

THE COMPANIES ORDINANCE, (CHAPTER 32)

Company Limited by Guarantee
And not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG INSTITUTE OF ACOUSTICS LIMITED
(香港聲學學會有限公司)

1. The name of the Company is "HONG KONG INSTITUTE OF ACOUSTICS LIMITED (香港聲學學會有限公司) (hereinafter referred to as "the Institute")
2. The Registered Office of the Institute will be situated in Hong Kong.
3. The objects for which the Institute is established are:-
 - (1) To maintain the integrity and status of the profession and to represent it both to the public and to the HKSAR Government;
 - (2) To promote the general advancement of the knowledge and practice of Acoustics, which shall be deemed to include all aspects of the science and technology of sound, noise, hearing and vibration;
 - (3) To promote and protect in Hong Kong and elsewhere in the world the industrial, commercial and other lawful interests of Acoustics Industry and to promote and hold either alone, or jointly, with any other institutes, associations, or persons, meetings, conferences, visits, seminars, lectures, exhibitions and other related activities in Hong Kong and elsewhere in the world;
 - (4) To foster, promote and further friendship, relationship, fellowship and better understanding amongst Members;
 - (5) To promote the education and training and the professional interests, rights, powers and privileges of Members, their officers and employees;
 - (6) To give the legislature, public bodies and other facilities for conferring with and ascertaining the collective views of Acoustics Industry;
 - (7) To publish, disseminate and interchange amongst Members information, ideas, opinions and technological advancement on matters affecting the Acoustics industry and when necessary with other professional trade bodies and associates;
 - (8) To engage, hire and employ all classes of persons considered necessary for the purpose of the Institute and to pay to them and other persons in return for services

rendered to the Institute salaries, wages, gratuities and pensions;

- (9) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purpose of the Institute;
- (10) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being vested in or belonging to the Institute upon such terms as the Institute may deem fit.
- (11) To invest and deal with the moneys of the Institute not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (12) To borrow any moneys required for the purposes of the Institute upon such terms and on such securities as may be determined.
- (13) To raise money by subscription or other lawful means for any of the purposes herein provided.
- (14) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided.
- (15) To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all of any part of the property and rights of the Institute.
- (16) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Institute and its Members and others interested in the objects of the Institute and to distribute amongst its Members and others, information and statistics on all matters affecting the said objects and in these or other activities undertake the duties of advertising and publicity agents.
- (17) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (18) To do such other lawful things as are incidental or conducive to the attainment of all or any of the above objects.

Provided that:-

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Institute shall not extend to the regulation or relations between workers and employees or organisations of workers and organisations of employers.

The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Institute.

4. The income and property of the Institute whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion hereof 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 Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute in return for any service actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding twelve (12) per cent per annum or 2 percent above the prime rate established by The Hongkong and Shanghai Banking Corporation Limited whichever is the lower on money lent or reasonable and proper rent for premises demised or let by any member to the Institute, but so that no Member of the Committee or governing body of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration of other benefit in money or money's worth shall be given by the Association to any Member of the 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 Institute provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Institute 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 Institute undertakes to contribute to the assets of the Institute, in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member for payment of the debts or liabilities of the Institute 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 contributories among themselves, such amount as may be required not exceeding One Thousand Hong Kong Dollars (HK\$1,000.00).
7. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Institute, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income and property amongst its or their Members at a level at least as that imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) LI Kai Ming
LI Kai Ming (李啟明)
Department of Mechanical Engineering
The Hong Kong Polytechnic University
Hung Hom, Kowloon, Hong Kong
Associate Professor

(Sd.) CHEUNG Nai Chung
CHEUNG Nai Chung (張迺聰)
Flat 8B, Block 1,
Julimount Garden,
Tai Wai, Shatin,
New Territories.
Engineer

Dated the 31st day of August, 2004.

