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公司編號 CR No.

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ARTICLES OF ASSOCIATION
OF
GENERAL AGENTS AND MANAGERS ASSOCIATION
OF HONG KONG FOUNDATION LIMITED

香港人壽保險經理協會慈善基金有限公司

Incorporated the day of

HONG KONG

編號

No.

副本

[COPY]

公司註冊證明書

CERTIFICATE OF INCORPORATION

本人謹此證明

I hereby certify that

GENERAL AGENTS AND MANAGERS ASSOCIATION
OF HONG KONG FOUNDATION LIMITED

香港人壽保險經理協會慈善基金有限公司

於本日根據香港法例第622章《公司條例》

is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間

(Chapter 622 of the Laws of Hong Kong), and that this company is

有限公司。

a limited company.

本證明書於

Issued on

發出。

香港特別行政區公司註冊處處長

Registrar of Companies

Hong Kong Special Administrative Region

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

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

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THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

GENERAL AGENTS AND MANAGERS ASSOCIATION OF HONG KONG FOUNDATION LIMITED

香港人壽保險經理協會慈善基金有限公司

Part A Mandatory Articles

1. Company Name

The name of the company is

“GENERAL AGENTS AND MANAGERS ASSOCIATION

OF HONG KONG FOUNDATION LIMITED

香港人壽保險經理協會慈善基金有限公司”

2. Registered Office

The registered office of the Foundation will be situated in Hong Kong.

3. Objects

The objects for which the Foundation is established are:-

- (1) To promote and undertake projects and activities for the relief of poverty and suffering from natural calamities.
- (2) For relief of the needy for the benefit of the Hong Kong community, to provide care and help for the aged, sick, disabled and children.
- (3) In furtherance of the objects of the Foundation but not otherwise, to promote and advance the physical well-being of the poor and the needy people.
- (4) To promote and assist in promoting education, vocational training, culture, science and research. (the research findings are disseminated to the public)

4. Powers of the Foundation

In furtherance of the above objects but not otherwise, the Foundation shall have the following powers:-

- (1) To lease, purchase, hold, hire, use and to take possession of any personal or real property for the uses of the Foundation, and to sell, lease, mortgage, create trust, alien or dispose of the same which the Foundation may think necessary for the uses for which the Foundation is formed, and to buy and sell real or personal property and to apply the proceeds of sale, including any and all income, to uses of the Foundation.
- (2) To hold talks, shows, concerts, counseling, conference, exhibitions and to take such steps by personal or written appeals or other functions and activities as may from time to time be

本公司謹此核證，此為公司註冊處所登記及備存文件的真實副本(參考編號：22202585971；第2頁，共29頁)

I certify that this is a true copy of the document (Ref. No.: 22202585971, Page 2 of 29) kept and registered at the Companies Registry.

本人謹此核證，此為公司註冊處所登記及備存文件的真實副本(參考編號：22202585971；第2頁，共29頁)

I certify that this is a true copy of the document (Ref. No.: 22202585971, Page 2 of 29) kept and registered at the Companies Registry.

Handwritten signature of Miss Helen Tang

香港特別行政區公司註冊處處長鄧婉雯
Miss Helen TANG
Registrar of Companies
Hong Kong Special Administrative Region
二〇二二年十月十八日
18-OCT-2022



deemed expedient for the purpose of providing contributions to the funds of the Foundation.

(3) To publish magazines, tracts, books and other literature and undertakings.

(4) To distribute and sell books, pamphlets and literature and to arrange for publicity for the purpose of any of the objects herein.

(5) To establish, undertake, superintend, administer, and contribute to any charitable fund from whence donations or advances may be made to needy persons and to contribute to or

otherwise assist any charitable institutions or undertakings provided that the recipients which are organisations shall prohibit distribution of their income and property amongst their

members to an extent at least as great as is imposed on the Foundation under or by virtue of

Articles 5 and 6 hereof.

(6) To purchase, take or lease or in exchange, hire or otherwise acquire any real and personal

estate which may be deemed necessary for any of the objects of the Foundation. To construct,

maintain, and alter any houses, buildings, or works necessary for the objects of the Foundation.

