

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and Not Having A Share Capital**

MEMORANDUM OF ASSOCIATION

OF

THE ASIAN STUDIES ASSOCIATION OF HONG KONG LIMITED
香港亞洲研究學會有限公司

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1. The name of the Company is “THE ASIAN STUDIES ASSOCIATION OF HONG KONG LIMITED 香港亞洲研究學會有限公司” (hereinafter called the “Association”).
 2. The registered office of the Association will be situated in the Hong Kong Special Administrative Region.
 3. The objects for which the Association is established are :-
 - (a) To promote the development of Asian studies in Hong Kong;
 - (b) To promote a forum for the interdisciplinary scholarly study of Asia;
 - (c) To promote and facilitate scholarly exchanges between Hong Kong scholars and their counterparts and associations in other parts of the world;
 - (d) To provide an English-language forum for scholarly communication on Asia through conferences and publication;

- (e) In order to fulfil the objects of the Association, to organize scholarly seminars and conferences; to publish newsletters, scholarly journals or other published means; to organize and promote exchanges among scholarly institutions in Asia;
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire any land, building and other property, to erect and maintain any building on such land and to enter into any contract or any other obligation in connection with the erection of such buildings or the leasing management of any land building or property of the Association;
- (g) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any land, building, messuage, tenement, mortgage, debenture, fund, share or security which is for the time being vested in or belonging to the Association upon such terms as the Association may deem fit;
- (h) To borrow any money required for the purpose of the Association upon such terms and on such securities as may be determined;
- (i) To invest the monies of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined;
- (j) To open and operate bank accounts, to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instrument;
- (k) To accept donations, endorsements, pledges, low-interest loans, interest-free loans and to receive property by devise or bequest for all or any of the purposes herein provided;
- (l) To subscribe to and promote the aims of any society or organization having similar objects to all or any of the objects of the Association and to encourage and support any society, association or movement for the improvement of social welfare services provided that the Association shall not subscribe to or support with its funds to any society, organization or association which does not prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof;
- (m) To pay gratuities, pensions or allowances on retirement to any person who have served the Association or the dependents of any such person and to set up and make contributions to any fund, and to pay any premium for the purchase or provision of any such gratuity pension whether by way of insurance or otherwise;

- (n) For the purposes of the Association, to establish, manage, maintain and operate free or otherwise at moderate charges public reading and/or lending libraries, reading rooms, or writing rooms or study rooms and to furnish the same with stationery, books, magazines, newspapers and other publications;
 - (o) To enter into any arrangement or contract with any government or authority, supreme, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Association or any of them and obtain from any such government, authority, person or company any right, privilege and concession which the Association may through its directors think desirable to obtain and carry out, exercise and comply with any such arrangement, contract, right, privilege and concession;
 - (p) To establish, superintend, administer and manage an appropriate fund from which donations or advancements may be made to such charitable person or persons and to accept donations or subscriptions specifically made to such charitable fund with proper record on any payment from the charitable fund and proper control on such a fund;
 - (q) For the purposes of the Association, to build, rebuild, alter, vary, renew, maintain and repair any land, building or messuage of the Association either alone or jointly with any other person or person; to obtain vacant possession of any land, building or messuage belonging to the Association by any lawful means whatsoever and in particular by application for exclusion orders or other orders under the Landlord and Tenant (Consolidation) Ordinance or any ordinance amending or replacing, the same and to pay compensation to occupiers for vacating any land, building or messuage belonging to the Association;
 - (r) To invest the monies of the Association not immediately required upon such securities including the securities of the mortgage of any land, building, messuage or tenement or the mortgages, debentures, funds, shares or securities of any person, corporation or company;
 - (s) To employ clerks, secretaries, social workers, and other professional and non-professional person or persons for the purposes of the Association and to remunerate them in return for services rendered to the Association in such a manner as the board of directors may consider fit;
 - (t) To do certain acts for or incidental to the aforesaid objects.
4. The liability of the members is limited.
5. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association;