WITNESS to the above signatures:—

(Sd.) Hung Anckes Yau Keung
Chartered Secretary
14/F., West Wing, Sincere Insurance Building,
4-6 Hennessy Road, Wanchai,
Hong Kong

THE COMPANIES ORDINANCE, (CHAPTER 32)

Company Limited by Guarantee
And not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HONG KONG INSTITUTE OF ACOUSTICS LIMITED
(香港聲學學會有限公司)

GENERAL

1. In these presents unless there be something in the subject of context inconsistent therewith:-

“the Institute” means Hong Kong Institute of Acoustics Limited (香港聲學學會有限公司).

“the Committee” means the Committee of the Institute for the time being.

“the Committee Members” means the members of the Committee of the Institute for the time being.

“the Chairman” means the Chairman of the Institute for the time being.

“the Secretary” means the Honorary Secretary of the Institute for the time being.

“the Treasurer” means the Honorary Treasurer of the Institute for the time being.

“in writing” and “written” means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

“Members” means all classes of members of the Institute.

“Month” means Calendar Month.

“the Ordinance” means the Companies Ordinance (Chapter 32) and any statutory modification or re-enactment thereof for the time being in force.

“the Articles” means these Articles of Association, and the rules and regulations of the Institute from time to time in force.

“the Registered Office” means the registered office of the Institute.

“the Seal” means the Common Seal of the Institute.

“the Voting Members” means Corporate Members of the Institute for the time being.

Unless the context otherwise requires, words importing the singular number only shall include the plural number, and vice versa; and

Words importing the masculine gender only shall include the feminine gender.

Subject as hereinbefore defined, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the context, bear the meanings so defined.

The Institute is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

2. Unless otherwise determined by the Committee, the number of Members of the Institute shall be unlimited.

CORPORATE MEMBERS

Honorary Fellows

3. Every candidate for election to the class of Honorary Fellow of the Institute shall, in the opinion of the Committee, have made outstanding contribution to the Institute or to the advancement of the profession of acoustics, either locally or abroad; and have the necessary qualifications for Fellow of the Institute.

Fellows

4. Every candidate for election or transfer to the class of Fellow of the Institute shall normally have attained the age of thirty-five years and in the opinion of the Committee, have made a significant contribution to acoustics or to the profession of acoustics, either locally or abroad, as shall make it desirable that he/she be a Fellow of the Institute; and,
 - (a) have had experience of at least seven years of responsible work in acoustics or its application which shall satisfy the Committee, at least five years of which has been gained in Hong Kong; and,
 - (b) have the necessary qualifications for the class of Member of the Institute.

Members

5. Every candidate for election or transfer to the class of Member of the Institute shall have attained the age of twenty-five years and received a general education approved by the Committee and either:-
 - (a)
 - (i) have been educated in acoustics or in a discipline relevant to the practice of acoustics in a manner satisfactory to the Committee and have obtained a diploma or a degree recognized by the Committee for the purposes of this clause; and,
 - (ii) have had experience of at least three years in responsible work which demands a knowledge of acoustics or its application as shall satisfy the Committee, at least one year of which has been gained in Hong Kong; or
 - (b)
 - (i) have satisfied the Committee that he/she possesses an equivalent knowledge of acoustics and cognate subjects considered appropriate by the Committee;
 - (ii) have had experience for not less than seven years of responsible work which demands a knowledge of acoustics or its application as shall satisfy the Committee, at least one year of which has been gained in Hong Kong.

- (iii) have been a Non-Corporate Member of the Institute in the class of Associate for not less than three years.

5A. The Committee may consider a candidate for election to the class of Member of the Institute if the candidate has:-

- (a) attained the age of thirty-five years; and
- (b) has relevant experience of at least eleven years, seven of which in responsible work which demands a knowledge of acoustics or its application as shall satisfy the Committee, and at least one year of which has been gained in Hong Kong.

Founder Fellows and Members

6. Founder Fellows and Members must meet the respective eligibility criteria stipulated above for Corporate Members and Fellows. For the purpose of ascertaining eligibility, Corporate Members and Fellows of the UK Institute of Acoustics are considered as fulfilling the requirements other than those relating to local work experience, for the latter, attestation by at least two Corporate Members of the UK Institute of Acoustics is considered acceptable.

