

**ARTICLES OF ASSOCIATION**

(Amended by Special Resolutions passed on \_\_\_\_\_)

of

**HONG KONG TRUSTEES' ASSOCIATION LIMITED**

(Reprinted inclusive all amendments up to and including \_\_\_\_\_)

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Incorporated the 4<sup>th</sup> day of June 1991

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DEACONS

No. 312619

編號

[ C O P Y ]

CERTIFICATE OF INCORPORATION

公司註冊證書

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I hereby certify that

本人茲證明

HONG KONG TRUSTEES' ASSOCIATION LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance, and that  
this

於本日在香港依據公司條例註冊成為  
company is limited.

有限公司。

Given under my hand this Fourth day of June One Thousand Nine

簽署於一九九一年六月四日。

Hundred and Ninety-one.

(Sd.) V. Yam

Mrs. V.YAM

.....  
*p. Registrar General*

*(Registrar of Companies)*

*Hong Kong*

香港註冊總署署長暨公司註冊官

(註冊主任任李韻文代行)

**THE COMPANIES ORDINANCE (CHAPTER 622)**

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Company Limited by Guarantee  
and not having a Share Capital

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**ARTICLES OF ASSOCIATION**

(Amended by Special Resolutions passed on \_\_\_\_\_)

OF

**HONG KONG TRUSTEES' ASSOCIATION LIMITED**

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**DEFINITIONS**

1. In these Articles, unless there be something in the subject or context inconsistent therewith:-

**“Annual Subscription”**

means the amount payable by Members from time to time for or towards the annual costs and expenses of the Association as decided from time to time by the Executive Committee pursuant to Article 20 hereof.

the **“Articles”**

means these Articles of Association of the Association as from time to time altered or added to in accordance with the Companies Ordinance (Chapter 622) and these Articles.

the **“Association”**

means Hong Kong Trustees' Association Limited. the “Chairman” and the “Vice-Chairman” mean the persons holding those respective offices on the Executive Committee of the Association.

**“Corporate Member”**

means a Member that is not an individual.

the “**Companies Ordinance**”

means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including any statutory modification thereof from time to time.

“**Entrance Fee**”

any fee payable pursuant to Article 20 hereof.

the “**Executive Committee**”

means the board of directors of the Association appointed or elected pursuant to these Articles.

“**Individual Member**”

means a Member who is an individual.

“**Member(s)**”

means member(s) registered as such with the Association for the time being.

the “**Ordinance**”

means the Trustee Ordinance (Chapter 29).

the “**Registered Office**”

means the registered office for the time being of the Association.

the expressions “**Secretary**” and “**Auditors**”

mean and include the corporation, person or firm for the time being performing the duties of these respective offices.

the “**Seal**”

means the Common Seal of the Association.

“**trust company**”

means a company registered under the Companies Ordinance which has amongst its objects the carrying on and conduct of the business of a trust company, whether registered under the Ordinance or not and “trust companies” shall be construed accordingly.

Unless the context otherwise requires:-

- (a) reference to any ordinance or any provision in the ordinance includes a reference to that ordinance or a provision thereof as from time to time extended, amended or re-enacted;
- (b) words importing the singular shall include the plural and vice versa;
- (c) words importing the male gender shall include the female and neuter genders;
- (d) words importing a person shall include an individual, partnership, body of persons, a corporation and an institution;
- (e) expressions referred to “in writing” shall be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (f) words or expressions contained in the Articles shall bear the same meanings as in the Companies Ordinance or any statutory modification thereof in force at the date at which the Articles become binding on the Association.

### **PRELIMINARY**

- 2. The articles contained in Schedule 3 to the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Association.

### **COMPANY NAME**

- 3. The name of the Company is HONG KONG TRUSTEES’ ASSOCIATION LIMITED (hereinafter called “the Association”).

### **OBJECTS**

- 4. The objects for which the Association is established are:-
  - (a) To further the general interests of trust companies in Hong Kong, whether registered or otherwise under the Trustee Ordinance (Cap. 29) or such other legislation as shall amend or replace the said Ordinance.

