

ARTICLES OF ASSOCIATION
OF
**CHINA MARITIME SAILING MEMORABILIA
ASSOCIATION LIMITED**
中國海事帆船紀念協會有限公司

Incorporated the day of , 2019.

HONG KONG

No.

[COPY]
COMPANIES REGISTRY

CERTIFICATE OF INCORPORATION

* * *

I hereby certify that

**CHINA MARITIME SAILING MEMORABILIA
ASSOCIATION LIMITED**
中國海事帆船紀念協會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and that this company is a limited company.

Issued on

.....
Registrar of Companies
Hong Kong Special Administrative Region

Note :
Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (Chapter 622)

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

ARTICLES OF ASSOCIATION

OF

**CHINA MARITIME SAILING MEMORABILIA
ASSOCIATION LIMITED**

中國海事帆船紀念協會有限公司

PART A MANDATORY ARTICLES

The name of the Company is "**CHINA MARITIME SAILING MEMORABILIA ASSOCIATION LIMITED** 中國海事帆船紀念協會有限公司" (Hereinafter referred to as "the Association").

1. The registered office of the Association will be situated in Hong Kong.
2. The objects for which the Association is established are: -
 - (a) For advancement of education in relation to the Chinese maritime history and tradition.
 - (b) In furtherance of the objects of the Association but not otherwise to purchase, preserve and maintain the historic Chinese Sailing Yacht CHN 95 Longtze (the "yacht"),
 - (c) In furtherance of the objects of the Association but not otherwise to put the yacht on display to the public on a free for entry basis, and
 - (d) To educate local and foreign people about the history and tradition of Chinese sailing up to the present day.
3. 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 these Articles of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, otherwise howsoever to its members. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 2% per annum above the prime rate prescribed by the Hong Kong and Shanghai Banking Corporation Limited on Hong Kong dollar Loans 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 Board of Directors 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 moneys worth shall be given by the Association 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 or 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 Board of Directors or governing body may be a member 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/she may receive in respect of any such payment.

4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of one dollar.
6. If upon the winding up or dissolution 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 objects similar to the objects of the Association, 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 in the Association under or by virtue of Article 3 hereof and this article, such institution or institutions to be determined by the members of the Association before the time of dissolution, or in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
7. 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 expenditures 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 which may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of members. Once at least in every year the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by one or more authorized auditor or auditors.

We, the undersigned, wish to form an Association and wish to adopt the Articles of Association as attached.

Name(s), Address(es) and Description(s) of Founder Member(s)
<p data-bbox="507 763 991 887">Paul Anthony, Brackley Flat C, 15/F., Block 18, Gold Coast Phase 2, 1 Castle Peak Road, Tuen Mun, N.T.</p> <p data-bbox="507 920 943 954">Professional international yacht Captain</p>

Dated the day of 2019

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中國海事帆船紀念協會有限公司

PART B PRELIMINARY

1. In these articles -

"Association" means " **CHINA MARITIME SAILING MEMORABILIA ASSOCIATION LIMITED**
中國海事帆船紀念協會有限公司" unless otherwise stated; Any person or entity must have the written authority from the Board of Directors before they can use the name of the Association.

"Directors" means the Board of Directors of the Association as defined under the Ordinance;

"Property" means property, which though belonging to the Association, held or used or under the control of the Board of Directors for the objects of the Association;

"The Ordinance" means the Companies Ordinance, Chapter 622;

When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association.

The official languages of the Association are Chinese and English, enjoying equal status. Either of the two languages may be used in any official meeting, function and document. If both languages are used, the Chinese/English version shall be referred to whenever there are ambiguities. Chinese, in its oral form, shall mean the Cantonese dialect and/ or Mandarin.

Words importing the masculine gender only, include the feminine gender; words importing the singular number only, include the plural numbers and vice versa.

OBJECTS

2. The Association is established for the objects set out in PART A of the Articles of Association.

PATRONS

3. Subject to Article 3 of Part A the Association may appoint or invite any prominent persons, or whoever who have made significant contributions in cash, or kind or in whatever form to the Association as Patrons.

HONORARY ADVISORS

4. Subject to Article 3 of Part A the Association may appoint or invite any persons of calibre with or without a fixed term to be the Hon Advisors of the Association.

