MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

HONG KONG FOOTWEAR ASSOCIATION LIMITED

Incorporated the 3rd day of April, 1978.

HONG KONG
THE COMPANIES ORDINANCE

Company Limited by Guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG FOOTWEAR ASSOCIATION LIMITED

1. The name of the Company (hereinafter called "the Association") is "HONG KONG FOOTWEAR ASSOCIATION LIMITED 香港鞋業商會有限公司".

2. The registered office of the Association will be situated in the Colony Hong Kong.

3. The objects for which the Association is established are:

(a) To promote friendship and corporation and to advance the welfare of manufacturers and dealers in rubber products and footwear.

(b) To develop and promote the extension of the rubber and footwear industries, and in furtherance of the said purposes to liaise and cooperate with companies and institutions in all parts of the world.

(c) To advance understanding, trade and cooperation between manufacturers of rubber products and footwear and suppliers of raw materials for the aforesaid industries.

(d) To establish, maintain, conduct and manage an association for the accommodation of members, their families and friends, and to provide a club-house or club-houses, reading rooms, recreation rooms, refreshment rooms and generally to afford to members, their families and friends all the usual privileges, advantages, convenience and accommodation of an association, on the basis of a non-profit making and welfare character.

(e) To furnish and maintain such house or building for use as an Association and to permit the same to be used by members of the Association and their friends with or without payment or upon such terms as shall be agreed on and if thought fit to manage the affairs of the Association or any of them, and generally to do whatever may seem best calculated to promote the interests of the Association.

(f) To encourage and promote mutual welfare, good fellowship, charity, education, teaching, economics, commerce and industry, among the members of the Association.

(g) To establish, conduct, operate and superintend non-profit making school or schools and other educational institutions or training centre and to provide such education free of charge or on moderate terms.

(h) To establish, promote and maintain libraries and reading and writing rooms, and to furnish the same with books, reviews, magazines, newspapers and other publication and issue, print or publish any publications, newspapers, periodicals, magazines, books, reports or leaflets as the Association may think desirable for the promotion of its objects.
(i) To establish and maintain clinics, dispensaries, nurseries and maternity homes for the benefit of the members of the Association, their families and friends and to provide medical and other services free of charge or on moderate terms.

(j) To accept donations and endowments for all or any of the purposes herein provided, and to act as custodian, trustee or manager of any property or fund for any charitable or other organizations or institutions.

(k) To raise money by subscription or other lawful means for the purpose of any of the objects herein provided.

(l) To admit any persons to be members of the Association on such terms, and to confer on them such rights and privileges as the Association may deem expedient.

(m) To apply or make representations to the Hong Kong Government for grants of land to the Association for the purpose of promoting education, recreation, entertainment and social welfare.

(n) To promote athletic games and other sports and hold either alone, or jointly with any other association, club or persons, meetings, competitions and matches for the playing of games of all kinds and to offer, give or contribute towards, prizes, medals and awards therefor, and to promote, give or support dinners, balls, concerts and other entertainments.

(o) To promote and encourage Chinese and non-Chinese musical and theatrical performances and Unicorn Dance and other forms of amusements.

(p) To buy, sell, prepare, make, supply and deal in all kinds of provisions, liquors and refreshments required or used by the members of the Association and other persons frequenting the Association premises.

(q) To hire and employ and remunerate and from time to time if thought fit dismiss and replace with others such clerks teachers or servants or other employees as the Association may think fit and lawyers accountants surveyors or other professional or non-professional advisers or consultants as may be considered expedient.

(r) To give pensions, gratuities, or charitable aid to any person who may have served the Association, or to the wife, widow, children and other persons to make payments towards insurance; and contribute to provident and benefits funds for the benefit of any persons employed by the Association.

(s) To establish, promote or assist in establishing or promoting, and subscribe to, or become a member of, or amalgamate with, any other association or clubs whose objects are similar or in part similar to the objects of Association, or the establishment or promotion of which may be beneficial to the Association.

(t) Subject to the provisions of Section 17 of the Companies Ordinance, to purchase, take on lease, in exchange, hire or otherwise acquire any lands, buildings, easements, rights or property whether real or personal, which the Association may think necessary or convenient for the purpose of the Association.

(u) To obtain vacant possession of any building or buildings on any land or lands belonging to the Association, to apply to any count or tribunal of competent jurisdiction for such purpose, to pay compensation therefor, to demolish the same and to lay out and prepare for building purposes any land or lands belonging to or in which the Association is interested, either as owners, lessees, contractors or otherwise.

(v) To sell, improve, alter, develop, erect, reconstruct, manage, lease, charge, mortgage, dispose of or otherwise deal with all or any part of the properties of the Association.

(w) To borrow or raise and give security for any money required for the purposes of the Association, by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association.