- (b) To establish and raise standards of practice and conduct in the trustee industry in Hong Kong through setting codes of conduct and educational programmes and through such other measures deemed appropriate.
- (c) To make representations and submissions to and to receive representations from the Hong Kong Government in respect of the carrying on and conduct of the business of trust companies in Hong Kong or such other businesses customarily carried on by trust companies in Hong Kong.
- (d) To consider, investigate and enquire into all matters and questions connected with or relating to the trust company business or other businesses customarily carried on by trust companies in Hong Kong.
- (e) To provide a convenient channel for communication between the Hong Kong Government and trust companies in Hong Kong.
- (f) To act as a consultative body in dealing with the Hong Kong Government on matters related to the carrying on and conduct of trust company business in Hong Kong and such other businesses customarily carried on by trust companies.
- (g) To collect, circulate and disseminate statistics and information relating to the trust company business or other businesses customarily carried on by trust companies in Hong Kong or otherwise likely to be of interest to Members of the Association.
- (h) To appear before any legislative, governmental, public or other official body, committee or enquiry or before any court or tribunal on any matter touching or concerning the business of trust companies or businesses customarily carried on by trust companies in Hong Kong.
- (i) To act as a representative consulting and advisory body to the Members of the Association and the professional trustee industry generally and to co-operate and maintain relations with other bodies and organisations governmental or non governmental whether situated in Hong Kong or not in all matters touching or concerning trust company business or such other businesses customarily carried on by trust companies in Hong Kong.

- (j) To provide a meeting place or places for Members of the Association and to adopt such means of publicising or making known the activities of the Association and disseminating information and opinions on all matters touching or concerning trust company business and such other business or businesses customarily carried on by trust companies in Hong Kong, as may be thought fit.
- (k) To establish, subsidise, support, co-operate with or otherwise assist any person or persons or body of persons corporate or unincorporate engaged in any artistic, cultural, benevolent, charitable, welfare or similar activity and to contribute money for and to take part in any such activities as the Executive Committee may think fit.
- (l) To do or cause to be done all such other acts and things as may be conducive *to* the progress, prosperity and advancement of the general body of Members of the Association.
- (m) To subscribe to and promote the aims and objects of any society, association or body corporate having similar objects to all or any of the objects of the Association and to encourage and support any such society, association or body corporate.
- (n) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property for any of the purposes of the Association.
- (o) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (p) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, entrance fees, Annual Subscriptions or otherwise.
- (q) For the purposes of the Association, to sell, manage, mortgage, lease, dispose of or otherwise deal with all or any part of the property of the Association.
- (r) For the purposes of the Association, to borrow, raise or secure the payment of money in such manner as the Association may think fit.

- (s) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (t) To make all necessary or appropriate arrangements for carrying on the work of the Association and for this purpose to engage and provide in whole or in part for the salaries including any bonus and gratuities or maintenance of officers, servants and employees.
- (u) To procure the Association to be registered or recognised in any part of the world.
- (v) To adopt such means of making known and advertising the business, objects and purposes of the Association as may be deemed expedient, for the purposes of the Association.
- (w) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Association's assets to defray the necessary costs, charges, and expenses thereof.
- (x) To apply for, promote and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Association or its members; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Association's interests or the interests of its members.
- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Association's objects or any of them.

Provided that:-

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;



- (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (z) To encourage and enable, by guidance, the Members of the Association to comply with all applicable and desirable legislation, regulations, and guidance in Hong Kong relating to the conduct of their business in the ambit of the trustee industry in Hong Kong and, to the extent permitted by law, monitor and regulate the practices of such Members of the Association with a view to promoting the objects of the Association and in the interests of the trustee industry in general.

### **LIABILITIES AND CONTRIBUTION OF MEMBERS**

- 5. The income and property of the Association wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate for the time being established by the Hong Kong Association of Banks, whichever is the greater, on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.
- 6. The liability of the Members is limited.
- 7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while it is a Member, or within one year after it ceased to be a Member, for payment of the debts and liabilities of the Association contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.

### **WINDING UP**

8. 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 given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

### **MEMBERS**

9. The number of Members with which the Association proposes to be registered is 500, but the Executive Committee may from time to time register an increase of Members.
10. The membership of the Association shall consist of trust companies registered with the Registrar of Companies pursuant to section 79 of the Ordinance and other persons, firms and companies interested in the objects of the Association.
11. There shall be two classes of Members: (i) Individual Members and (ii) Corporate Members, with the same rights and obligations, unless otherwise specified in these Articles.