- (2) No portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
 - (3) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the board of directors or governing body of the Association in return for any services actually rendered to the Association.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Association of remuneration to any officers or servants of the Association, or to any member of the Association or other person in return for any service actually rendered to the Association.
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 afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and 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 hundred dollars.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be 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 on the Association under or by virtue of Clause 5 hereof, such 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 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 object.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the properties, credits and liabilities of the Association; and subject to 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 in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more authorised auditor or auditors.
9. The powers set forth in the Seventh Schedule of the Companies Ordinance Cap.32 are hereby excluded.

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

Names, Addresses and Descriptions of Subscribers

x Leo Chan x Leo Chan

Leo Chan Tak-hung
Department of Translation, Lingnan University, Tuen Mun, New Territories
Associate Professor

x Joseph Cheng x Joseph Cheng

Joseph Cheng Kwok-shok
Flat 14B, Phoenix Heights, 16 Sui Wo Road,
Fotan, Shatin, New Territories
Professor of Political Science, City University of Hong Kong

x Ho Koon-wan x K.W. Ho

Ho Koon-wan
General Education Centre, Hong Kong Polytechnic University,
Hung Hom, Kowloon
University Lecturer, Senior Lecturer, General Education Centre,
Hong Kong Polytechnic University

x Leung Yuen-sang x Y.S. Leung

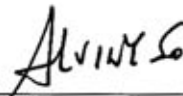
Leung Yuen-sang
History Department, The Chinese University of Hong Kong,
Shatin, New Territories
Professor/Education

x Janet Lee Scott Janet Scott


Janet Lee Scott
Department of Sociology, Hong Kong Baptist University
224 Waterloo Road, Kowloon
Associate Professor of Sociology, Hong Kong Baptist University

x  x W. C. So 蘇

So Wai-chor
School of Arts and Social Sciences, The Open University of Hong Kong,
30 Good Shepherd Street, Ho Man Tin, Kowloon
Teacher (Associate Professor)

x  x Alvin So

Alvin Y. So
Division of Social Science, Hong Kong University of Science and Technology,
Clear Water Bay, Kowloon
Professor

x  x S. L. Wong 黃

Wong Siu-lun
Centre of Asian Studies, The University of Hong Kong,
Pokfulam Road, Hong Kong
Professor

x  x Steven Luk

Steven Luk Kwok
The Chinese University Press, The Chinese University of Hong Kong,
Shatin, New Territories
Director, The Chinese University Press

Dated the / day of

WITNESS to the above signatures :

Leung Sau Fong
Chartered Secretary
Unit Nos. 301-02, 3/F.,
New East Ocean Centre,
No. 9 Science Museum Road,
Tsimshatsui,
Kowloon

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
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ARTICLES OF ASSOCIATION

OF

THE ASIAN STUDIES ASSOCIATION OF HONG KONG LIMITED
香港亞洲研究學會有限公司

PRELIMINARY

1. The Articles contained in Table C of the First Schedule of the Companies Ordinance (Chapter 32) shall not apply to the Association.
2. In these Articles, unless the context otherwise requires :-
 - "The Association" means the abovenamed association;
 - "Ordinance" means the Companies Ordinance, Chapter 32;
 - "Director" also means the Executive Committee Member;
 - "The Board of Directors" also means the Executive Committee.

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, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Association, shall have the meanings so defined.

MEMBERS

3. (a) The number of members of the Association shall be unlimited.
- (b) The Board of Directors may from time to time determine the amount of the entrance fee payable on admission to membership and the monthly or annual subscriptions and other payments due to the Association shall also determine the details and prescribe rules for the application of membership. The initial fee structure will be set as: Individual Membership – HK\$200 per annum, Corporate Membership – HK\$200 per annum, Student/Retired Membership – HK\$100 per annum, Permanent Membership – HK\$1,000 per annum. Membership is open to all who are interested in Asian studies so long as they are willing to observe the Association's articles.