(7) To accept donations and endowments for all or any of the objects herein provided and support establishments and institutions for any of the objects herein provided, provided that the

recipients, which are organisations shall prohibit distribution of their income and property amongst their members to an extent at least as great as is imposed on the Foundation under

or by virtue of Articles 5 and 6 hereof.

(8) 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 Foundation upon such terms as the Foundation may deem fit.

(9) To invest and deal with the moneys of the Foundation not immediately required upon such securities in proper and prudent manner as may from time to time be determined by the

Management Committee.

(10) Subject to Article 25 of Part B, to employ with or without remuneration such officers, servants, and other persons as the Foundation may think fit for the carrying out of its projects or objects,

but no Management Committee Members shall be entitled to any remuneration (except for reimbursement of reasonable expenses incurred for the Foundation).

(11) To make representations to the Hong Kong Special Administrative Region of the People's Republic of China or any of its departments or officers for allocation of lands, grants, aids or

subsidies to the Foundation for the purposes of promoting its objects or any of them.

(12) To raise funds through lawful means as the Foundation may think fit for its objects.

(13) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other association or companies whose objects are similar

to the objects of the Foundation, provided that the association or companies 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 Foundation under or by virtue of the Articles 5 and 6 hereof.

(14) To draw, make, accept, endorse, discount and execute cheques, bills of exchange, promissory

notes and other negotiable instruments for the objects of the Foundation.

(15) To borrow with or without security or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Foundation or by mortgage or charge upon all or any part of the property of the Foundation.

(16) To procure the Foundation to be registered or recognized in any country or place outside Hong Kong.

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

5. Application of income and property.

(1) The income and property of the Foundation, however derived, shall be applied solely towards the promotion of the objects of the Foundation as set out in these articles.

(2) Subject to Article 5(3), none of the income and property of the Foundation shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Foundation.

(3) The requirement under Article 5(2) above does not prevent the payment by the Foundation:-

(a) of reasonable and proper remuneration to a member of the Foundation not being a Management Committee Member or member of governing body for any goods or services supplied by him or her to the Foundation;

(b) of reimbursement to a member of the Foundation for out-of-pocket expenses properly incurred by him or her for the Foundation;

(c) of interest on money lent by a member of the Foundation to the Foundation at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;

(d) of rent to a member of the Foundation for premises let by him or her to the Foundation; Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal

the rent or other terms of the lease are under discussion, and

(e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Foundation is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

6. Dealing with the assets of the Foundation upon winding up or dissolution

If upon the winding-up or dissolution of the Foundation 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 Foundation; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, 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 Foundation under or by virtue of Article 5(2) and 6 of Part A, such institution or institutions, to

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WE, the undersigned, wish to form a company and wish to adopt the Articles of Association as attached.

Names of Founder Members

Wong Wing Tai Harry

Lau Kwok Ming

Kwok Chun Kwong Albe

Chim Shui Yam

詹瑞欽

Registry 公司 & Companies Registry 公司註冊處 Companies Registry 公司註冊處 Compa

Chan Kit Yan 陳潔恩

Cheung Ying Kwan Winky

Leung Kam Fai Jacky

梁錦輝

Wong Wai Kwong

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Division 4—Alternate Management Committee Members

27. Appointment and removal of alternates

28. Rights and responsibilities of Management Committee Members

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Division 5—Company Secretary

30. Appointment and removal of company secretary

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36. Accidental omission to give notice of general meetings

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53. Means of communication to be used

Division 2—Administrative Arrangements

54. Company seals

55. Accounts and records

56. No right to inspect accounts' and other records

1. Interpretation

(1) In these articles—

alternate and alternate Management Committee Member mean a person appointed by a Management Committee Member as an alternate under Article 27(1);

appointor— see Article 27(1);

articles means the Articles of Association of the Foundation;

associated company means

(a) a subsidiary of the Foundation;

(b) a holding company of the Foundation; or

(c) a subsidiary of such a holding company.

Management Committee Members mean the Directors of the Foundation.