(x) To lend money to such persons or companies and on such terms as may be expedient and to guarantee the performance of contracts by any such persons or companies.
(y) To invest and deal with the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.

(2) To institute, conduct, defend, compromise, withdraw or abandon any legal proceedings by or against the Association or any of its members, employees or otherwise concerning the affairs of the Association.

(aa) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

(ab) To take over and acquire the assets and liabilities of the unincorporated Hong Kong Rubber Manufacturers' Association (香港橡膠廠商會)

Provided that the Association shall not carry out any trade union activities and shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Association would make it a trade union.

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration 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 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member, to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management 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 may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of 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 and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the right of the contributories among themselves, such amount as may be required not exceeding ten Dollars.

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and 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 prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by the virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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

Company Limited by Guarantee
and not having a share capital

ARTICLES OF ASSOCIATION

OF

HONG KONG FOOTWEAR ASSOCIATION LIMITED
香港鞋業商會有限公司

Preliminary

1. In these Articles unless there is anything in the subject or context inconsistent therewith:

“The Association means the Company registered as HONG KONG FOOTWEAR ASSOCIATION LIMITED (香港鞋業商會有限公司).

“The Colony” means the Colony of Hong Kong and its dependencies.

“The Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and every statutory modification or re-enactment thereof for the time being in force.

“Member” means a member of the Association for the time being.

“Seal” means the common seal of the Association.

“In writing” or “written” includes handwritten, printed, lithographed, typewritten or partly one and partly another.

Words importing the singular number shall include the plural and vice versa.

Words importing the masculine gender shall include the feminine and neuter genders.

Objects

2. The Association is established for the purpose expressed in the Memorandum of Association.

3. For the purpose of registration, the number of members of Association is declared not to exceed 2000.

4. The signatories to the Memorandum and Articles of Association at the date of the incorporation of this Association and such other persons as shall be admitted to membership under these Articles shall be members of the association.

5. Any person, firm or company, whether or not incorporated, and who is a dealer or manufacturer in rubber products or footwear and of good repute, upon the recommendation of one existing member of the Association shall be entitled to apply to become a member of the Association.

6. Every person, firm or company, whether or not incorporated, who desires to become a member of the Association shall sign and deliver to the Association an application in writing in such form as the Association shall from
time to time require. No person shall be admitted as a member of the Association unless his/her/its application is first approved by the Executive Committee of the Association, and the Executive Committee shall have full power to accept or refuse any application, without assigning any reason whatsoever.

7. The member of the Association shall be divided into Life Members, Ordinary Members and Associate Members. Every candidate, whose application is accepted by the Executive Committee, shall upon payment of the prescribed entrance fee and subscription payable by him or her, become a life or an ordinary member of the Association as the case may be.

Subscription Fees

8. The fees and subscriptions payable by a member of the Association shall be as follows:

(a) Every Life Member shall on his or her admission pay to the Association a single sum of HK$3,000.00. Thereafter, no annual subscription shall be payable.

(b) Every Ordinary Member shall on his or her admission pay to the Association an Entrance fee of HK$100.00 and an annual subscription of HK$240.00 each year.

(c) Every Associate Member shall on his or her admission pay to the Association an Entrance fee of $360.00.

The Executive Committee may in its absolute discretion vary, increase or decrease the amount of the admission fee payable by new or additional Life Members and entrance fee and subscription payable by Ordinary Members from time to time. The membership year shall also be determined by the Executive Committee.

9. Any member who is indebted to the Association for any sums of money for twelve months or more, or failing to pay such fees one calendar month after notice to him or her in writing by the Association, shall cease to be a member.

10. Every member, save as herein otherwise prescribed shall enjoy all rights and privileges provided by the Association.

11. The right and privileges of a member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall cease upon his death dissolution or winding up of the firm or company or upon his ceasing from any cause to be a member under the provisions of these Articles or regulations.

12. Every member shall be bound to further to the best of his or her ability the objects, interest and influence of the Association and shall observe all the regulations of the Association.

13. Any member may resign or withdraw from the Association by giving two month’s notice in writing to the Association of his or her intention to do so and upon the expiration of such notice he or she shall cease to be a member, but he or she nevertheless remain liable for and shall pay to the Association all monies (if any) which at the time of his or her ceasing to be a member shall be due from him or her to the Association.

14. Any member who has withdrawn his or her membership or a ceased to be a member of the Association shall have no more interest or rights in the Association and shall not be entitled to the refund of any fees or contributions previously paid by him or her.