GENERAL MEETINGS

4. 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 notices 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. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.
5. All general meetings other than annual general meetings shall be called extraordinary general meetings.
6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance.

NOTICE OF GENERAL MEETINGS

7. An annual general meeting 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 annual general meeting or a meeting for the passing of an ordinary resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and 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 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 so agreed :-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the 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 percent of the total voting rights of all the members entitled to attend and vote at that meeting.
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
10. 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, (i) 20 members present in person or by proxy or (ii) 20% of the total number of members at the date of general meeting, whichever is the lowerest, shall be a quorum.
11. 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 shall be a quorum.
12. The president, if any, of the board of directors shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is 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 select one of their number to be chairman of the meeting.
13. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

14. 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.
15. 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 President; or
 - (b) by at least 2 members present in person 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 be 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 containing the minutes of 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 such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the president directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the president 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.
18. A poll demanded on the election of a president, 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

19. Every member shall have 1 vote.
20. 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 appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
21. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
22. On a poll votes may be given either personally or by proxy.
23. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association.
24. 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 or at such other place within Hong Kong Special Administrative Region as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
25. An instrument appointing a proxy shall be in the following form or any other form which the director shall approve :-

"I
of
being a member of Limited for
hereby appoint of
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case
may be) general meeting of the Association to be held on the day
of and at any adjournment thereof.

Signed this of ."

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
28. Subject to the provisions of the Ordinance, a resolution in writing, consisting, of one document or separate copies prepared and/or circulated for the purpose, signed by all the members for the time being entitled to receive notice of and to attend and vote at any general meeting shall be valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. A cable or telex message or a facsimile transmission sent by a member shall be deemed to be a document signed by him for the purpose of this regulation.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised 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 the Association.

AMDENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATIONS

30. The Memorandum and Articles of Associations of the Association may be proposed for amendments by the Executive Committee or by a petition signed by a minimum of 10 Association voting members. Such a petition should be properly signed and presented to the Executive Committee ten days prior to the general meeting. No proposals may run counter to the mission of the Association as either constitutionally expressed or as demonstrated by act.

DIRECTORS

31. Unless otherwise determined by the Association in general meeting the number of directors of the Association shall not be less than five.
32. The first Directors of the Association shall be elected by the Subscribers to the Memorandum and these Articles.

POWERS AND DUTIES OF DIRECTORS

33. The business of 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 by these articles, required to be exercised by the Association in general meeting subject nevertheless to the provisions of the Ordinance or these articles 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.
34. The director, shall cause minutes to be made in the 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 and of any committee of directors;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the directors, and of committee of directors;

and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF DIRECTORS

35. The office of director shall be vacated if the director :-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance; or
 - (c) becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
 - (e) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance. A director

shall not vote in respect of any contract in which he is interested or any matter thereabout, and if he does so vote his vote shall not be counted.

RETIREMENT OF DIRECTORS

36. The term of office of a Director shall be 2 years and shall retire from office.
37. A retiring director shall only be eligible for re-election twice consecutively.
38. The Association may from time to time in general meeting increase or reduce the number of directors.
39. The directors shall have power at any time, and from time to time, to appoint a member as director of the Association to fill a casual vacancy or as an addition to the Board.
40. The Association may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

PROCEEDINGS OF DIRECTORS

41. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of directors.
42. The quorum necessary for the transaction of the business of the directors may be fixed by directors, and unless so fixed shall be 5.
43. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles of Association as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Association, but for no other purpose.
44. The directors may elect a chairman of their meetings and determine the period for which he is to hold office but, if no such chairman is elected, or if at the meeting the Chairman is not present 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
45. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the directors.