Foundation means GENERAL AGENTS AND MANAGERS ASSOCIATION OF HONG KONG FOUNDATION LIMITED 香港人壽保險經理協會慈善基金有限公司

GAMAHK means GENERAL AGENTS AND MANAGERS ASSOCIATION OF HONG KONG LIMITED, a limited by guarantee company registered in Hong Kong.

mental incapacity has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable by reason of mental incapacity, of managing and administering his or her property and affairs;

Operating Committee— see Article 5(1) of Part B of this Articles of Association;

Operating Committee Member means a member of the Operating Committee;

Ordinance means the Companies Ordinance (Cap. 622);

proxy notice— see Article 47(1);

(2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.

(3) For the purposes of these articles, a document is authenticated if it is authenticated in any

way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part 2 Management Committee Members and Company Secretary

Division 1—Management Committee Members’ Powers and Responsibilities

2. Management Committee Members’ general authority

(1) Subject to the Ordinance and these articles, the affairs and operations of the Foundation are managed by the Management Committee Members, who may exercise all the powers of the Foundation.

(2) An alteration of these articles does not invalidate any prior act of the Management Committee Members that would have been valid if the alteration had not been made.

(3) The powers given by these articles are not limited by any other power given to the Management Committee Members by these articles.

(4) A Management Committee Members meeting at which a quorum is present may exercise all powers exercisable by the Management Committee Members.

3. Members’ reserve power

(1) The members may, by special resolution, direct the Management Committee Members to take, or refrain from taking, specified action.

(2) The special resolution does not invalidate anything that the Management Committee Members have done before the passing of the resolution.

4. Management Committee Members may delegate

(1) Subject to these articles, the Management Committee Members may, if they think fit, delegate any of the powers that are conferred on them under these articles—

(a) to any person or committee;

(b) by any means (including by power of attorney);

(c) to any extent and without territorial limit;

(d) in relation to any matter; and

(e) on any terms and conditions.

(2) If the Management Committee Members so specify, the delegation may authorize further delegation of the Management Committee Members’ powers by any person to whom they are delegated.

(3) The Management Committee Members may—

(a) revoke the delegation wholly or in part; or

(b) revoke or alter its terms and conditions.

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本人謹此核證，此為公司註冊處所登記及備存文件的真實副本(參考編號：22202585971：第10頁共29頁)。

I certify that this is a true copy of the document (Ref. No.: 22202585971, Page 10 of 29) kept and registered at the Companies Registry.

香港特別行政區公司註冊處處長鄧婉雯
Miss Helen TANG
Registrar of Companies
Hong Kong Special Administrative Region
〇二二年十月一日
18-OCT-2022

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Page 1 of 1

5. Committees

(1) For assisting and supporting the Management Committee Members to carry out daily

duties and operations of the Foundation, the Management Committee shall form an

Operating Committee which consists of the following parties:

- Chairman of the Operating Committee shall be nominated by current Board of

GAMAHK and shall also be the existing Board Members of GAMAHK, who shall

facilitate the communication between the Foundation and GAMAHK;

- other Operating Committee Members which are nominated by current Board of

GAMAHK and approved by the Management Committee.

(2) The Management Committee may also form other committees of the Foundation when they think fit.

(3) The Management Committee Members may make rules providing for the conduct of operation of the committees to which they have delegated any of their powers.

(4) The committees must comply with the rules.

6. Honorary Advisor

(1) The Management Committee Members may appoint Honorary Advisor which allows esteemed individuals to cooperate with the Foundation. It allows him or her to attend the

Management Committee Meeting but who is not a Management Committee Member and has no voting right.

(2) An Honorary Advisor shall not be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees and no remuneration or other benefit in money or money's worth.

(3) Yung Wing Ki, Samuel, SBS, MH, JP 容永棋, SBS, MH, JP is appointed as Honorary Advisor of the Foundation.

(4) The term of office for Honorary Advisor is 2 calendar years.

Division 2—Decision-taking by Management Committee Members

7. Management Committee Members to take decision collectively

A decision of the Management Committee Members may only be taken—

(a) by a majority of the Management Committee Members at a meeting; or

(b) in accordance with Article 8.

8. Decisions by majority

(1) A decision of the Management Committee Members is taken in accordance with this article

when at least majority of eligible Management Committee Members indicate to each other

(either directly or indirectly) by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been

signed by each eligible Management Committee Member or to which each eligible

Management Committee Member has otherwise indicated agreement in writing

(3) A reference in this article to eligible Management Committee Members is a reference to Management Committee Members who would have been entitled to vote on the matter if it had been proposed as a resolution at a Management Committee Members' meeting.