MEMBERS

5. The maximum number of members with which the Association proposes to be registered is 50.
6. The Founder Members to the Articles of Association and such other persons as the Board of Directors shall admit or invite to membership shall be members of the Association, provided that they have paid the membership fees as determined by the Board from time to time. The Board of Directors shall have power to reject any application for membership and is not bound to assign any reason for such refusal.
7. The obligations of a member shall be as follows:
 - (a) to observe the Articles of Association, and the regulations and by-laws of the Association.
 - (b) to obey all resolutions of the Association.
 - (c) to assist in the promotion and extension of the objects of the Association.
 - (d) to pay the requisite joining fee or sponsor fee as the case shall be, and to contribute to the expenditure of the Association and to participate in fund-raising campaigns for the promotion of the objects of the Association.
8. All Members shall have the following rights:
 - (a) the right to receive notice of and to attend general meetings.
 - (b) the right to enjoy all facilities and functions provided by the Association.
9. Save as herein otherwise provided, Ordinary Members shall have further rights of:
 - (a) the right to vote.
 - (b) the right of decision, the right to be nominated or appointed as director of the Association, the right to remove officers from office.
10. The rights of a member shall be personal to himself; they shall not be transferable by his own act or operation of law and shall cease upon his death or upon his ceasing from any cause to be a member under the provisions of this Articles of Association.
11. Application for membership shall be made on the prescribed application form signed by the applicant and delivered to the Board of Directors or the membership sub-committee at a meeting for acceptance. The applicant shall be notified in writing by an authorised person of the resolution of the Board of Directors or of the membership sub-committee in respect of his application as soon as possible after the meeting. The Board of Directors shall have the right of refusing any application without assigning any reason therefore.
12. Any member may withdraw from the Association by giving 7 days' prior notice in writing deposited at the registered office of the Association of his intention so to do provided that in giving such notice of withdrawal the member shall at the same time surrender to the Association such certificate or certificates and other documents, if any, as shall have been issued by the Association to such member, and provided that a member who shall withdraw from the Association shall forfeit all rights in and claims on the Association, and shall have no claims on the property of the Association.
13. If any member shall willfully refuse to comply with the provisions of the Articles of Association or regulations or by-laws of the Association or shall be guilty of any conduct unworthy of a gentleman or likely to be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Board of Directors, provided that at least 7 days before the meeting at which such resolution is passed he shall have had notice of such intended resolution and shall have an opportunity of giving in writing any explanation or defence he may think proper. A member expelled under this article shall forfeit all rights in and claims upon the Association.

14. Any member who has resigned or has been expelled from the Association or by any means shall cease to be a member and his name shall be removed from the list of members and shall have no more interest or right in the Association, and shall not be entitled to any return of the donations or contributions previously paid by such member but shall nevertheless remain liable for and shall pay to the Association all moneys due from him to the Association.
15. The Board of Directors may expel any member who is proved, to the satisfaction of the Board of Directors, to have been guilty of conduct prejudicial to the interest of the Association. Any member so expelled shall have the right of appeals to the Annual or Extraordinary General Meeting.
16. Members changing their place of residence shall give due notice to the Association and furnish it with the new residential address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default of notice of change of place of residence) shall be considered as duly received by the member.

GENERAL MEETINGS

17. The affairs of the Association shall be managed by the Board of Directors.
18. The first general meeting of the Association shall be held at such date within 3 months after the incorporation of the Association or at such other date as the Board of Directors may determine within 18 months after incorporation of the Association and at such time and such place as the Directors shall determine.
19. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such date, time and place as the Directors shall direct.
20. All general meetings other than annual general meetings shall be called extraordinary general meetings (EGM).
21. The Directors may, whenever they think proper, convene an EGM, and EGM shall also be convened on such requisition, or, in default, may be convened by such requisitionists in accordance with the Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two members of the Association may convene an EGM in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

22. An Annual General Meeting (AGM) and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an AGM or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be inclusive of the day on which it is served or deemed to be served but exclusive of the day of the meeting, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed -

- (a) in case of a meeting called as the AGM, by all the members entitled to attend and vote thereat; and
- (b) in case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an EGM, and all that is transacted at an ordinary general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the directors and auditors, the election of directors and other officers in the place of those retiring, and the appointment of the auditors.
25. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, save as herein otherwise provided, 2 Ordinary Members, personally present or by proxy shall be a quorum for Annual General Meeting and 2 Ordinary Members personally present or by proxy shall be a quorum for Extraordinary General Meeting. If at the date of the general meeting the number of Ordinary Members as standing in the Register of Members is less than 2 the total number of Ordinary Members shall be the quorum.
26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present, having the right to vote shall be a quorum.
27. The President of the Board, failing whom the Vice President of the Board, shall preside as chairman at every general meeting of the Association.
28. If there is no such chairman, or if at any meeting any such chairman is not present within 15 minutes after the time appointed for holding the meeting or if unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Directors present shall choose someone of their members to be chairman.
29. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
30. 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 on the declaration of the result of the show of hands) demanded:
- (a) by the chairman, or
 - (b) by at least two Ordinary Members present in person entitled to vote or by proxy, or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the 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.
31. Except as provided in Article 35, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the meeting, at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
33. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
34. Every Ordinary member entitled to vote shall have one vote.
35. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
36. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis or other person may, in a poll, vote by proxy.

BOARD OF DIRECTORS

37. The number and the names of the first directors shall be determined in writing by the Founder Members of the Articles of Association.
38. In furtherance of the objects of the Association but not otherwise the Directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association.

DIRECTORS

39. Unless otherwise determined by the Association in general meeting, the minimum number of directors shall be 2 and the maximum number of directors shall be 15. However the general meeting may determine otherwise for any particular Session Year.
40. No member of the Board of Directors 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 no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board of Directors or governing body.
41. The Board of Directors shall include the following directors namely:-
 - (a) The President - who shall preside over all meetings of members and of the Board of Directors of the Association and shall represent the Association in all external and internal affairs of the Association and to assist the other members of the Board in the carrying out or management of the Association.
 - (b) The Vice President - In the absence of the President, the Vice-President shall act as acting President of the Board of Directors and shall perform all duties of the President.
 - (c) The Secretary - who shall be responsible for all Chinese and English documents in respect of the Association and to keep proper records and minutes of all general meetings and Board meetings of the Association.
 - (d) The Treasurer - who shall be responsible for the incoming and outgoing cash of the Association. In the events of any incoming cash being exceeding a certain amount as determined by the Board from time to time he shall be responsible to have the same paid into the bank accounts of the Association. Save and except such amount as approved by the Board of Directors for petty cash purpose, any paid-out which exceeds a certain amount as determined by the Board from time to time should not be paid unless approval of the same has been first obtained from the Board of Directors.
 - (e) The Directors - the Directors shall have the power to appoint sub-committees or dismiss any; from time to time as they think proper, and to appoint or dismiss the relevant-sub-committee Chairmen thereof.

- (f) And any other office-bearers as the Board of Directors shall from time to time think proper.

POWERS AND DUTIES OF DIRECTORS

42. Subject to the provisions herein provided, the Association shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not by the Ordinance or these articles, required to be exercised by the Association in general meeting, subject nevertheless to any regulation of these articles, to the provision of the Ordinance, 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 directors which would have been valid if that regulation had not been made.
43. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Association for such purposes and with such power, authorities and discretion (not exceeding those vested in or exercisable by the directors under these articles) and for such period and subject to such conditions as they may think proper, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think proper and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.
44. Subject to Article 3 of Part A the Board of Directors whenever it deems proper may employ such number of persons to be clerical or general staff of the Association whether on full time or part time basis. The powers of employment and dismissal shall be the absolute power of the Board of Directors.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipt for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
46. The Directors shall cause minutes to be made in books provided for the purpose: -
(a) of all appointments of officers made by the directors;
(b) of the names of the directors present at each meeting of the Directors;
(c) of all resolutions and proceedings at all meetings of the members of the Association, and of the directors;
and every director present at any meeting of Directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATIONS OF DIRECTORS

47. The office of director shall be vacated, if the director: -
(a) holds any office of profit under the Association; or
(b) becomes bankrupt or make any arrangement or composition with his creditors generally; or
(c) becomes prohibited from being a director by reason of any order made under Part IVA of the Ordinance; or
(d) is found lunatic or becomes of unsound mind; or
(e) resigns his office by notice in writing to the Association; or
(f) shall have been absent without permission of the directors from meetings of the Directors, for such period as the directors from time to time regard as unacceptable; or
(g) is directly or indirectly interested in any transaction, arrangement or contract or proposed transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Association's operations) with the Association and, if his interest in the transaction, arrangement or contract is material, fails to declare the nature and extent of his interest in manner required by section 536 of the Ordinance; or
(h) ceases to be qualified under these Articles to be a Board member.
A director shall not vote nor be counted for quorum purposes in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted.

