

THE COMPANIES ORDINANCE (CAP.622)
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
JUNIOR CHAMBER INTERNATIONAL HONG KONG LIMITED
(國際青年商會香港總會有限公司)
(amended as per special resolution passed on 26 September 2021)

NAME

1. The name of the Company shall be "Junior Chamber International Hong Kong Limited" (國際青年商會香港總會有限公司).

MODEL ARTICLES

2. For the avoidance of doubt, the model articles for companies limited by guarantee as set out in Schedule 3 of the Companies (Model Articles) Notice, Cap. 622H shall not be adopted in these Articles of Association.

INTERPRETATION

3. In the interpretation of these Articles unless the context otherwise requires, the following words or expressions shall have the following meanings:

"**Annual General Meeting**" means the annual general meeting of the Members of JCIHK which must be held in each year in the National Convention.

"**associated company**" means —

- (a) a subsidiary of JCIHK;
- (b) a holding company of JCIHK; or
- (c) a subsidiary of such a holding company.

"**Extraordinary General Meeting**" means any general meeting of the Members other than the Annual General Meeting, if JCIHK specially convenes under these Articles.

"**JCIHK**" means the JUNIOR CHAMBER INTERNATIONAL HONG KONG LIMITED.

"**General Meeting**" means a General Meeting of Members of JCIHK whether Annual or Extraordinary.

"**Hong Kong**" means the Hong Kong Special Administrative Region, The People's Republic of China.

"**In Writing**" means written, or printed or partly written and partly printed.

"**JCI**" means Junior Chamber International Inc.

"**LOM**" or "**Local Organization Member**" means any organization or entity whose objects and activities accord with the purposes of JCIHK and which is duly admitted as a Member of JCIHK.

"**Member**" means any person or association duly admitted as Member of JCIHK.

"**National Board of Directors**" means the body of officers of JCIHK for the time being as referred to in Article 46.

"**National Convention**" means the annual convention of JCIHK.

"**National Directors**" means the members appointed by the National President Elect subject to the approval of the General Meeting.

"**National Immediate Past President**" means the National President who retires from his office immediately after his term of office stipulated in the By-Laws.

"**National President Elect**" means the National President who has been elected at the National Convention to serve the following term.

"**National Honorary Treasurer**" means the Honorary Treasurer of JCIHK for the time being.

"**National Secretary General**" means the Secretary General of JCIHK for the time being.

"**Office**" means the registered office of JCIHK for the time being.

"**Ordinance**" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong and every other Ordinance incorporated therewith or any Ordinance or Ordinances incorporated therewith or any Ordinances or Ordinance substituted therefor and in case of any such substitution, the reference in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the New Ordinance or Ordinances.

"**Seal**" means the Seal of JCIHK.

"Special Resolution" means a Special Resolution of JCIHK passed in accordance with section 564 of the Ordinance.
Words importing the singular number include the plural number.
Words importing the plural number include the singular number.
Words importing the masculine gender include the feminine gender.
Words importing the feminine gender include the masculine gender.

OFFICE

4. The Registered Office of JCIHK will be situated in Hong Kong Special Administrative Region, The People's Republic of China.

EMBLEM

5. The emblem of JCIHK shall consist of the emblem of JCI.

AFFILIATION

6. JCIHK is affiliated with the world organization JCI.

"CREED" OR DECLARATION OF PRINCIPLES AND PURPOSES

7. Members (defined in these Articles of Association) must accept the official JCI Creed or Declaration of Principles and Purposes of JCIHK which is as follows:

We believe :

That faith in God gives meaning and purpose to human life;

That the brotherhood of man transcends the sovereignty of nations;

That economic justice can best be won by free men through free enterprise;

That government should be of laws rather than of men;

That earth's great treasure lies in human personality;

And that service to humanity is the best work of life.