### **ADMISSION OF MEMBERS**

- (a) Any corporation which is a trust company registered under section 79 of the Ordinance and any other person, company or firm interested in the objects of the Association in Hong Kong may apply to become a Member of the Association.
- (b) An application to become a Member of the Association shall be made in such manner and in such form as may from time to time be prescribed by the Executive Committee.
- (c) The power to approve or disapprove an application to become a Member shall be in the hands of the Executive Committee which may disapprove any application without giving any reason therefor.

- (d) An applicant that is a body corporate shall apply to be a Corporate Member and an applicant who is an individual shall apply to be an Individual Member.
13. Any person who has applied for membership of the Association in the prescribed manner and whose application has been approved by the Executive Committee shall become a Member.
14. A Member shall upon admission as a Member pay an Annual Subscription in accordance with Article 20 or if the Executive Committee so determines a proportion thereof for persons who are admitted other than at the commencement of the period covered by the relevant subscription. Annual Subscriptions shall not be refundable under any circumstances.
15. A Member shall have the following rights:-
- (a) the right to receive notices of general meetings of the Association;
  - (b) the right to attend and vote at general meetings of the Association; and
  - (c) subject to Article 49A, the right to participate in the election of and to stand for election as a member of the Executive Committee, provided always that an Individual Member shall not be eligible to stand for election to the Executive Committee if for the time being his employer, or otherwise a corporation of which he is an officer, is a member of the Executive Committee as a Corporate Member.

#### **CESSATION OF MEMBERSHIP**

16. A Member shall cease to be a Member if:-
- (a) the Member has failed to pay the Entrance Fee (if any) and Annual Subscription payable upon admission as a Member within the period required by the Executive Committee for payment thereof unless the Executive Committee shall resolve to extend the period for payment either before or after the expiry of such period and payment is made within such extended period; or
  - (b) the Corporate Member has passed a resolution to wind itself up or has compounded with its creditors or winding-up petition is presented against it (except for the purpose of amalgamation or reconstruction); or

- (c) the Member has been removed from membership in accordance with the Articles; or
  - (d) the Member has resigned in accordance with Article 18 hereof.
17. A Member may be removed from membership by resolution of the Executive Committee.
18. A Member may resign from membership of the Association by notice in writing to the Executive Committee delivered to the Registered Office. Such resignation shall take effect on the later of the date of such delivery or any date specified in the notice.
19. Cessation of membership for whatever cause shall not affect the liability of the Member to pay any Entrance Fee, Annual Subscription, levy or other amount due at the date of cessation of membership.

#### **FEES SUBSCRIPTIONS AND LEVIES**

20. (a) Each Member shall pay to the Association an Annual Subscription of such sum as may from time to time be fixed by the Executive Committee. Annual subscriptions shall be for such period of twelve calendar months as may be fixed by the Executive Committee and shall be payable in advance by one installment on or prior to the due date therefor fixed by the Executive Committee. The Executive Committee may determine at any time and from time to time to change the months for which an Annual Subscription is due and in such case, may determine to pro-rate the amount paid or payable by Members to take account thereof. Where a Member is admitted to membership on a date other than the commencement of the period for which the Annual Subscription is due, the Annual Subscription payable for that period shall be such sum as the Executive Committee may determine whether being a pro-rata part of the Annual Subscription payable for the full period calculated to the beginning of the month in which the Member is so admitted or otherwise.
- (b) The Executive Committee may from time to time impose a levy or levies on the Members. The levy shall be payable in addition to the Annual Subscription. Where a levy is imposed as aforesaid, the Members shall pay the same on or before such date as may be stipulated by the Executive Committee.

- (c) The Executive Committee may require an applicant for membership to pay a fee on joining the Association as an entrance fee. The Entrance Fee shall be payable in addition to the Annual Subscription.

#### **MEMBERS ACTING BY REPRESENTATION AT GENERAL MEETINGS**

- 21. (a) A Corporate Member may authorise by notice in writing to the Executive Committee such person as it thinks fit to act as its representative at any meeting or meetings of the Association and the person so authorised shall be entitled to exercise all the powers of the Corporate Member which he represents for the general meeting for which he is so appointed (if specified in the notice) and otherwise until the Corporate Member revokes such authorisation by notice in writing to the Executive Committee. Unless other notice is given, where a Corporate Member has appointed a person for election as a member of the Executive Committee for the purposes of Article 52 such person shall be deemed appointed as the representative of the Corporate Member to attend at general meetings of Corporate Members.
- (b) A person authorised to be a Member's representative shall complete such form and provide such particulars to the Executive Committee as the Executive Committee may from time to time stipulate.