(4) A decision may not be taken in accordance with this article if the eligible Management Committee Members would not have formed a quorum at a Management Committee Members' meeting.

9. Calling Management Committee Members' meetings

(1) Any Management Committee Member may call a Management Committee Members' meeting by giving notice of the meeting to the Management Committee Members or by authorizing the company secretary to give such notice.

(2) Notice of a Management Committee Members' meeting must indicate—

(a) its proposed date and time; and

(b) where it is to take place.

(3) Notice of a Management Committee Members' meeting must be given to each Management Committee Member but need not be in writing.

10. Participation in Management Committee Members' meetings

(1) Subject to these articles, Management Committee Members participate in a Management Committee Members' meeting, or part of a Management Committee Members' meeting, when—

(a) the meeting has been called and takes place in accordance with these articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether Management Committee Members are participating in a Management Committee Members' meeting, it is irrelevant where a Management Committee Member is and how they communicate with each other.

(3) If all the Management Committee Members participating in a Management Committee Members' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

11. Quorum for Management Committee Members' meetings

(1) At a Management Committee Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for Management Committee Members' meetings for the transaction of business shall be a simple majority of the Management Committee Members of the Foundation.

12. Meetings if total number of Management Committee Members less than quorum

If the total number of Management Committee Members for the time being is less than the quorum required for Management Committee meetings, the Management Committee Members must not take any decision other than a decision—

- (a) to appoint further Management Committee Members in accordance with Article 21(1) of Part B of this Articles of Association; or
- (b) to call a general meeting so as to enable the members to appoint further Management Committee Members in accordance with Article 21(1), of Part B, of this Articles of Association.

13. Chairing of Management Committee Members' meetings

- (1) The Chairman shall be entitled to take the chair at every meeting of the Management Committee
- (2) If the Chairman is not participating in a Management Committee Members' meeting within 15 minutes of the time at which it was to start or is unwilling to chair the meeting, the Vice Chairman shall chair it. If the Vice Chairman is not participating in the meeting, the Secretary shall chair it. If the Secretary is not participating in this meeting, the meeting should be adjourned immediately even if a quorum is participating in accordance with Article 11(2).

14. Chairperson's casting vote at Management Committee Members' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other Management Committee Member chairing the Management Committee Members' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other Management Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Alternates voting at Management Committee Members' meetings

A Management Committee Member who is also an alternate Management Committee Member has an additional vote on behalf of each appointor who—

- (a) is not participating in a Management Committee Members' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

16. Conflicts of interest

- (1) This article applies if—
 - (a) a Management Committee Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Foundation that is significant in relation to the Foundation's operation; and

(b) The Management Committee Member's interest is material.

(2) The Management Committee Member must declare the nature and extent of the Management Committee Member's interest to the other Management Committee Members in accordance with section 536 of the Ordinance.

(3) The Management Committee Member(s) and their alternate(s) must not vote in respect of the transaction, arrangement or contract in which the Management Committee Member is so interested.

(4) Paragraph (3) does not preclude the alternate from—

(a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and

(b) being counted for quorum purposes in respect of the transaction, arrangement or contract.

(5) If the Management Committee Member(s) or their alternate(s) contravenes paragraph (3), the vote must not be counted.

(6) Paragraph (3) does not apply to—

(a) an arrangement for giving a Management Committee Member any security or indemnity in respect of money lent by the Management Committee Member to or obligations undertaken by the Management Committee Member for the benefit of the Foundation;

(b) an arrangement for the Foundation to give any security to a third party in respect of a debt or obligation of the Foundation for which the Management Committee Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or

(c) subject to Article 25 hereof, an arrangement under which benefits are made available to employees and Management Committee Members or former employees and Management Committee Members of the Foundation or any of its subsidiaries, which do not provide special benefits for Management Committee Members or former Management Committee Members.

(7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

17. Supplemental provisions as to conflicts of interest

(1) Subject to Article 25 hereof, a Management Committee Member may hold any other office or position under the Foundation (other than the office of auditor) in conjunction with the office of Management Committee Member for a period and on terms that the Management Committee Members determine.