OBJECTS

8. The objects of JCIHK are:

- (a) To develop the individual abilities and stimulate joint efforts of individuals for the purpose of improving the economic, social and spiritual development of the people in Hong Kong by:
 - (i) development of an awareness and acceptance of the responsibilities of citizenship;
 - (ii) individual participation in internal training programs to develop leadership potential;
 - (iii) active participation in planning and executing programs for the development of the individual and the community;
 - (iv) promotion of economic development; and
 - (v) furtherance of understanding, goodwill and co-operation among all people.
- (b) To encourage and advance mutual understanding amongst young people in Hong Kong regardless of race or creed.
- (c) In furtherance of the objects of JCIHK, to promote the commercial and professional activities of its Members.
- (d) In furtherance of the objects of JCIHK, to co-operate with similar organizations throughout the world so as to promote goodwill and confidence through international fellowship.
- (e) To advance and promote education and to accept donations and endowments and support establishments and institutions for any such purposes.
- (f) To co-ordinate the activities of its Members to achieve the above objects.
- (g) In furtherance of the objects of JCIHK but not otherwise, to promote the extension of membership to all young people in Hong Kong.
- (h) In furtherance of the objects of JCIHK but not otherwise, to promote and support charitable and social

welfare activities.

- (i) In furtherance of the objects of JCIHK but not otherwise, to promote the concept of universal interdependence.
- (j) In furtherance of the objects of JCIHK but not otherwise, to rent, purchase, lease or otherwise acquire for the use of JCIHK, a suitable building or buildings in Hong Kong, to fit and furnish the same or make arrangements for the building or buildings being properly fitted and furnished.
- (k) In furtherance of the objects of JCIHK but not otherwise, to manage, conduct and carry on in the building or buildings from time to time purchased, leased or otherwise acquired, the operations of JCIHK.
- (l) To borrow any moneys acquired for the objects of JCIHK upon such securities as are determined.
- (m) In furtherance of the objects of JCIHK but not otherwise, to invest in a proper and prudent manner the moneys of JCIHK not immediately required upon such securities as are from time to time determined.
- (n) To accept donations, hold moneys and other assets, to invest in a proper and prudent manner such moneys in the name of JCIHK and to apply the same or other assets including the principle and the proceeds or any part thereof for any purpose in furtherance of the objects of JCIHK.
- (o) Subject to Article 11 hereof, to hire and employ all classes of persons necessary for the objects of JCIHK and to pay them in return for services rendered to JCIHK.
- (p) To open and operate banking account or accounts with any bank or banks for the objects of JCIHK and for such objects, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques, or other similar instruments.
- (q) In furtherance of the objects of JCIHK but not otherwise, to establish, administer and maintain in Hong Kong any charitable welfare undertaking or non-profit making school or schools.
- (r) To do all such other lawful things as are incidental or conducive to the attainment of the above objects. Provided that:
 - (i) in case JCIHK shall take or hold any property which may be subject to any trusts, JCIHK shall only deal with or invest the sum in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of JCIHK shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers;

Provided that JCIHK shall not support with its funds or endeavour to impose on or procure to impose on or procure to be observed by its Members or others any regulation or restriction which if an object of JCIHK would make it a trade union.

POLITICS

9. JCIHK shall refrain from any partisan political activity.

RELIGION

10. JCIHK shall refrain from sectarian or religious activities. The concept of "GOD" in the context of the JCI Creed or Declaration of Principles and Purposes is to be interpreted according to one's own religious beliefs.

INCOME & PROPERTY

11. The income and property of JCIHK whencesoever derived shall be applied solely towards the promotion of the objects of JCIHK as set forth in these Articles; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, to the persons who, at any time, are or have been Members of JCIHK. Provided that nothing herein contained shall prevent the payment, in good faith, of reasonable or proper remuneration to any officers or servants of JCIHK, or to any Member of JCIHK, in return for service actually rendered to JCIHK, nor prevent the payment of interest at a rate not exceeding twelve (12) per cent per annum or two (2) per cent above the prime rate established by The Hongkong and Shanghai Banking Corporation Limited, whichever is the less, on money lent or reasonable and proper rent for premises demised or let by any Member to JCIHK, but so that no

member of the National Board of Directors or governing body shall be appointed to any salaried office of JCIHK or any office of JCIHK paid by fees, and that no remuneration or other benefit, in money or money's worth shall be given by JCIHK to any member of National Board of Directors or governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to JCIHK. Provided that the provision last aforesaid shall not apply to any payment to any company or organization of which a member of the National Board of Directors or governing body may be a member in which such member shall not hold more than one-hundredth part of the capital or control not more than a one-hundredth part of its votes, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

LIABILITY OF MEMBERS

12. The liability of the Members is limited.

CONTRIBUTION TO ASSETS

13. Every Member of JCIHK undertakes to contribute to the assets of JCIHK, in the event of its being wound up while he is a Member or within one (1) year thereafter for payment of the debts and liabilities of JCIHK contracted before the time at which he ceases to be a Member, and of the cost, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten Hong Kong dollars per Member of JCIHK.