46. A committee may elect a chairman of its meetings if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
47. A 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 case of an equality of votes the chairman shall have a second or casting vote.
48. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons 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.
49. A resolution in writing, signed by all the directors for the time being entitled to receive notice of 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. A cable or telex message or a facsimile transmission sent by a director shall be deemed to be a document signed by him for the purpose of this regulation.
50.
 - (a) A director who is interested in a contract or proposed contract with the Association shall, if his interest in the contract or proposed contract is material, declare the nature of his interest at a meeting of the directors; and
 - (b) A director shall not vote in respect of any such contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting.

EXECUTIVE COMMITTEE

51.
 - (a) The Executive Committee shall consist of minimum five persons and shall include Officers namely a President, a 1st Vice-President, a 2nd Vice-President, a Treasurer and a Secretary. Such Members shall be nominated by 5 members and shall be elected by majority vote during the annual general meeting for a two-year term. The Executive Committee Members have to take Hong Kong as their primary place of residence.
 - (b) Other members of the Executive Committee may be nominated by the President or self-nominated. These members will be elected by majority vote during the annual general meeting.
 - (c) The Executive Committee shall:
 - (i) meet at least once every quarter to deliberate/implement measures to realize the Association's goals and missions;
 - (ii) select the location for the annual general meeting, and make necessary arrangement thereof;

- (iii) set up the agenda for the annual general meeting;
- (iv) have the authority to call an Executive Committee meeting at the request of the majority of its members; and
- (v) nominate members of the Association as its representatives to attend conferences in Hong Kong or overseas.

(d) Duties and Functions of Officers:

- (i) The President is the chief executive officer of the Association, and shall be responsible for co-ordinating all activities of the Association, including the annual general meeting. The responsibilities of the President shall include but not necessarily limited to:
 - (a) chairing all Executive Committee Meetings and the annual general meetings;
 - (b) calling Executive Committee Meetings as stipulated;
 - (c) presenting an annual report on the Association activities to members attending the annual general meeting;
 - (d) in the event of a tied vote within the Executive Committee, the President shall have the deciding vote.
- (ii) The 1st Vice-President is the second in command of the Association; and his/her responsibilities include:
 - (a) assisting the President and temporarily perform the functions of the President in the event of sickness or absence;
 - (b) assuming the responsibilities of the President if for whatever reason he/she cannot finish the entire term;
 - (c) the 1st Vice-President succeeds to the office of President upon completion of the former's term of office.
- (iii) The 2nd Vice-President is the third in command of the Association; and his/her responsibilities include:
 - (a) assisting the President and the 1st Vice-President;
 - (b) assuming the responsibilities of the 1st Vice-President if for whatever reason he/she cannot finish the entire term;
 - (c) maintaining and promoting the membership base of the Association; and
 - (d) chairing the meetings of the Liaison Committee.
- (iv) The Secretary takes minutes, conducts official correspondence and maintains the records.
- (v) The Treasurer maintains the books and financial records of the Association. The Treasurer has to prepare a report on the accounts of the

Association during the annual general meeting.

- (vi) Other Executive Committee members may substitute for the Secretary or Treasurer on a temporary, as-needed basis.

LIAISON COMMITTEE

52. (a) The liaison Committee shall, as far as possible, be composed of a member representing each of the tertiary institutions in Hong Kong.
- (b) The Liaison Committee shall be chaired by the 2nd Vice-President.
- (c) The members of the Liaison Committee shall:
- (i) promote the Association and its work with his/her tertiary institution;
 - (ii) assist in the collection of opinions and ideas from his/her institution;
 - (iii) maintain a liaison role to the Association within his/her institution.

SECRETARY

53. The first secretary of the Association shall be H.K.I.C. Consultants Limited who shall hold office until the first meeting of Directors.
54. A provision of the Ordinance or these Articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

ACCOUNTS

55. 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.

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

56. 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 fit, and shall always be open to the inspection of the directors.

57. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being 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 authorised by the directors or by the Association in general meeting.
58. The directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure statement, balance sheets, group accounts (if any) and reports as are referred to in those sections.
59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the directors' report and a copy of the auditors' report, shall not less than 14 days before the day of the meeting be sent to every member of the Association.