Expulsion of Members

15. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles or regulations of the Association, or shall behave either in the Association or elsewhere in a manner calculated to be unduly to the inconvenience of the other members of the Association, or likely to be injurious to the reputations or interests of the Association as the case may be, or cease to carry on the business of a dealer or manufacturer in rubber products or footwear, the Executive Committee after due investigation may call upon such member to resign from the Association forthwith and if he fails to do so within two weeks the Executive Committee may strike his or her name off the list of members or may suspend his or her membership for such period of time as the Executive Committee deem expedient. The decision of the Executive Committee shall for all purposes be final and conclusive.
General Meetings

16. The first general meeting shall be held at such time, not being less than 1 month nor more than 3 months after the incorporation of the company, and at such place, as the Executive Committee may determine.

17. A General Meeting of the Association shall be held once in every calendar year at such time and place as the Executive Committee may determine (not being more than fifteen months after the holding of the last preceding general meeting). In default of a general meeting being so held, a general meeting shall be held in the month next following and may be convened by one-third of the members of the Executive Committee or by one-third of the members for the time being of the Association. In any year in which the term of office of the members of the Executive Committee shall expire, preparation for the election of members of the Executive Committee shall take place at the annual meeting in pursuance of these Articles.

18. The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.

19. The Executive Committee may whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on the requisition in writing of not less than one-third of all the Members of the Executive Committee or one-third of all the members for the time being of the Association, or on such requisition as provided by Section 113 of the Ordinance.

20. In case of an extraordinary general meeting, or a joint meeting of the Executive Committee called in pursuance of a requisition, no business other than that specified in the requisition as the nature of the business of the meeting shall be transacted.

21. The Executive Committee shall respectively meet once every three months or at such time as they may think fit.

22. The Executive Committee may arrange any meetings for the despatch of business of the Association and may adjourn and otherwise regulate any meetings and proceedings as it may think fit.

Elections

23. The election of members of the Executive Committee shall take place in an Ordinary General Meeting of the Association once in every three years.

24. Two months before the election takes place, an Election Committee consisting of not less than 5 members shall be formed, for the purpose of arranging and carrying out all those matters which are necessary in connection with the mode of election.

25. Immediately after the completion of the election, the Election Committee shall be dissolved.

26. The Executive Committee shall have a Chairman and 8 Vice-Chairmen and such other officers as may be necessary, who shall be elected by and from amongst the members of the Committee within one week after the Committee has been formed.

Notice of General Meetings

27. Subject to the provision of Section 116 (2) of the Ordinance relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) of any general meeting specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members as are, under the regulations of the Association, entitled to receive such notices from the Association; 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 members may think fit.

28. 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

29. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an ordinary general meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Executive Committee and auditors, the election of members of the Executive Committee and other officers in the place of those retiring, and the fixing of the remuneration of the auditors.

30. 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. Save as herein otherwise provided, the quorum for a general meeting shall be at least 15 members of the Association personally present or by proxy, and the quorum for a meeting of the Executive Committee shall not be less than 8 members personally present or by proxy.

31. 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

32. The President or in his absence, the Chairman of the Executive Committee shall preside as Chairman at every general meeting of the Association, and if the President or the Chairman of the Executive Committee shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose one of their number to be Chairman for that meeting.

33. 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 ten 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.

34. At any general meeting other than an extraordinary 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 by a majority of the members present in person or by proxy entitled to vote and unless a poll is 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 minute book of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

35. If a poll 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.

36. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

37. At any meeting of the Association, every member present shall have one vote. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Association have been paid.

Notwithstanding the provisions of the Companies Ordinance or any provision in the articles for the purpose of voting for election of members of Executive Committee, no Ordinary Member shall be entitled to vote unless he has been admitted to the Association for not less than one year.

38. The instrument appointing a proxy shall be in writing under the hand of the appointor and shall be in such form as the Association may approve. Such instrument shall be deemed to confer authority to demand or joint in demanding a poll.

39. A proxy must be a member of the Association and no member shall be entitled to hold more than three proxies at a time.
40. 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 of the Association not less than 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 of proxy shall not be treated as valid.

41. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of Association.

42. The Association shall have 1 President, 8 Vice-Presidents and an Executive Committee who shall be elected by and from amongst the members of the Association in General Meeting.

43. The Executive Committee shall be the supreme governing body of the Association, save as otherwise directed by the Association in General Meeting.

44. The number of members of the Executive Committee shall be not less than 7 nor more than 33.

45. The term of office of the 8 Vice-Presidents, 8 Vice-Chairmen and all members of the Executive Committee shall be three years and shall be eligible for re-election.

45A. The term of office of the President and the Chairman of the Association shall be 3 years and they shall be eligible for re-election.

46. The President and all members of the Executive Committee shall serve in an honorary manner but they shall be reimbursed the out-of-pocket expenses that may be incurred by them in connection with the business of the Association.

**Qualifications of Members of Committee**

46A. No member shall be eligible to be elected as a Vice-President or Vice-Chairman unless he has been a member of the Executive Committee and remained in the Office for one full term or more or is an existing member of the Executive Committee.