ROTATION OF DIRECTORS

48. At the first annual general meeting of the Association all the directors shall retire from office but shall be re-elected for the ensuing year. At the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.
49. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
50. A retiring director shall be eligible for re-election.
51. The Association at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
52. No person other than a director retiring at the meeting shall be eligible for election to the office of director at any general meeting unless he/she is recommended by the Board, or not less than 7 nor more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by two members as proposer and seconder respectively duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
53. The Association may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
54. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.
55. The Association may by ordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Association.
56. The Association may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the directors under article 56 the Association in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

PROCEEDING OF DIRECTORS

57. The directors may meet together for the dispatch of business, adjourn, or otherwise regulate their meetings, as they think proper. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote. The directors shall meet in such period as determined by the directors from time to time, and in the case of urgent business and requisition by not less than two directors, the Secretary, failing him a director may convene special meetings of the directors. It shall not be necessary to give notice of a meeting of directors to any director for the time being absent from Hong Kong.

58. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be at least 3 directors or one-third of the number of the directors for the time being in office, whichever is the greater. If the number be not a multiple of three then the number nearest to but not exceeding one-third.
59. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their numbers is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or summoning a general meeting of the Association, but for no other purpose.
60. At every meeting of the directors, the President, failing him, the Vice-President shall be chairman of the meeting. If all of them are not present or are not willing to act within 15 minutes after the time appointed for holding the meeting, the Board members present may choose one of their members to chair the meeting.
61. The directors may delegate any of their powers to any committees or sub-committees or special committees consisting of such member or members of their body or other members of the Association as they think proper; and may from time to time revoke such delegation, any such committees or sub-committees or special committees or any members thereof. Any committees or sub-committees or special committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
62. A committee or sub-committee or special committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman of the same shall have a second or casting vote.
63. All acts done by any meeting of the directors, or any person acting as a director, shall notwithstanding that it be afterwards be discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
64. A resolution in writing, signed by the majority of directors for the time being entitled to receive notice of and to vote at a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
65. Any Director or member of a committee, sub-committee, or special committee may participate in a meeting of the Directors or such committee by means of telephone or other audio communication equipment whereby all persons attending or participating in the meeting can hear each other. The person or persons participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting.

THE SEAL

66. The Directors shall provide for the safe custody of the seal of the Association, which shall only be used by the authority of the directors, and every instrument to which the seal shall be affixed shall be signed by any two of the following persons, namely, the President, the Vice President, the Secretary, and the Treasurer or by some other persons appointed by the directors for the purpose.

ACCOUNT & ANNUAL REPORT

67. The directors 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 matter in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.The books of account shall be kept at the registered office of the Association or at such other place or places as the directors think proper, and shall always be open to the inspection of the directors.

68. The directors shall from time to time determine at which 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 directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by the Articles of Association or authorized by the directors or by the Association in general meeting.
69. The directors shall from time to time in accordance with the provisions of the Ordinance, cause to be prepared such income and expenditure accounts, balance sheets (including every document required by law to be annexed thereto) and directors' report and auditors' report to be laid before the Association in general meeting.

AUDIT

70. Auditors shall be appointed and their duties regulated in the manner provided by the Ordinance.
71. Financial statements of the Association should be audited at least once in every year.

NOTICES

72. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered residential address, or to such address within Hong Kong supplied by him to the Association for the giving of notices to him.
73. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at expiration of 48 hours after the letter containing the same was posted.
74. If a member has no residential address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him, a notice addressed to him and exhibited in the Association's registered office for 24 hours shall be deemed to be duly given to him at the expiration of the said 24 hours.
75. Notice of every general meeting shall be given in the same manner hereinbefore authorized to: -
 - (a) every member who is entitled to receive notice thereof except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices of them; and
 - (b) the auditors for the time being of the Association.No other persons shall be entitled to receive notices of general meetings except otherwise provided by the Ordinance.

SECRETARY

76. The first Secretary of the Association shall be Skilful Way Consultants Limited who may resign from this office upon giving notice to Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

WINDING-UP OR DISSOLUTION

77. The provisions of Articles 5 and 6 of PART A of the Articles of Association relating to the winding up of the Association shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

78. Every Board member, Sub-committee member, auditor, Patron, Hon Adviser and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings whether civil or criminal (except fraud or willful neglect).