#### **GENERAL MEETINGS**

- 22. Subject to Sections 611, 612 and 613 of the Companies Ordinance, the Association shall hold a general meeting in respect of each financial year as its annual general meeting at such time and place as may be determined by the Executive Committee, and shall specify the meeting as such in the notices calling it.
- 23. All general meetings of Members are general meetings, including annual general meeting.
- 24. The Executive Committee may, whenever it thinks fit, convene a general meeting. General meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as is provided by Sections 556 to 568 of the Companies Ordinance. If the Executive Committee does not call a general meeting in accordance with Section 567 of the Companies Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of the Members, may themselves call a general meeting in accordance with Section 568 of the Companies Ordinance.

## **NOTICE OF GENERAL MEETINGS**

25. Twenty-one days' notice in writing at the least of every annual general meeting and fourteen days' notice in writing at the least of every other general meeting, specifying (a) the place (and if the general meeting is to be held in two or more places, the principal place of the general meeting and the other place or places of that general meeting); (b) the day and time of the general meeting; and (c) the general nature of the business to be dealt with at that general meeting; shall be given in the manner hereinafter mentioned to such persons as are under these presents or under the Ordinance entitled to receive such notices from the Association. The notice convening an annual general meeting shall specify the meeting as such. The notice convening a general meeting to move a resolution shall include notice of that resolution or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of that resolution. With the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Companies Ordinance in the case of general meetings other than annual general meetings, a general meeting may be convened by such notice as those Members may think fit.
26. The period of notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and time of the general meeting and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to the Members; provided that a general meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other general 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% of the total voting rights of all the Members entitled to attend and vote at that meeting.

27. 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 thereof shall not invalidate any resolution passed, or the proceedings of any business transacted at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

28. The business generally transacted at an annual general meeting may include the consideration of reporting documents, and the reports of the Board, and of the auditors, the election of Executive Committee in place of those retiring, and the appointment and the fixing of the remuneration of auditors.
29. Attendance of any Member at any general meeting shall be by way of one of the following means: (i) attendance in person; or (ii) attendance via video conference or by other lawful electronic means and in such manner as may be agreed by the Association in general meeting. For the avoidance of doubt, this shall not preclude the holding of any general meeting at which some Members attend in person and some Members attend via video conference or other lawful electronic means.
30. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
31. The quorum at any general meeting shall not be less than 10 Members present in person or by proxy or by representative.
32. If within fifteen minutes from the time appointed for holding a general meeting a quorum is not present, or if during the meeting a quorum ceases to be 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 place as the chairman of the meeting may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the meeting, then the Members present in person or by proxy or by representative shall be a quorum.
33. The Chairman or, failing him, the Vice-Chairman shall preside at every general meeting but if there is no such Chairman or Vice-Chairman, or if at any general meeting he is not present at the time appointed for holding that meeting, or is unwilling to preside, the Members present shall choose one of their number present to preside.

34. (a) The chairman of any general meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the general meeting from time to time and from place to place, but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a general meeting is adjourned for ten days or more, notice of the adjourned general meeting shall be given in the same manner as in the case of the original meeting.
- (c) 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 general meeting.
35. 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 by at least two Members present in person having the right to vote at the meeting, and, unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
36. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company must record in the minutes of the meeting of the Association result of the poll in accordance with the Companies Ordinance.
37. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
38. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.



39. Notwithstanding the statutory procedures in the Companies Ordinance relating to passing of written resolution, the Association may also pass written resolution of Members if upon receipt of the written resolution circulated by the members of the Executive Committee, all eligible Members entitled to vote on the resolution signify agreement to the written resolution in accordance with this Article. A resolution in writing signed or otherwise agreed by all Members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations, by a director thereof or by their duly authorised representative) shall be treated as a resolution duly passed at a general meeting of the Association duly convened and held, and, where relevant, as a special resolution so passed. Any such resolution may consist of several documents in the like form, each signed or agreed by one or more persons. The written resolution, duly signed or agreed, shall be returned or sent to the Association in hard copy form or in electronic form to an address specified for the purpose from time to time by the Association.