(2) A Management Committee Member, intending Management Committee Member is not disqualified by the office of Management Committee Member from contracting with the Foundation—

(a) with regard to the tenure of the other office or position mentioned in paragraph (1); or

(b) as vendor, purchaser or otherwise; (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Foundation in which any Management Committee Member is in any way interested is not liable to be avoided;

(4) A Management Committee Member who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Foundation for any profit realized by the transaction, arrangement or contract by reason of

(a) the Management Committee Member holding the office; or (b) the fiduciary relation established by the office.

Paragraph (1) (2) (3) or (4) only applies if the Management Committee Member has declared the nature and extent of the Management Committee Member's interest under the paragraph to the other Management Committee Members in accordance with section 536 of the Ordinance

(6) A Management Committee Member of the Foundation may be a Management Committee Member or other officer of, or be otherwise interested in— (a) any company promoted by the Foundation; or

(b) any company in which the Foundation may be interested as shareholder or otherwise.

18. Validity of acts of meeting of Management Committee Members

The acts of any meeting of Management Committee Members or of a committee of Management Committee Members or the acts of any person acting as a Management Committee Member are as valid as if the Management Committee Members or the person had been duly appointed as a Management Committee Member and was qualified to be a Management Committee Member, even if it is afterwards discovered that—

(a) there was a defect in the appointment of any of the Management Committee Members or of the person acting as a Management Committee Member;

(b) any one or more of them were not qualified to be a Management Committee Member or were disqualified from being a Management Committee Member;

(c) any one or more of them had ceased to hold office as a Management Committee Member; or

(d) any one or more of them were not entitled to vote on the matter in question.

19. Record of decisions to be kept

The Management Committee Members must ensure that the Foundation keeps a written record of every decision taken by the Management Committee Members under Article 7 for at least 10 years from the date of the decision.

20. Management Committee Members' discretion to make further rules

Subject to these articles, the Management Committee Members may make any rule that they think fit for the better management of the Foundation and for the better carrying out of its objects.

think fit about—

(a) how they take decisions; and

(b) how the rules are to be recorded or communicated to Management Committee Members.

Division 3—Appointment and Retirement of Management Committee Members

21. Appointment and retirement of Management Committee Members

(1) The Management Committee shall consist of twelve members (i.e. the Management Committee Members), among themselves at least eight of them shall be former Presidents of GAMAHK who shall also be currently serving in the industry, the rest of them shall be

any experienced professional in insurance field and, other than the first Management Committee, shall be nominated by the Chairman of the Foundation, which shall then be approved by the current Management Committee. The Management Committee shall include a Chairman, a Vice Chairman, a Secretary, a Treasurer, a Chairman of Operating

Committee and seven other Management Committee Members.

(2) The Chairman of Management Committee, other than that of the first term, shall be succeeded by the Vice Chairman of the immediate past term in accordance with Article

21(3), Article 21(4), Article 21(7) and Article 22 of Part B of this Articles of Association, unless the Vice Chairman declined to succeed, or belongs to any description of persons specified under Article 24 of Part B of this Articles of Association. Once the Vice Chairman

ceased to be eligible for such succession, the Management Committee shall nominate one of its members, who shall be a former President of GAMAHK, to be the potential successor of Chairman, with the final resolution to be made in complying with Article 21(3).

Article 21(4), Article 21(7) and Article 22 of Part B of this Articles of Association. Once the Vice Chairman

(3) The term of office for each Management Committee Member is 2 calendar years; they shall retire and be subject for re-election at the Annual General Meeting at the expiration of their term of office. The nomination, re-election and/or appointment of Management Committee Members (other than the first Management Committee Members) shall be approved at the Annual General Meeting by ordinary resolution.

(4) If any Management Committee Member ceases to be a Management Committee Member of the Foundation for whatever reason, the vacancy of such shall be filled by a qualified member in accordance with Article 5(1) of Part B of this Articles of Association for Chairman of Operating Committee and with Articles 21(1) of Part B of this Articles of Association for all other Management Committee Members, in which the successor of the vacancy shall serve the unexpired term.

(5) Members of the first Management Committee shall be nominated and appointed by the Board of GAMAHK in accordance with Article 21(1) of Part B of this Articles of Association, in which President of GAMAHK shall be a member in the first Management Committee.