Authorised Titles

7. The authorised titles and their abbreviations for persons belonging to the various classes of Corporate Membership shall be:-
- (a) Honorary Fellow of Hong Kong Institute of Acoustics (Hon FHKIOA);
 - (b) Fellow of Hong Kong Institute of Acoustics (FHKIOA); and,
 - (c) Member of Hong Kong Institute of Acoustics (MHKIOA).

NON-CORPORATE MEMBERS

Associate Members

8. Every candidate for election or transfer to the class of Associate Member of the Institute shall have attained the age of twenty-one years and shall have received a general education approved by the Committee and either:-
- (a) have been educated in acoustics or in a discipline relevant to the practice of acoustics in a manner acceptable to the Committee and have been awarded a degree or diploma recognized by the Committee for the purpose of this clause; or,
 - (b) have been educated in a discipline related to acoustics and have supplemented their academic qualifications with a period, of length that shall depend on individual circumstances, spent applying their academic qualifications to acoustically-related problems.
- 8A. The Committee may consider a candidate for election to the class of Associate Member of the Institute if the candidate has:-
- (a) attained the age of thirty-five years; and

- (b) has relevant experience of at least eight years, four of which in responsible work which demands a knowledge of acoustics or its application as shall satisfy the Committee, and at least one year of which has been gained in Hong Kong.

Students

9. Every candidate for election to the class of Student shall normally have attained the age of sixteen years, and, at the time of application, be a bona-fide Student in acoustics or in a related subject of which acoustics forms an integral part, or under such conditions as shall satisfy the Committee for the purpose of this Article.

Sponsors

10. Sponsor membership is open to firms, organisations or persons engaged in or having an interest in acoustics, and whose support can advance the aims and objects of the Institute.

Each sponsor shall be entitled to the range of sponsors' privileges currently approved by the Committee.

Overseas Members

11. Corporate and Non-Corporate Members of the Institute may, upon their relocation to outside Hong Kong, apply to the Committee to retain their respective membership class but with an overseas status.

PROCEDURE FOR ELECTION

General

12. Every application for election or transfer to any class of membership of the Institute shall be in a form prescribed by the Committee. Every Member who is elected shall be informed of his/her election by the Secretary who shall also send a copy of the Memorandum and Articles of Association, and any other document by which his/her membership is governed. No election or transfer shall become effective until all fees prescribed by the Committee for the purpose of such election or transfer have been paid. Election or transfer to Corporate Membership shall be decided by the Committee at a Meeting of the Committee. No record shall be made in the Minutes of the Meeting of the Committee of the names of candidates not elected. The Committee shall not be required to give its reason or reasons for refusing to elect a candidate. The Committee may re-admit to Corporate Membership in the class to which he/she formerly belonged any person whose Corporate Membership has terminated, provided the Committee is satisfied that he/she is worthy of such re-admission and such amounts have been paid in respect of entrance fees or arrears of fees and subscriptions as the Committee may determine.

Honorary Fellows

13. A candidate for election to the class of Honorary Fellow of the Institute shall be invited by the Committee and supported by three Fellows of the Institute who personally know the candidate.

Fellows

14. A candidate applying for election or transfer to the class of Fellow of the Institute shall be supported by three Fellows of the Institute who personally know the candidate.

Members

15. A candidate applying for election or transfer to the class of Member of the Institute shall be supported by three Corporate Members of the Institute who personally know the candidate.

Founder Fellows and Members

16. Founder Fellows and Members shall be recognized in the inaugural General Meeting of the Institute. All candidates shall complete an attestation form indicating compliance with the relevant requirements.

NON-CORPORATE MEMBERS

Associate Members and Associates

17. A candidate applying for election to the class of Associate Member or Associate of the Institute shall be supported by one Corporate Member who personally knows the candidate.

Students

18. A candidate for election to the class of Student shall be proposed by one Corporate Member who personally knows the candidate.

Sponsors

19. Proposals for election to the class of Sponsor shall come to the Committee through and with the support of a Corporate Member who is acquainted with the work and interests of the applicant.