#### **VOTES OF MEMBERS**

40. Every Member shall have one vote, provided always that where an Individual Member is an employee or officer of a Corporate Member, he shall not have any vote or right to vote unless he is the duly authorised representative of that Corporate Member and, when he so exercises his right to vote, he shall do so not in his name but in the name of the Corporate Member.
41. Votes may be given in person, by proxy or by representative.
42. The instrument appointing a proxy shall be in writing under the hand of the appointor or its attorney duly authorised in writing either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member.
43. 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 or in such other place within Hong Kong 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.
44. An instrument appointing a proxy shall be in such form as shall be prescribed by the Executive Committee.

45. A vote or poll demanded by proxy or by the duly authorised representative of a corporate Member shall be valid notwithstanding the previous revocation of the authority of the person voting or demanding a poll provided that no intimation in writing of such revocation as aforesaid shall have been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **EXECUTIVE COMMITTEE**

46. Subject to Articles 49 and 50, each Executive Committee shall consist of not less than 3 Members. The maximum number of members shall be determined by a simple majority of the members of the Executive Committee of the Association from time to time.
- 46A. Not less than 75% of the Executive Committee for the time being shall be composed of Corporate Members. Notwithstanding anything in these Articles, an Individual Member may only be appointed a member of the Executive Committee in his own name as an Individual Member if at the time he stands for election to the Executive Committee or is otherwise nominated to take up such an appointment he is not employed by or otherwise an officer of a Corporate Member. For the avoidance of doubt, nothing in this Article 46A shall prevent an Individual Member from being the duly authorised representative of a Corporate Member of which he is an employee or officer on the Executive Committee.
47. At each general meeting of the Association, the members of the Executive Committee shall retire from office but shall be eligible for re-election.
48. The Executive Committee shall within 60 days of each annual general meeting of the Association send a notice to each Member requesting such Member to indicate by notice in writing to the Association prior to the date for such annual general meeting whether such Member is willing to be elected as a member of the Executive Committee or, in the case of a Corporate Member, to nominate a person to be elected as a member of the Executive Committee in accordance with Article 52. Any Member who does not so indicate within 7 days prior to such annual general meeting shall be deemed to be unwilling to be so elected unless such Member indicates otherwise to the Executive Committee or at the annual general meeting and the chairman of such meeting decides that such Member may so stand for

election to the Executive Committee or the person nominated by such Member may be elected as a member of the Executive Committee.

49. At each annual general meeting of the Association a new Executive Committee shall be elected from amongst the Members who by notice under Article 48 have indicated a willingness to be so elected or, in the case of Corporate Members, have nominated a person to be elected as a member of the Executive Committee.
- 49A. An Individual Member may only be eligible for appointment as an Individual Member of the Executive Committee if he has for at least twelve months prior to his candidacy or nomination as the case may be, served satisfactorily, as determined in the reasonable discretion of the Executive Committee for the time being, as a member of a sub-committee of the Association. For the avoidance of doubt nothing in this Article 49A shall apply to an Individual Member or other person who is designated a representative of a Corporate Member.
50. The Executive Committee shall have power to co-opt a Member or a person nominated by a Corporate Member onto the Executive Committee, either to fill a casual vacancy or as an addition to the existing members of the Executive Committee, but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number so determined in accordance with Article 46 or the proportions of Individual Members and Corporate Members stipulated in Article 46A.
51. If the minimum number of members of the Executive Committee under Article 46 is not filled by election at any general meeting of the Association, the vacancy shall be treated as a casual vacancy and the member or members of the Executive Committee who has or have been elected shall have power to co-opt a Member or Members or a person or persons nominated by a Corporate Member or Corporate Members to fill such vacancy, subject to Article 46A.
52. Each Corporate Member shall nominate in writing a person as it may decide (who shall be any one of its chairman, chief executive officer, managing director, officer in charge or other most senior executive engaged in its trust business in Hong Kong) for election as a member of the Executive Committee, and may withdraw and substitute any such nomination at any time.
53. The nomination in writing of a person for election as a member of the Executive Committee by a Corporate Member shall be delivered to the Association.

54. The Executive Committee shall elect from amongst their number the Chairman and Vice-Chairman.

#### **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

55. The business of the Association shall be managed by the Executive Committee, who may pay all expenses incurred in setting up and registering the Association.
56. The Executive Committee may exercise all such powers of the Association as are not by the Companies Ordinance, or by the Articles, required to be exercised by the Association in general meeting, subject nevertheless to any requirements of the Articles, to the provisions of the Companies Ordinance, and to such regulations, being not inconsistent with the aforesaid requirements or provisions, as may be prescribed by the Association in general meeting, provided however that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
57. The Executive Committee shall have power from time to time to adopt and make, alter or revoke, rules for the regulation of the affairs of the Association.
58. All such rules for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an ordinary resolution of the Association.
59. No Member shall be absolved from compliance with such rules by reason of he or it not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.
60. The Executive Committee shall cause minutes to be made in books provided for the purpose of recording:-
- (a) the names of members of the Executive Committee present at each meeting of the Executive Committee and of any committees of such Executive Committee; and
  - (b) all resolutions and proceedings of all meetings of the Association and of the Executive Committee, and of any committees of the Executive Committee.