The appointed first Management Committee Members shall vote among themselves to determine who shall be Chairman, Vice Chairman, Secretary, Treasurer and Chairman of Operating Committee. They shall be in office at the year of incorporation until 31 December of the subsequent year.

(6) If there is any casual vacancy in the Management Committee, the Management Committee may pass a resolution to fill the casual vacancy provided that the new Management Committee Member qualifies the requirements in Article 21(1) of Part B of this Articles of Association.

(7) A Management Committee Member appointed under Article 21(5) of Part B of this Articles of Association must—

(a) retire from office at the annual general meeting of the Foundation upon completion of their first term of office; or

(b) if the Foundation has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Foundation's accounting reference period by reference to which the financial year in which the Management Committee Member was appointed is to be determined.

22. Retiring Management Committee Member eligible for re-appointment

(1) One-third of the Management Committee Members who have completed their term of office for the time being shall retire from office and are eligible for re-election to the office.

If the number of such retired members is not an integer, it shall be rounded up to an integer

for retirement purpose. The Management Committee Member to retire bi-yearly shall be those who have been longest in office since their last election, but as between persons who became Management Committee Member on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

(2) A retiring Management Committee Member shall be eligible for re-election.

(3) Upon the end of each term of office, Management Committee Members shall retire who shall be eligible for re-appointment to the office in the annual general meeting but no

Management Committee Member can serve in the Management Committee for more than three terms (i.e. not more than six years) consecutively.

23. Composite resolution

(1) This article applies if proposals are under consideration concerning the appointment of 2 or more Management Committee Members to offices or employments with the Foundation or any other body corporate.

(2) The proposals may be divided and considered in relation to each Management Committee Member separately.

(3) Each of the Management Committee Members concerned is entitled to vote (if the Management Committee Member is not for another reason precluded from voting) and be

counted in the quorum in respect of each resolution except that concerning the Management Committee Member's own appointment.

24. Termination of Management Committee Member's appointment

A person ceases to be a Management Committee Member if the person—

(a) is no longer a Board Member of GAMAHK.

(b) ceases to be a Management Committee Member under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is

prohibited from being a Management Committee Member by law;

(c) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

(d) becomes a mentally incapacitated person;

(e) resigns the office of Management Committee Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;

(f) for more than 6 months has been absent without the Management Committee Members permission from Management Committee Members' meetings held during

that period; or

(g) is removed from the office of Management Committee Member by an ordinary resolution of the Foundation.

25. Management Committee Members' remuneration

No Management Committee Member or member of governing body of the Foundation shall be

appointed to any salaried office of the Foundation or any office of the Foundation paid by fees

and no remuneration or other benefit in money or money's worth (except as provided in Article

5(3) of Part A) shall be given by the Foundation to any Management Committee Member or

member of governing body.

26. Management Committee Members' expenses

The Foundation may pay any travelling, accommodation and other expenses properly incurred

by Management Committee Members in connection with—

(a) their attendance at—

(i) meetings of Management Committee Members or committees of Management

Committee Members;

(ii) general meetings; or

(iii) separate meetings of the holders of debentures of the Foundation, or

(b) the exercise of their powers and the discharge of their responsibilities in relation to

the Foundation.

Division 4—Alternate Management Committee Members

27. Appointment and removal of alternates

(1) **A Management Committee Member (appointor) may appoint as an alternate any other Management Committee Member, or any other person approved by resolution of the Management Committee Members.**

(2) **An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the Management Committee Members in the absence of the alternate's appointor.**

(3) **An appointment or removal of an alternate by the alternate's appointor must be effected—**

(a) **by notice to the Foundation; or**

(b) **in any other manner approved by the Management Committee Members.**

(4) **The notice must be authenticated by the appointor.**

(5) **The notice must—**

(a) **identify the proposed alternate; and**

(b) **if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.**

(6) **If an alternate is removed by resolution of the Management Committee Members, the Foundation must as soon as practicable give notice of the removal to the alternate's appointor.**

28. Rights and responsibilities of alternate Management Committee Members

(1) **An alternate Management Committee Member has the same rights as the alternate's appointor in relation to any decision taken by the Management Committee Members under**

Article 7.