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

CHEQUES ETC.

60. Unless otherwise determined by the board of directors all cheques, promissory notes, drafts, bill of exchange and other negotiable instruments shall be made, signed, drawn, accepted and endorsed or otherwise executed by two directors as the board of directors may from time to time appoint.

THE SEAL

61. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purposes.

AUDIT

62. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICES

63. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him.

When 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 the expiration of 24 hours after the letter containing the same was posted.

64. If a member has no registered 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 to his last known address or posted up in the registered office of the Association shall be deemed to be duly given to him on the day on which the notice is given in such manner.
65. Notice of every general meeting shall be given in same manner hereinbefore authorized to (a) every member 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 the notice to them; and (b) the auditor for the time being of the Association. No other persons shall be entitled to receive notices of general meetings.
66. Every member shall observe and be bound by all the provisions of the Memorandum and Articles of Association, regulations and by-laws of the Association for the time being in force.
67. Any member who shall fail in the observance of any of the provisions of the Memorandum and Articles of Association or of regulations or by-laws of the Association or whose acts or omissions are in the opinion of the directors obstructive or harmful to the interests, activities or objects of the Association shall be liable to expulsion from the Association upon a resolution to such effect being passed by a majority of three quarters of the directors (present and voting). Provided that at least 14 days before the meeting of the directors at which such resolution is passed, the member who is affected thereby shall be notified in writing by the Association thereof and shall be invited to attend the meeting and to give any explanation or defence, in writing or verbally, which he may think fit.
68. Any member who shall have failed to pay the annual subscription fee for one year and shall still fail to pay the same within two weeks after the written demand by the Association thereof shall be liable to have his membership terminated upon a resolution to such effect being passed by the directors without any prior notice to such defaulting member inviting him to give his explanation or defence. A member whose membership has been terminated on the ground of failure in payment of the annual subscription may be admitted as a member upon his application to the directors for admission but he may be required to pay up all the arrears of his annual subscriptions.
69. Any member may resign from membership by giving notice in writing to the Association of his intention so to do, and upon the expiration of such notice, he shall cease to be a member but shall nevertheless remain liable for and shall pay to the Association all monies which at the time of his ceasing to be a member shall be due

from him to the Association. Such member shall on his resignation return to the Association any membership card, certificate or badge issued to him by the Association.

70. Upon the termination of membership of any member whether by expulsion or resignation, such member as aforesaid shall forfeit all rights in or claims to a return of the money paid by him to the Association by way of subscription.

AFFIRMATION

71. The Association requires the affirmation and acceptance of the Statement of Faith set out hereinbefore by all staff, annually, and all Directors, upon election or re-election to a new term of service.

RIGHTS OF MEMBERS

72. All members shall be entitled to participate in all activities organised by the Association unless excluded by the directors.

Names, Addresses and Descriptions of Subscribers

x Leo Chan x Leo Chan

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Associate Professor

x Joseph Cheng x Joseph Cheng

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Fotan, Shatin, New Territories
Professor of Political Science, City University of Hong Kong

x Ho Koon-wan x K. W. Ho

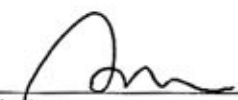

Ho Koon-wan
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Hung Hom, Kowloon
University Lecturer, Senior Lecturer, General Education Centre,
Hong Kong Polytechnic University

x Leung Yuen-sang x Y. S. Leung

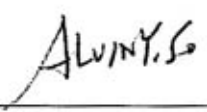
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x  x W.C. So 

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Teacher (Associate Professor)

x  x Alvin So

Alvin Y. So
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Professor

x  x Steven Luk

Steven Luk Kwok
The Chinese University Press, The Chinese University of Hong Kong,
Shatin, New Territories
Director, The Chinese University Press

Dated the / day of /

WITNESS to the above signatures :

Leung Sau Fong
Chartered Secretary
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Kowloon