61. The Executive Committee shall have power to appoint a sub-committee or advisory committees to deal with or advise the Executive Committee on any technical or specialised matter touching or concerning any matter.
62. The members of any such sub-committee or advisory committee need not be members of the Executive Committee or Members of the Association.

#### **DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE**

63. The office of a member of the Executive Committee shall be vacated, if such member of the Executive Committee:-
  - (a) resigns the office by notice in writing to the Association; or
  - (b) does not attend at more than three consecutive meetings of the Executive Committee without leave of absence from the Chairman or Vice-Chairman; or
  - (c) ceases to be a Member or ceases to be the nominated person or qualified to be the nominated person of a Corporate Member for the purposes of Article 52.
64. A member of the Executive Committee shall not vote in respect of any contract in which he or she is or may be financially interested or any matter arising thereout, and if he or she does so his or her vote shall not be counted.
65. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Executive Committee from voting at a meeting of the Executive Committee or of a committee of the Executive Committee.
66. A member of the Executive Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

#### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

67. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and may on establishing any sub-committee or advisory committee regulate the meetings thereof as the Executive Committee thinks fit.

68. Questions arising at any meeting shall be decided by a majority of votes. Every member of the Executive Committee shall have one vote.
69. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
70. An Executive Committee member may, and the Secretary on the requisition of an Executive Committee member shall, at any time summon a meeting of the Executive Committee.
71. Each Executive Committee member shall be entitled to not less than 7 days' notice in writing of any meeting of the Executive Committee, provided however that the giving of such notice may be waived in any particular case by such Executive Committee member, which waiver shall be confirmed in writing. Notice in writing may be given by electronic means if the Executive Committee member has provided the electronic mail address.
72. Three members of the Executive Committee shall form a quorum necessary for the transaction of the business of the Executive Committee.
73. If within half an hour from the time appointed for the meeting of the Executive Committee a quorum is not present, or if during such a meeting a quorum ceases to be present, the meeting of the Executive Committee shall be adjourned to the same time and place on the following day, or to such other day and at such other place as the Chairman or, failing him, the Vice-Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the members of the Executive Committee present shall be a quorum.
74. The continuing Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to the Articles, the continuing Executive Committee members may act for the purpose of increasing the number of Executive Committee members to that number, or of summoning a general meeting of the Association, but for no other purpose.
75. If at any meeting of the Executive Committee the Chairman is not present at the time appointed for holding the same, the Vice-Chairman shall be chairman of the meeting. If neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the meeting, the Executive Committee members present may choose one of their number to be chairman of the meeting.

76. All acts done by any meeting of the Executive Committee or of a committee of the Executive Committee, or by any person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member.
77. A resolution in writing signed or otherwise agreed by all members of the Executive Committee for the time being or of such committee of the Board which is entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. A written notification of confirmation of such resolution in writing sent by a member of the Executive Committee shall be deemed to be his agreement to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents in like form, each signed in such manner as to indicate, expressly or impliedly, unconditional approved by one or more member of the Executive Committee.
78. A resolution passed via a teleconference call or other electronics means as agreed upon by all members of the Executive Committee shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held.
79. A resolution passed by means of sending of electronic mail by all members of the Executive Committee to the Chairman of the Executive Committee shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held, and may consist of more than one electronic mail in the like form, each sent by the members of the Executive Committee.

#### **THE SEAL**

80. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and not less than two members of the Executive Committee or such other person or persons as the Executive Committee may from time to time by resolution appoint for the purpose shall sign every instrument to which the Seal of the Association is so affixed.

81. Without prejudice to the provisions in Article 80, a document signed with the authority of a resolution of the members of the Executive Committee, by any two members of the Executive Committee, or any member and the Secretary of the Executive Committee, expressed in whatever words, to be executed by the Association as a deed has the same effect as if executed under the Seal.