(2) **Unless these articles specify otherwise, alternate Management Committee Members—**

(a) **are deemed for all purposes to be Management Committee Members;**

(b) **are liable for their own acts and omissions;**

(c) **are subject to the same restrictions as their appointors; and**

(d) **are deemed to be agents of or for their appointors.**

(3) **Subject to Article 16(3), a person who is an alternate Management Committee Member but not a Management Committee Member—**

(a) **may be counted as participating for determining whether a quorum is participating**

(but only if that person's appointor is not participating), and

(b) **may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).**

(4) **An alternate Management Committee Member must not be counted or regarded as more than one Management Committee Member for determining whether—**

(a) **a quorum is participating; or**

(b) a Management Committee Members' written resolution is adopted

(5) An alternate Management Committee Member is not entitled to receive any remuneration from the Foundation for serving as an alternate Management Committee Member.

29. Termination of alternate Management Committee Membership

- (1) An alternate Management Committee Member's appointment as an alternate terminates—
- (a) if the alternate's appointor revokes the appointment by notice to the Foundation in writing specifying when it is to terminate;
- (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a Management Committee Member;
- (c) on the death of the alternate's appointor; or
- (d) when the alternate's appointor's appointment as a Management Committee Member terminates.
- (2) If the alternate was not a Management Committee Member when appointed as an alternate, the alternate's appointment as an alternate terminates if—
- (a) the approval under Article 27(1) is withdrawn or revoked; or
- (b) the Foundation by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Company Secretary

30. Appointment and removal of company secretary

- (1) Subject to Article 25 hereof, the Management Committee Members may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The Management Committee Members may remove a company secretary appointed by them.

Part 3 Members

Division 1—Becoming and Ceasing to be Member

31. Application for membership

- A person may become a member of the Foundation only if—
- (a) that person has completed an application for membership in a form approved by the Management Committee Members; and
- (b) the Management Committee Members have approved the application.

32. Termination of membership

- (1) A member may withdraw from membership of the Foundation by giving 7 days' notice to the Foundation in writing;
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

Division 2—Organization of General Meetings

33. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Foundation must, in respect of each financial year of the Foundation, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The Management Committee Members may, if they think fit, call a general meeting.
- (3) If the Management Committee Members are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the Management Committee Members do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

34. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the

[illegible]

本人謹此核證，此為公司註冊處所登記及備存文件的真實副本(參考編號：22202585971；第21頁共29頁)。

I certify that this is a true copy of the document (Ref No.: 22202585971, Page 21 of 29) kept and registered at the Companies Registry.

香港特別行政區公司註冊處處長鄧婉雲

Miss Helen TANG

Registrar of Companies

Special Administrative Region

二二年十月十八日

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(f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and

(g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance

(5) Paragraph (4)(e) does not apply in relation to a resolution of which—

(a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or

(b) notice has been given under section 615 of the Ordinance.

(6) Despite the fact that a general meeting is called by shorter notice than that specified in this article it is regarded as having been duly called if it is so agreed—

(a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and

(b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

35. Persons entitled to receive notice of general meetings

(1) Notice of a general meeting must be given to—

(a) every member; and

(b) every Management Committee Member

(2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Foundation must give a copy of it to its auditor (if more than one

auditor, to every one of them) at the same time as the notice or the other document is given to the member.

36. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

(1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when—

(a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons

attending the meeting

(3) The Management Committee Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting they are able to exercise them.

38. Quorum for general meetings

(1) Two members present in person or by proxy constitute a quorum at a general meeting.

(2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

39. Chairing general meetings

(1) If the chairperson (if any) of the board of Management Committee Members is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.

(2) The Management Committee Members present at a general meeting must elect one of themselves to be the chairperson if—

(a) there is no chairperson of the board of Management Committee Members;

(b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;

(c) the chairperson is unwilling to act; or

(d) the chairperson has given notice to the Foundation of the intention not to attend the meeting.

(3) The members present at a general meeting must elect one of themselves to be the chairperson if—

(a) no Management Committee Member is willing to act as chairperson; or

(b) no Management Committee Member is present within 15 minutes after the time appointed for holding the meeting.

(4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Foundation passed at the meeting.