MEMBERS

14. For the purpose of registration of JCIHK the number of Members shall be four thousands (4000), but the National Board of Directors may from time to time register an increase of Members.

15. The subscribers and such other persons as the National Board of Directors at the time of incorporation of JCIHK shall admit to membership and shall be Members of JCIHK.

CLASSIFICATION

16. Membership in JCIHK shall be classified as Local Organization Members (such Local Organization Members shall be hereinafter collectively referred to as "LOMs" and individually referred to as "LOM"), Individual Members, National Alumni, Honorary Life Members, Sustaining Members and Provisional Local Organization Members.

(a) Local Organization Members (LOMs):

(i) Local Junior Chamber or Jaycee Organizations, also known as Junior Chamber or Jaycees whose objects and activities are in accordance with the objects of JCIHK, and which are formally affiliated with JCIHK, shall be LOMs of JCIHK.

(ii) LOMs shall include:

Junior Chamber International Victoria (Hong Kong) Limited,
Junior Chamber International Kowloon (Hong Kong) Limited,
Junior Chamber International Island (Hong Kong) Limited,
Junior Chamber International Peninsula (Hong Kong),
Junior Chamber International Hong Kong Jayceettes,
Junior Chamber International Lion Rock (Hong Kong) Limited,
Junior Chamber International Harbour (Hong Kong) Limited,
Junior Chamber International Yuen Long (Hong Kong) Limited,
Junior Chamber International Tai Ping Shan (Hong Kong) Limited,
Junior Chamber International Bauhinia (Hong Kong) Limited,
Junior Chamber International Dragon (Hong Kong) Limited,
Junior Chamber International East Kowloon (Hong Kong),
Junior Chamber International City (Hong Kong) Limited,
Junior Chamber International Queensway (Hong Kong) Limited,
Junior Chamber International North District (Hong Kong) Limited,
Junior Chamber International Ocean (Hong Kong) Limited,
Junior Chamber International Sha Tin (Hong Kong) Limited,
Junior Chamber International Apex (Hong Kong) Limited,
Junior Chamber International City Lady (Hong Kong) Limited,
Junior Chamber International Tsuen Wan (Hong Kong) Limited,
Junior Chamber International Lantau (Hong Kong) Limited and such other organizations or entities as may from time to time be admitted as LOMs by JCIHK.

(b) Individual Members:

Persons who are Members of any LOM shall be Individual Members of JCIHK. All Individual Members shall be between the age of eighteen (18) and forty (40) years, provided that membership shall continue to

the end of calendar year in which the person reaches the age of forty (40) years, except the National Immediate Past President who may serve beyond that calendar year in that capacity, for not more than one (1) year. Individual Members shall have no special voting or property rights in JCIHK. Their voting rights are exercised through the LOM with which they are affiliated.

(c) Honorary Life Members:

An Honorary Life Member of any LOM may become an Honorary Life Member of JCIHK, subject to the approval of JCIHK. He shall be exempted from payment of dues and subscriptions. If he is an Individual Member, he shall be entitled to all the rights of an Individual Member until he shall reach the age of forty (40) years after which he shall be entitled to all the rights of a National Alumnus. Any Honorary Life Member shall not have any right if he has not been an Individual Member before.

(d) National Alumni:

Any Individual Member of JCIHK, commencing from the 1st day of January of the year following the year in which he shall have his 40th anniversary of his birthday, shall be eligible for alumni membership of JCIHK, which may be granted upon payment of the required dues and approval of the National Board of Directors. Such alumni who have been granted such alumni membership by JCIHK shall be named as National Alumni. Such National Alumni shall be entitled to all of the rights of the Individual Members of JCIHK save and except the right to serve on the National Board of Directors and the right to vote at the General Meeting of JCIHK. No person who has not been an Individual Member of JCIHK shall be eligible for National Alumni membership. The procedure for application for National Alumni membership, the dues payable, and the service to be given to National Alumni, shall be established by the National Board of Directors from time to time and circulated to all the LOMs.

(e) Sustaining Members:

Any reputable individual or any reputable organization desiring to assist financially in extending and promoting the purposes of JCIHK shall be eligible for affiliation as a Sustaining Member. Requirements for Sustaining Membership will be established from time to time by the National Board of Directors.