### **ACCOUNTING RECORDS**

82. The Executive Committee shall cause proper accounting records to be kept with respect to:-
- (a) all sums of moneys received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and
  - (b) the assets and liabilities of the Association.
83. (A) The accounting records shall be kept at the Registered Office or at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee at all times in accordance with the Companies Ordinance and without charge.
- (B) Such accounting records may be kept in hard copy form or electronic form; and in such manner as the members of the Executive Committee thinks fit. If the accounting records are kept by the Association otherwise than by making entries in a bound book, the members of the Executive Committee must take adequate precautions to guard against falsification and take adequate steps to facilitate the discovery of a falsification.
84. The Executive Committee may from time to time determine whether and to what extent and at what times and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Members (not being Executive Committee members) and no Member (not being an Executive Committee member) shall have any right of inspection of any accounting records or documents of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in a general meeting.



85. The Executive Committee shall from time to time in accordance with the Companies Ordinance cause to be prepared and to be laid before the Association in general meeting such reporting documents for the financial year as are referred to in the relevant sections.
86. A copy of every statement of financial position (including every document required by law to be annexed thereto) which is to be laid before the Association in an annual general meeting together with a copy of the Auditor's report shall not less than 21 days before the date of the meeting be sent to all Members.

#### **AUDIT**

87. Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance.

#### **SECRETARY**

88. The Executive Committee shall appoint a Secretary of the Association for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Executive Committee.

#### **NOTICES**

89. (a) Any notice or other communication between the Association or any Member or a member of the Executive Committee may be given personally or effected in writing or by any other means in the form of an electronic record at the recipient's postal or electronic address, or by making it available on the website of the Association in accordance with Section 833 of the Companies Ordinance. Any such notice and any other document (where appropriate) may be served or delivered by the Association on or to any Member or a member of the Executive Committee by sending it through the post in a prepaid envelope addressed to such person at its registered address as appearing in the Register of Members or at any other address supplied by that person to the Association for the giving of notices or, as the case may be, by transmitting it to any such address or transmitting it to any facsimile transmission number or other electronic means supplied by that person to the Association for the giving of notices or in the case of a facsimile transmission, a number which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by that person.

- (b) Any notice, document or information given or issued by or on behalf of the Association to another person shall:-
- (i) if sent or supplied by post, be regarded as being received by that other person on the second business day after the day on which the notice, document or information is sent or supplied, or otherwise in accordance with the Companies Ordinance, and in proving such service it shall be sufficient to prove that the envelope containing the notice, document or information was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Executive Committee that the envelope containing the notice, document or information was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
  - (ii) if sent or supplied by electronic means, be regarded as being received by that other person at the time when the notice, document or information is sent or supplied or otherwise in accordance with the Companies Ordinance;
  - (iii) if sent or supplied by hand, be regarded as being received by that other person at the time when the notice, document or information is delivered; or
  - (iv) if sent or supplied via the website of the Association, be regarded as being received by that other person 48 hours after the notice, document or information is first made available on the website or after receipt of notice of the available date (whichever is the later).

#### **INDEMNITY**

90. Subject to and so far as permitted by Section 469 of the Companies Ordinance, every member of the Executive Committee, the Chairman, the Vice-Chairman, the Secretary and every other officer or servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him or her as a member of the Executive Committee, Chairman, Vice-Chairman, Secretary or such other officer or servant other than the

Association in connection with any negligence, default, breach of duty or trust relating to the Association.

91. The Association may purchase and maintain for any member of the Executive Committee, the Chairman, the Vice-Chairman, the Secretary and every other officer or servant of the Association (each an “Officer”):
  - (a) insurance against any liability to the Association, an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Association or an associated company; and
  - (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Association or an associated company.
  
92.
  - (a) Subject to the Companies Ordinance, any permitted indemnity provision made by the Association under these Articles or the Companies Ordinance to the Executive Committee members or former members of the Executive Committee is subject to disclosure in the relevant Directors’ report.
  
  - (b) The Association shall keep, and made available for inspection by any Member, in its Registered Office a copy, or document setting out the terms of any permitted indemnity provision in accordance with the Companies Ordinance.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association\*.