Election to Membership in Exceptional Circumstances

20. The Committee may, in exceptional circumstances of qualifications, experience or achievement in acoustics or a science allied thereto, propose to elect any candidate to any class of Membership it considers appropriate. Election under this clause shall need to be ratified in a General Meeting of the Institute.

EXPULSION

21. If any Member shall willfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or the Articles or shall be guilty of any conduct objectionable to other Members of the Institute or contrary to the interests of the Institute he shall be liable to expulsion by a resolution of an Extraordinary General Meeting provided that not less than one week's notice in writing shall be given by the Secretary to any such Member of the intended resolution and of the nature of the allegations made against him and the Member shall be entitled at his option to give an explanation in writing or to attend the meeting of the General Meeting at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit. But the General Meeting shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any Member shall be final and conclusive.

22. No Members ceasing to be a Member of the Institute shall have any right or claim upon the Institute or its property and funds. However, the Members shall nevertheless remain liable to pay to the Institute all moneys owed at the time when it ceased to be a Member.

FEES, SUBSCRIPTIONS AND CALLS

23. The Committee may from time to time determine what entrance fees (if any) shall be paid upon admission as Members or upon transfer from one class of membership to another and, what annual subscription (if any) shall be payable in respect of class of membership.
24. Fees and subscriptions are due and payable immediately upon admission as Members. Thereafter, subscription is due and payable annually on 1st January in each year.
25. The Committee may, with the sanction of a General Meeting, from time to time call upon the Members to contribute funds in proportion to their respective annual subscriptions for the objects of the Institute or any of them, and each Member shall pay every call to made in the manner prescribed by the Committee.
26. A call made under Article 24 shall be deemed to have been made at the time when the resolution of the Committee making the same was passed. Fourteen (14) days notice of any and every call shall be given specifying the time and place of payment, and to whom such call shall be paid.

GENERAL MEETINGS

27. The Institute shall hold a General Meeting in each year as its Annual General Meeting at such place as may be determined by the Chairman, provided that every Annual General Meeting shall be held not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.
28. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
29. If necessary, an Extraordinary General Meeting may be held upon the request of over half of all the Committee Members or one quarter of all the Corporate Members of the Institute who shall raise such a request in written form, bearing their signatures, to the Chairman. Upon the receipt, the Chairman shall cause the meeting to be held within 15 days. However, discussions held and resolutions passed at the meeting shall be confined to only those points listed in the request. Members should be notified seven days in writing by post or in person prior to the meeting.

NOTICE OF THE GENERAL MEETING

30. An Annual General Meeting and any Extraordinary General Meeting of the Association called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and any other Extraordinary General Meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day for which it is given, 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 the manner specified 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 entitled to receive such notices.

PROVIDED THAT a General Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in the Articles, be deemed to have been duly called if it is so agreed:

- a. In the case of an Annual General Meeting, or any other meeting to the extent that it is called for the passing of a special resolution, by all the Members entitled to attend and vote thereat; and
 - b. In the case of an Annual General Meeting other than, by not less than three quarter (75%) in number of the Members having a rights to attend and vote thereat.
31. The accidental omission to give notice to, or the non-receipt of notice by any Member shall not invalidate the processing at any General Meeting.

PROCEEDINGS AT THE GENERAL MEETINGS

32. All business shall be deemed special that it transacted at an Extraordinary General Meeting of the Association, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, financial statements, and the reports of the board of the Committee, election of Committee Members and the appointment of, and the fixing of the remuneration of or the method of determining the remuneration of, the auditors.
33. A Voting Member shall be entitled to be present, to speak, to be elected and to vote at a General Meeting of the Institute.
34. 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. Not less than one quarter (25%) in number of the Voting Members or twenty five (25) Voting Members whichever is the less shall be a quorum. 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 a Voting Member or Voting Members, shall be dissolved; in any other case it shall stand adjourned. The Committee shall by writing within 7 days to all Corporate Members, call for the adjourned meeting to be held within the next 14 days. The number of Corporate Members who will be present in this General Meeting so called for, shall be deemed as the quorum.
35. The General Meeting of the Institute shall be chaired by the Chairman of the Institute. If the Chairman is absent or if at any Meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, the Voting Members present shall choose a Committee Member to preside as Chairman, or if no such Committee Member be present or if all the Committee Members present decline to take the chair, the Voting Members present shall choose the representative of some Voting Members who shall be present to preside as Chairman.
36. The Chairman of the meeting may, with the consent of any General 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 thirty 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 any adjourned meeting.

37. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) be demanded by the Chairman or by ten (10) Voting Members present in person at the meeting. A demand for a poll may be withdrawn. Unless a poll is so demanded, and the demand be not withdrawn, a declaration by the Chairman that a resolution has been 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, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
38. If a poll be demanded in manner aforesaid (and the demand is not withdrawn), it shall be a poll of all Voting Members present in person at the General Meeting and 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 a resolution of the General Meeting at which the poll was demanded.
39. No poll shall be demanded on the election of a Chairman of meeting or on any question of adjournment.
40. The demand for a poll shall not prevent the continuance of a meeting for the transacting of any business other than the business on which a poll has been demanded.
41. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
42. Any Member entitled to be present and vote at a Meeting may submit any resolution to any General Meeting provided that at least six (6) weeks before the day appointed for the Meeting he shall have served upon the Institute a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.
43. Upon receipt of any such notice as mentioned in the last preceding Article, the Secretary shall include in the notice of the Meeting a notice that such resolution will be proposed.
44. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded or of any business the transaction whereof is dependent upon the outcome of any such poll.

VOTES OF MEMBERS

45. Every Voting Member shall have one (1) vote. No Member other than a Voting Member shall be entitled to a vote. On a show of hands and on a poll, votes of Voting Members may be given by their representatives duly appointed by proxy.
46. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney so authorized. A proxy need not be a Member of the Institute.
47. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument or proxy shall not be treated as valid.

48. Every instrument or proxy shall, as nearly as circumstances will admit, be in the form or to the effect following or in such other form as the Committee may from time to time determine:

"We, _____ of _____
in Hong Kong being a Voting Member of Hong Kong Institute of Acoustics Limited,
hereby appoint _____ of _____
or failing him _____ of _____ as our proxy
for us and on behalf at the Annual/Extraordinary General Meeting of the Institute to be
held on the _____ day of _____ and at any adjournment
thereof.

Signed this _____ day of _____ .

"

49. No person 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 Institute in respect of its membership shall be entitled to be present or to vote on any question at any General Meeting.
50. The minutes of all meetings shall be open for the perusal of Members.

COMMITTEE

51. The committee shall be responsible for:-
- (a) proposing membership eligibility criteria for the Annual General Meeting's endorsement;
 - (b) vetting membership applications and admitting new Members to the Institute;
 - (c) organizing all activities relevant to the objects of the Institute;
 - (d) promoting professional and scientific exchange; and,
 - (e) carrying out generally activities for the purpose of managing the business of the Institute.
52. The Committee shall comprise of:-
- (a) a Chairman, elected by simple majority at an Annual General Meeting;
 - (b) eight to twelve Corporate Members, elected by simple majority at a General Meeting;
and,
 - (c) up to four co-opted Members to be appointed by the Committee and all the co-opted Members should be Corporate Members.
53. The Chairman shall be a Corporate Member of the Institute who, except for the inaugural Chairman, has, prior to election, served at least one year in the Committee. He shall be elected in a General Meeting and shall hold office for a term of two years, but shall not be barred from further re-election either as Chairman or as Committee Member. The Chairman shall, however, not hold office as Chairman continuously for more than two

terms. The Committee shall elect for the current term from among their Members:-

- (a) an Honorary Secretary; and,
 - (b) an Honorary Treasurer.
54. The ordinary Members of the Committee shall also be Corporate Members of the Institute and shall be elected by the Corporate Members of the Institute at a General Meeting. They may hold office for a period of three years, but at least a third of them shall retire each year. The Members to retire shall be those who have been longest in office since their last election, subject to a committee vote where there is equality of service.
55. The Committee shall have the power to fill up to four casual vacancies on the Committee by designating any co-opt Members into those positions. Such Members shall serve till the next election. Co-opted Members shall have full voting rights in the Committee meetings.
56. The Committee shall prepare an Annual Report which subject to statutory requirements at the time, shall be the standing item on the agenda of the Annual General Meeting.

