind, modify, or vary any contract, and to do all such acts and things as they may think expedient for the purpose of the Company.
 - (h) To pay all costs, charge and expenses of and incidental to the carrying out of the objects for which the Company is established.
 - (i) To appoint, suspend and remove the secretary, cashier, clerks, agents and servants and may fix their remuneration and determine their duties.
 - (j) To approve or disapprove application for membership and to admit or expel persons as members of the Company.

Qualification and Duties

46. Notwithstanding provision in these presents regarding election of Directors, the 1977 Board of Directors shall comprise of the first Directors specified in Article 37 hereof.
47. Save and except in the case of election for the 1978 Board of Directors, a member must have become a member of the Company for at least 12 calendar months before he can be elected a member of the Board of Directors or an Adviser of the Company.
47. (a) A member must have become a member of the Company for at least 6 calendar months before he can be appointed a member of the Board of Directors.
48. Save and except in the case of elections for the 1978 and 1979 Board of Directors, no member shall be eligible to be elected the President unless he has become a member of the Company for at least 24 calendar and has been a member of the Board of Directors

for at least 6 calendar months.

49. A successful candidate for directorship must receive over 50% of the total voting strength of the meeting and successive votes must be held until this majority is reached.
50. The President of the Company shall be the Chief executive in managing the affairs of the Company. He shall chair all General and Board meetings of the Company with the exception of the election meeting. He shall report to the member in general meetings the activities and other matters of the Company.
51. The Executive Vice-Presidents of the Company shall act on behalf of the President on all affairs during the absence of the President. He shall assist the President to supervise the Company affairs. He shall be the Chairman of the financial committee.
52. The Vice-Presidents of the Company shall assist the President in managing the affairs of the Company and shall in particular be responsible in planning and supervision of projects and activities of the Board.
53. The Honorary Secretary of the Company shall be responsible in keeping the seal, the documents and the true records of the Company. He shall also be responsible in preparing agenda of meetings, taking minutes of meetings and serving the appropriate notices of the meetings to members of the Company and general correspondence of the Company.
54. The Honorary Treasurer of the Company shall be responsible in preparing the budget of the Company for the year, in preparing a proper account of the financial conditions of the Company and in preparing the annual financial report of the Company 10 days before the date of Annual General Meeting to be adopted in the said Meeting.
55. The Commission Directors shall be responsible in promoting the affairs of the Company and supervising all projects under their respective area.

Proceedings of the Meeting of the Board of Directors

56. The Board of Directors may meet together for the dispatch of business and may adjourn or otherwise regulate its meetings and business as they think fit.
57. One half of the total number of members of the Board of Directors consisting of not less than four of its Executive Members shall constitute a quorum of a meeting of the Board of Directors.
58. Questions arising at any meeting of the Board 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.
59. The Board may delegate any of its powers to committees consisting of such members of

the Board or other members of the Company as it shall think fit and may from time to time revoke such delegation or revoke the appointment of any such Committee or any member thereof. Any committee so formed shall in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed on it by the Board.

60. Any member of the Company shall be entitled to attend and open board meeting of the Board of Director but shall not be entitled to vote at such meeting.
61. No proxy or any other instrument for the appointment of a representative to attend any Board meeting shall be accepted at any meeting of the Board of Directors. And no member of the Board of Directors shall vote by proxy or his representative at any meeting of the Board of Directors.

Panel of Advisers

62. The Company shall have a Panel of advisers comprising of not more than three members.
63. Save as provided in Article 65 hereof, Advisers shall be elected at the Annual General Meeting, in case of vacancy at an Extraordinary General Meeting, of the Company by show of hands or by secret ballot.
64. Save as provided in Article 65 hereof the term of office of the Panel of Advisers shall commence on the 1st day of January of the year following the election and end on the 31st day of December of the same year.
65. Notwithstanding provisions of Articles 63 and 64 hereof, the following Ordinary Members of the Company shall be the first Advisers holding office up to and including the 31st day of December 1977:-

Paul Fan	(范佐浩)
Danny Chan	(陳漢良)
Chan Wing Hay	(陳永熹)

66. Duties and Power of the Panel of Advisers shall be:-
 - (a) to comment on the affairs of the Company;
 - (b) to opine on the improvement to the Company's affairs;
 - (c) to observe the finance of the Company;
 - (d) to scrutinize the income and expenditure of the Company;
 - (e) to report to the general assembly;
 - (f) to attend Board of Directors' Meeting;

67. Members of the Panel of Advisers may meet together for the dispatch of business as they think fit and Immediate Past President shall be entitled to attend such meeting but shall not be entitled to vote at such meeting.

Election

68. All members of the Company who have paid up all liabilities to the Company shall be entitled to vote at the election.
69. Nomination of candidates for the election to the offices of the Board of Directors and as an Adviser shall be in writing signed by the candidate and 1 proposer and 1 seconder who shall be ordinary members of the Company and shall reach the Election Committee at least 72 hours before the time scheduled for the election or at any time so determined by the said Election Committee. Unless decided otherwise by the Board, it shall be in the form specified by the Election Committee.
69. (a) Candidates for the election to the office of the Board of Directors and Panel of Advisers shall attend the caucus session and the election so determined by the election committee.