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Names, Addresses and Descriptions of Subscribers

- |    |  |   |   |
|----|--|---|---|
| 1. | American International Assurance Company (Trustee) Limited | 1 Stubbs Road<br>American International Assurance Building<br>Hong Kong               | Represented by:-<br><br>(Mr. G.R.S. Crichton)<br>Corporation .....    |
| 2. | Bank of East Asia (Trustees) Limited                       | 314-324 Hennessy Road<br>P.O. Box 31<br>General Post Office<br>Hong Kong              | Represented by:-<br><br>(Mr. Ng Pui-lam)<br>Corporation .....         |
| 3. | Bermuda Trust (Far East) Limited                           | 39 <sup>th</sup> Floor<br>Edinburgh Tower<br>The Landmark<br>Hong Kong                | Represented by:-<br><br>(Mr. Austin J. O'Connor)<br>Corporation ..... |
| 4. | Dao Heng Bank Trustee Limited                              | 12A, Dao Heng Bank Building<br>17-19 Bonham Strand<br>Hong Kong                       | Represented by:-<br><br>(Mr. Choy C.H.)<br>Corporation .....          |
| 5. | European Pacific Trust Company (Hong Kong) Limited         | 1002 Bank of America Tower<br>10 <sup>th</sup> Floor<br>12 Harcourt Road<br>Hong Kong | Represented by:-<br><br>(Mr. Gary F. Phair)<br>Corporation .....      |

6. Hongkong Bank Trustee Limited  
2<sup>nd</sup> Floor  
China Building  
29 Queen's Road  
Hong Kong
- Represented by:-  
(Mr. Jonathan Hubbard)  
Corporation .....
7. International Bank of Asia (Trustee) Limited  
International Bank of Asia Building  
38 Des Voeux Road  
Central  
Hong Kong
- Represented by:-  
(Mr. Ivan Young)  
Corporation .....
8. Kleinwort Benson (Hong Kong) Trustees Limited  
40<sup>th</sup> Floor  
Gloucester Tower  
The Landmark  
11 Pedder Street  
Hong Kong
- Represented by:-  
(Mr. Robert Henry James Turner)  
Corporation .....
9. Matheson Trust Company (Hong Kong) Limited  
32<sup>nd</sup> Floor  
World Trade Centre  
Causeway Bay  
Hong Kong
- Represented by:-  
(Mr. Andrew Cleeton)  
Corporation .....
10. N.T. Butterfield Trustee (Bermuda) Limited  
26<sup>th</sup> Floor  
Bank of China Tower  
No. 1 Garden Road  
Hong Kong
- Represented by:-  
(Mr. Hamish B. Macpherson)  
Corporation .....
11. Nanyang Commercial Bank Trustee Limited  
151 Des Voeux Road  
Central  
Hong Kong
- Represented by:-  
(Ms. Tsui Siu Yi, Jenny)  
Corporation .....

- |     |   |  |   |
|-----|---|--|---|
| 12. | National Mutual Trustees Limited                      | 8 <sup>th</sup> Floor<br>Sun Hung Kai Centre<br>30 Harbour Road<br>Hong Kong               | Represented by:-<br><br>(Ms. M.K. Cheng)<br>Corporation .....           |
| 13. | The Royal Bank of Canada Trust Company (Asia) Limited | 3602-4<br>Gloucester Tower<br>The Landmark<br>11 Pedder Street<br>Central, Hong Kong       | Represented by:-<br><br>(Ms. Chan Shun-Yee, Elsie)<br>Corporation ..... |
| 14. | Standard Chartered Bank Hong Kong Trustee Limited     | 8 <sup>th</sup> Floor<br>Wheelock House<br>20 Pedder Street<br>Hong Kong                   | Represented by:-<br><br>(Mr. Paul Barker)<br>Corporation .....          |
| 15. | Sun Hung Kai Securities (Trustees) Limited            | 3 <sup>rd</sup> Floor<br>Admiralty Centre<br>18 Harcourt Road<br>Hong Kong                 | Represented by:-<br><br>(Mr. Yip Lai Shing)<br>Corporation .....        |
| 16. | Tyndall Trust International (Asia) Limited            | Room 12-14<br>New Henry House<br>1 <sup>st</sup> Floor<br>10 Ice House Street<br>Hong Kong | Represented by:-<br><br>(Mr. Derek Andrew)<br>Corporation .....         |

Dated this 15th day of May 1991.

Witness to the above signatures:-

(Sd.) William Andrew Ahern  
Solicitor  
5th Floor, Alexandra House

## Hong Kong

\* The Companies Ordinance abolished the requirement for a Memorandum of Association with effect from 3 March 2014.