POWERS OF THE COMMITTEE

57. The management of the business and control of the Institute shall be vested in the Committee who may exercise all such powers and do all such acts and things as the Institute is by its Memorandum of Association or otherwise, authorized to exercise and do, and are not hereby or by Ordinance expressly directly or required to be exercised or done by the Institute in General Meeting, but subject nevertheless to the provisions of the Ordinance, and of the Articles, and to any regulations not being inconsistent with the Articles, from time to time made by the Institute in General Meeting, provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
58. All moneys, cheques, bills and notes belonging to the Institute shall be paid to or deposited with the Institute's bankers to an account opened in the name of the Institute. Cheques on the Institute's bankers, until otherwise from time to time resolved upon by the Committee shall be signed by any two (2) of the Chairman, Secretary or Treasurer. The Institute's banking account shall be kept with such banker or bankers as the Committee shall from time to time determine.

DISQUALIFICATION OF COMMITTEE MEMBERS

59. The office of a Committee Member shall be vacated if the Committee Member or the Member by whom the Committee Member represented.
- (a) becomes bankrupt, winding up or makes any arrangement of composition with his creditors generally;
 - (b) becomes unsound mind;
 - (c) resigns his office by notice in writing to the Institute;
 - (d) is removed by the Institute in General Meeting;

- (e) without any reasonable excuse and without any prior notice to the Chairman, fails to attend at least seventy-five percent (75%) Committee meetings; or
- (f) ceases to be a Corporate Member.

PROCEEDINGS OF THE COMMITTEE

- 60. The Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit.
- 61. The Committee shall hold a meeting at least once every six (6) months and one week's prior notice in writing of the meeting shall be given. Five (5) Committee Members shall constitute a quorum in any meeting of the Committee. A Committee Member interested in the subject matter of the discussion or resolution shall be counted in the quorum notwithstanding his interest, therein provided he shall nevertheless declare his interest prior to the taking of the vote to the Committee.
- 62. The Chairman shall at any time upon the written request of two or more Committee Members convene a special Committee meeting. A Committee Member who is at any time away from Hong Kong shall not during such time be entitled to have notice of any such meeting.
- 63. A meeting of the Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions of the Institute.
- 64. The Chairman shall preside as the Chairman at all meetings of the Committee. If the Chairman shall be absent, the Committee Members present shall choose one of their Members to take the chair. Each Committee Member shall be entitled to one (1) vote.
- 65. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- 66. The proceedings of all meetings of the Committee shall be entered in a Minute Book which shall be signed by the Chairman of the meeting as a true record at the next succeeding meeting of the Committee.
- 67. A resolution in writing signed by all Committee Members shall be as valid and effectual if it has been passed at a meeting of the Committee duly called and constituted.
- 68. The General Meeting may by special resolution remove any Committee Member in a General Meeting specially convened for that purpose and may by an ordinary resolution appoint another in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Committee Member on the day on which the Committee Member in whose place he is appointed was last elected a Committee Member.

MINUTES

- 69. The Committee shall cause minutes to be duly entered in books provided for the purpose:-
 - a. of all appointments of officers appointed by the Committee.
 - b. of the names of the Committee Members present at each meeting of the Committee,
 - c. of orders made by the Committee,

- d. of all resolutions and proceedings of General Meetings and of meetings of the Committee.
70. And any such minutes of any meeting of the Committee, or of the Institute if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.
71. The books containing the minutes of General Meetings and of meetings of the Committee and Committees shall be kept at the Registered Office.

THE SEAL

72. The Institute shall have a Seal and the Committee shall provide for its safe custody.
73. The Seal of the Institute shall not be affixed to any instrument except authorized by a resolution duly passed by the Committee and signed in the presence of either two of the Chairman, the Secretary or the Treasurer, or by such other person or persons as the Committee may by resolution appoint for the purpose, and the said Chairman, Secretary and Treasurer, or of such other person or persons as aforesaid, shall sign every instrument on which the Seal of the Institute is so affixed.