Disqualification of Directors and Advisers

70. The office of a director or an adviser shall be vacated, if he:-
- (a) becomes bankrupt; or
 - (b) is found lunatic or becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Company; or
 - (d) is guilty of misconduct and is removed by an Ordinary resolution of a General Meeting; or
 - (e) ceases to become a member of the Company

Monthly Meeting

71. Monthly meeting of the Company shall be convened by the President of the Company. Unless decided by the Board, it shall be held not later than the second week of each month.

Execution and Signature of Documents Etc.

72. (a) The Seal of the Company shall be kept by the Honorary Secretary at the registered office of the Company and shall not be used except with the authority of the Board of Directors.

- (b) All documents with the exception of Certificates or Testimonials of Membership or Officership of the Company requiring to be sealed with the Seal of the Company shall be deemed to be properly executed if sealed with the Seal of the Company and signed by two Executive Members of the Board of Directors of whom one shall be the President or any one Executive Vice-Presidents of the Company.
- (c) All Certificates or Testimonials of membership or Officership or Certificates or Testimonials of any kind of the Company requiring the seal of the Company shall be deemed to be properly executed if sealed with the Seal of the Company and signed by the President of the Company.
- (d) All contracts and other kinds of Certificates or Testimonials, instruments or documents requiring the Seal of the Company shall be deemed to be properly signed if signed by the President or any one Executive Vice-President and a Vice-President of the Company with the prior written authority of the Board of Directors.

Accounts and Finance

- 73. The Board of Directors shall cause the accounts to be kept:-
 - (a) Of the sums of moneys received and expended by the Company the matter in respect of which such receipt and expenditure taken place.
 - (b) Of the assets and liabilities of the Company and;
 - (c) Of any other matters necessary for showing the true state and condition of the Company.
- 74. The book of accounts shall be kept at the registered office of the Company or at such place or places as the Board of Directors think fit.
- 75. All cheques drawn on the Company's current bank account and all orders for payment, promissory notes, and other negotiable instruments contracts and instruments entered into by the Company shall be signed by the Honorary Treasurer and any one of the following persons viz. the President, any one Executive Vice-President, any one Vice-President and the Honorary Secretary.
- 76. The bank accounts in the name of the Company shall be opened in any recognized bank in Hong Kong for the general administrative funds and the project funds of the Company
- 77. Once at east in every year the accounts of the Company shall be examined, and the correctness of the Income and Expenditure account and balance sheet ascertained by one or more auditor or auditors.
- 78. The company at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting.
- 78A. In order to secure a better management of the funds of the Company, Harbour Junior Chamber Foundation Limited ("the Foundation") was incorporated for the purpose of, inter alia, taking over all the moneys, investments, assets and property previously maintained by the Company and in furtherance of the objects of the Foundation.

Amendment of Articles

79. Provisions of these Articles shall not be amended unless and except the proposed amendment having been circulated to members of the Company 28 days before the date scheduled for holding the Extraordinary General Meeting to amend the Articles and is duly passed and approved by not less than two-thirds of the members present at the meeting or by proxy.

Indemnity of Officers

80. The Directors, agents and officers, for the time being of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, damages, and expenses which they or any of them shall respectively incur or be put to on account of any contract, act, deed matter, or thing, which shall be made, done, entered into, or executed by them respectively on behalf of the Company, and shall be reimbursed by the Company all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Company or otherwise in the execution of their respective office except as herein otherwise provided, and except such costs, damages, and expenses as shall happen through their respective willful neglect or default and they or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default of any other officer, nor for any banker, broker, collector, agent, or other person appointed by the Company with whom or into whose hands any property or moneys of the Company shall be deposited, or for the insufficiency of any security upon which any of the moneys of the Company shall be deposited invested, nor any loss or damage which may happen except the same shall happen or through their or his own willful neglect or default.

Communications To and By the Company

81. Subject to these Articles, anything sent or supplied by or to the Company may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Company for the purposes of the Ordinance.
82. Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
83. A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Names, Addresses and Descriptions of Subscribers

(Sd.) Sonny Yu
SONNY YU (余振宇)
1906, Prince's Building,
Hong Kong
Asst. Architect

(Sd.) Norman Choy
NORMAN CHOY (蔡漢強)
10, Sam Chuk Street, 1/F.,
San Po Kong, Kowloon
Manager

(Sd.) Eddy Ko
EDDY KO (高建華)
Room 1301-1303,
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Hong Kong
Director & Manager

(Sd.) Michael S K Chan
MICHAEL S.K. CHAN (陳兆強)
Sheraton Underwriters Ltd.
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Manager

(Sd.) Lucase K C Tse
LUCAS K C TSE (謝國泉)
2C, Ha Kang Hau
Shatin, N.T. Kowloon
Manager

(Sd.) Henry H.L. Lai
Henry H L LAI (黎海麟)
c/o Manners Engineering Ltd.
17th Floor, Swire House,
Hong Kong
Engineer

(Sd.) Chak Chung Man
CHAK CHUNG MAN (翟仲文)
c/o Palmer & Turner Architects, 1906, Prince's Building,
Hong Kong
Asst. Architect

Dated the 20th day of June, 1977.

WITNESS to the above signatures:-

(Sd.) W.L. Yuen
Solicitor
Hong Kong