40. Attendance and speaking by non-members

(1) Management Committee Members may attend and speak at general meetings, whether or not they are members of the Foundation.

(2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—

- (a) members of the Foundation; or
- (b) otherwise entitled to exercise the rights of members in relation to general meetings.

41. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
- (a) if called on the request of members, be dissolved; or
- (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place, that the Management Committee Members determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment; or
- (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

42. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
- (a) has or has not been passed or
- (b) has passed by a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

43. Errors and disputes

(1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.

(2) Any objection must be referred to the chairperson of the meeting whose decision is final.

44. Demanding a poll

(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote; or

(b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.

(2) A poll on a resolution may be demanded by—

(a) the chairperson of the meeting;

(b) at least 2 members present in person or by proxy; or

(c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.

(3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.

(4) A demand for a poll on a resolution may be withdrawn.

45. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

(a) every member present in person has 1 vote; and

(b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

46. Votes of mentally incapacitated members

(1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee receiver or guardian appointed by the Court.

(2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

47. Content of proxy notices

A proxy may only validly be appointed by a notice in writing (proxy notice) that—

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
- (d) is delivered to the Foundation in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.

(2) The Foundation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) If the Foundation requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.

(4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.

(5) Unless a proxy notice indicates otherwise, it must be regarded as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

48. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

49. Delivery of proxy notice and notice revoking appointment of proxy

(1) A proxy notice does not take effect unless it is received by the Foundation—

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

(2) An appointment under a proxy notice may be revoked by delivering to the Foundation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking the appointment only takes effect if it is received by the Foundation—

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

50. Effect of member's voting in person on proxy's authority

(1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy

- (a) attends in person the general meeting at which the resolution is to be decided; and
- (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.

(2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Foundation by or on behalf of the member.

51. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

(1) A vote given in accordance with the terms of a proxy notice is valid despite—

- (a) the previous death or mental incapacity of the member appointing the proxy; or
- (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.

(2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Foundation—

- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

52. Amendments to proposed resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company secretary in writing; and
- (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

(2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).

(3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
- (b) the amendment merely corrects a grammatical or other non-substantive error in the

special resolution.

(4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment

to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Company

53. Means of communication to be used

(1) Subject to these articles anything sent or supplied by or to the Foundation under these

articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for

documents or information to be sent or supplied by or to the Foundation for the purposes

of the Ordinance

(2) Subject to these articles any notice or document to be sent or supplied to a Management

Committee Member in connection with the taking of decisions by Management Committee

Members may also be sent or supplied by the means by which that Management

Committee Member has asked to be sent or supplied with such a notice or document for

the time being.

(3) A Management Committee Member may agree with the Foundation that notices or

documents sent to that Management Committee Member in a particular way are to be

deemed to have been received within a specified time of their being sent, and for the

specified time to be less than 48 hours.

Division 2—Administrative Arrangements

54. Company seals

(1) A common seal may only be adopted for daily use or be used by the authority of the

Management Committee Members.

(2) A common seal must be a metallic seal having the Foundation's name engraved on it in

legible form.

(3) Subject to paragraph (2), the Management Committee Members may decide by what

means and in what form a common seal is to be used.

(4) Unless otherwise decided by the Management Committee Members, if the Foundation has

a common seal and it is affixed to a document, the document must also be signed by at

least 1 Management Committee Member of the Foundation and an authorized person.

(5) For the purposes of this article, an authorized person is—

(a) any Management Committee Member of the Foundation;

(b) the company secretary; or

(c) any person authorized by the Management Committee Members for signing

documents to which the common seal is applied.

本人謹此核證，此為公司註冊處所登記及備存文件的真實副本(參考編號：22202585971；第28頁，共29頁)。

Miss Helen TANG

Special Auditions
二二年十月十

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Business Registry

Journal of Management Education 36(7) 809-824

55. Accounts and records

- (1) The Management Committee Members must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (2) The Management Committee Members must keep accounting records as required by the Ordinance.
- (3) The Management Committee Members must cause the information to the Foundation to be adequately recorded for future reference as required by the Ordinance.

56. No right to inspect accounts and other records

A person is not entitled to inspect any of the Foundation's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Management Committee Members; or
- (d) an ordinary resolution of the Foundation.