46B. No member shall be eligible to be elected as the President or Chairman unless he has previously been elected as the President or the Chairman, or as a Vice-President or a Vice-Chairman and remained in such office for one term or more or is the existing President or Chairman, or is an existing Vice-President or Vice-Chairman.

46C. The President or Chairman must be:

(a) a lawful permanent resident of Hong Kong; and

(b) a member or director, the sole proprietor or a partner of a company or firm which is a member of the association.

**The Committee and Its Powers and Duties**

47. The management of the business and control of the Association shall be vested in the Executive Committee 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 exercised or done by the Association and are not hereby or by Ordinance expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of Ordinance, and of these presents, and to any regulations from time to time made by the Association in General Meeting not being inconsistent with such provisions or these presents, but no regulation so made shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
48. The Executive Committee may delegate any of its powers to sub-committees consisting of such members of its body or other members of Association as it shall think fit, and may, from time to time, revoke such delegation or revoke the appointment of any such sub-committee or any member thereof. Any Sub-Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time be imposed on it by the Executive Committee.

49. The Executive Committee shall have power to employ such employees as the Association may require and may fix their remuneration.

50. The Executive Committee may in a joint meeting of their members recommend or appoint any person or persons to be Honorary President or Honorary Advisers to the Association, but no honorarium shall be payable by the Association to any such persons.

**Disqualification of Members of Committee**

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

(a) If he become bankrupt, or insolvent or compound with his creditors;
(b) If he is found lunatic or become of unsound mind;
(c) If he be convicted of an indictable offence;
(d) If he resigns or ceases to be a member of the Association;
(e) If he is removed by an extraordinary resolution of a general meeting of the members of the Association;
(f) If he become prohibited from being a Committee member by reason of any order made under Section 223 or 275 of the Ordinance.

**Minutes**

52. The Executive Committee shall cause minutes to be entered in the books provided for the purposes:-

(a) Of all appointments of officers.
(b) Of all names of the members present at each meeting of the Executive Committee.
(c) Of all orders made by the Executive Committee.
(d) Of all resolutions and proceedings of general meetings and of meeting of the Executive Committee.

A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted.

**Seal**

53. The Executive Committee shall forthwith procure a Common Seal to be made for the Association, and shall provided for the safe custody thereof. The Seal shall be affixed to any instrument in the presence of the Chairman of the Executive Committee who shall sign every such instrument to which the Seal is affixed.

**Accounts**

54. The Executive Committee shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place, all sales and purchases of goods by the Association and the assets and liabilities of the Association.

55. The books of account shall be kept at the registered office of the Association or at such other place or places as the Executive Committee shall think fit, and shall be open to the inspection of the Executive Committee.
56. The Executive Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by the Memorandum of Association or authorized by the Executive Committee or by the Association in general meeting.

57. At the Ordinary General Meeting in every year the Executive Committee shall lay before the Association an income and expenditure account and a balance sheet, to which such documents as are required by law shall be attached or annexed, including the Auditors’ report and a report of the Executive Committee with respect to the state of the Association’s affairs, for the period since the preceding account or (in the case of the first Ordinary General Meeting) since the incorporation of the Association, made up to a date not more than six months before such meeting. The Auditors’ report shall be read at the Meeting and shall be open to inspection as required by Section 128 of the Ordinance.

58. The Officer in Charge of the Accounts Section shall look after all moneys received and expended by the Association, prepare and submit monthly statement of accounts and annual balance sheet for the approval of the Executive Committee and publish to the members of the Association.

59. All cheques, drafts and orders for payment of money of the Association shall be signed by any two of the Chairman or Vice-Chairman and/or Hon. Treasurer.

Audit

60. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

Notices

61. Notice may be served by the Association upon any member either personally or by sending it through the post addressed to such member at his registered address or by advertisement in one or more newspapers circulating in Hong Kong.

62. No member shall be entitled to have a notice served on him at any address not within Hong Kong but any member whose registered address is not within Hong Kong may by notice in writing require the Association to register an address within Hong Kong which, for the purpose of the service of notices, shall be deemed to be his registered address.

63. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaid, and posting a letter containing the notice and to have been effected at the expiration of 24 hours after the letter containing the same was posted. A notice appearing in a Chinese daily newspaper shall be deemed to have effect on the day the advertisement appears.

64. If a member has not registered an address in Hong Kong and has not supplied to the Association an address in Hong Kong for the giving of notices to him a notice addressed to him and posted up in the Registered Office of the Association shall be deemed to be duly given to him on the day on which the advertisement appears. No persons who are not members of the Association shall be entitled to receive notices of the Association.

Winding Up

65. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

66. Save as aforesaid, the Association shall not be dissolved except with the consent of not less than two-thirds of all members of the Association expressed in person or by proxy at an Extraordinary General Meeting or Special Meeting convened for the purpose.