MANAGEMENT OF FINANCIAL AFFAIRS

74. Funds of the Institute shall be applied only towards meeting the objects of the Institute.
75. The management and control of money shall be vested in the Committee and proper books and accounts shall be kept by the Treasurer and any cash in hand exceeding a total of HK\$5,000 shall be deposited into such banks as the Institute may direct.
76. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Institute until otherwise from time to time resolved upon by the Committee shall be signed by any two (2) of the Chairman, Secretary or Treasurer.
77. No expenditure shall be made unless approved by the Committee.
78. The Committee shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under the Articles.
79. In the event of the Institute being in need of funds for the purpose of the carrying into effect of its objects the Committee may exercise all the powers of the Institute to borrow money, and to mortgage or charge its property and to issued any securities whether outright or as security for any debt, liability or obligation of the Institute of any third party and on such terms as the Committee shall think fit.

ACCOUNTS

80. The financial year shall begin on the first day of January or any other day as the Council may decide.
81. The Committee shall cause proper books of account to be kept with respect to:-

- a. All sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place.
 - b. The assets and liabilities of the Institute.
 - c. All other matters necessary for showing the true state and condition of the Institute.
82. Proper books shall be deemed not 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 Institute's affairs and to explain its transactions.
83. The books of account shall be kept at the Registered Office or at such other place as the Committee from time to time think fit.
84. The Committee shall from time to time, in accordance with the Ordinance, cause to be prepared and to be laid before the General Meeting such profit and loss accounts, balance sheets, and reports as are referred to therein.
85. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the General Meeting together with a copy of the auditor's report shall lie for inspection by the Members at the office for a period of not less than twenty-one (21) days before the date of the meeting and shall be sent to Members as provided in the Ordinance.

AUDIT

86. Once at least in every year (other than the year of incorporation) the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by an auditor or auditors of the Institute.
87. The Institute at each Annual General Meeting shall appoint an auditor or auditors to hold office until next Annual General Meeting, and his or their appointment, remuneration, rights and duties shall be regulated by Section 131, 140 and 141 of the Ordinance.
88. Every account of the Institute when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within three (3) months hereinbefore defined, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the context, bear the meaning so defined.

NOTICES

89. A notice may be served by the Institute upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at such Member's registered address.
90. No Member shall be entitled to have a notice served on him at any address not within Hong Kong, and any Member whose registered address is not within Hong Kong may, by notice in writing, require the Institute to register an address within Hong Kong which, for the purpose of the service of notices, shall be deemed to be such Member's registered address. Any Member not having a registered address within Hong Kong, and not having given notice as aforesaid, shall not be entitled to any notice.

91. Any notice, if served by post, shall be deemed to have been served on the third day next following that on which it shall have been posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepaid and put into a post box.

INDEMNITY

92. Every officer of the Institute or any person (whether an officer of the Institute or not) employed by the Institute as auditor shall be indemnified out of the funds of the Institute against all liability incurred by him as such officer or auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any applications under Section 358 of the Ordinance in which relief is granted to him by the Court.

WINDING UP

93. If not less than three-quarters (75%) of the total Voting Members present and vote in a General Meeting specially convened for that purpose agree to the winding up of the Institute, then the Institute shall be wound up.
94. Upon the winding up of the Institute the provisions of Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.

Names, Addresses and Descriptions of Subscribers

(Sd.) LI Kai Ming
LI Kai Ming (李啟明)
Department of Mechanical Engineering
The Hong Kong Polytechnic University
Hung Hom, Kowloon, Hong Kong
Associate Professor

(Sd.) CHEUNG Nai Chung
CHEUNG Nai Chung (張迺聰)
Flat 8B, Block 1,
Julimount Garden,
Tai Wai, Shatin,
New Territories.
Engineer

Dated the 31st day of August, 2004.

WITNESS to the above signatures:—

(Sd.) Hung Anckes Yau Keung
Chartered Secretary
14/F., West Wing, Sincere Insurance Building,
4-6 Hennessy Road, Wanchai,
Hong Kong