(f) Provisional Local Organization Members

Such organization or entity as generally subscribe to the purposes of JCIHK and which has made application to be a LOM but whose application is not complete so as to entitle such organization or entity to be LOM. A Provisional Local Organization Member shall be accepted only upon no less than two-thirds (2/3) of the votes cast by the National Board of Directors, who deem that the applicant has indicated sufficient interest in Local Organization Membership and that such applicant appears to be one which may at a later date, upon compliance with all the requirements, be a LOM. Only such applicant as shall indicate a clear intent to meet the requirements of a LOM shall be admitted as Provisional Local Organization Member. A Provisional Local Organization Member must have at least twenty-five (25) Individual Members. A Provisional Local Organization Member shall have no voting rights and property rights of any nature therein.

DUES & SUBSCRIPTIONS

17. The quarterly membership dues for Individual Members and National Alumni shall be such fee fixed by LOMs in General Meetings from time to time payable in accordance with this Article 17. Payments become due on the 31st day of January for the quarter from January to March, on the 30th day of April for the quarter from April to June, on the 31st day of July for the quarter from July to September and on the date immediately before the commencement of the National Convention (of that year) for the quarter from October to December each year. A LOM shall submit for and on behalf of its Individual Members and National Alumni any outstanding payments or dues to the National Honorary Treasurer within thirty (30) days after the issue of a debit note. Any LOM which fails to settle the payments after thirty (30) days from the issue date of the debit note shall be declared as a non-financial LOM and a reminder will be issued on the 45th day (from the issue date of the first debit note) plus five (5) per cent on the gross amount. All services rendered by JCIHK to that particular non-financial LOM and Members affiliated thereto will automatically be suspended after sixty (60) days (from the issue date of the first debit note) until all outstanding debit notes have been settled.

18. Any Individual Member and National Alumni may resign from JCIHK by giving notice in writing through the LOM with which he is affiliated to the National Board of Directors at any time previous to the commencement of a quarter; otherwise, he and the LOM to which he is affiliated will be held liable for that quarter's subscription.

19. Any Member who by any means ceases to be a Member shall nevertheless remain liable for and shall pay to JCIHK through his LOM all moneys which at the time of his ceasing to be a Member are due from him to JCIHK.

20. If any Member violates the Articles of Association or By-Laws of JCIHK or his conduct in or out of JCIHK in the opinion of the National Board of Directors or the Board of Directors of LOM which that Member belongs to (who shall certify the same in writing to the National Board of Directors) be injurious to the character or interests of JCIHK or be derogatory to such Member's status in society, the National Board of Directors shall, after enquiry and notice given, be empowered (if at least six (6) of their number sanction that course) to recommend such Member to resign. If such

Member so recommended shall not resign within twenty-one (21) days from the date of such communication, the National Board of Directors shall have power to call an Extraordinary General Meeting, giving at least twenty-one (21) days' notice at which meeting it shall be competent for the votes of two-third (2/3) of those voting to expel such Member from JCIHK and no appeal shall lie from their determination to any meeting or Court of Law. In a sufficiently grave case the National Board of Directors may, without giving him the option of resigning, immediately suspend a Member from the use of JCIHK, and shall forthwith call an Extraordinary General Meeting to consider the question of his expulsion.

GENERAL MEETINGS

21. JCIHK shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall commence during the first twenty-eight (28) days of September and end within September each year. The exact time and place of the Annual General Meeting shall be approved by the National Board of Directors.

22. The Annual General Meeting of JCIHK shall be for the purposes of adopting the Annual Reports of the LOMs and the National Board of Directors and the Annual Accounts of JCIHK completed with auditor's reports, electing / appointing members of the National Board of Directors, appointing auditor or auditors, adopting JCIHK's programs and discussing any other matters relating to the constitution and management of JCIHK.

23. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

24. The National Board of Directors may whenever they think fit, convene Extraordinary General Meetings of JCIHK specifying in the notice convening the meeting the objects for which the meeting is called, and to which the discussion must be strictly confined.

25. The National Board of Directors shall also call an Extraordinary General Meeting under the same conditions and restrictions as referred to in Article 24 hereof upon the written requisition of

- (a) two (2) or more LOMs or
- (b) sixty (60) or more Individual Members from at least two (2) LOMs.

The requisition with the notice convening the meeting shall be sent or supplied to every Member. If the requisition is raised by the Individual Members from two (2) LOMs only, the number of the Individual Members from each of the two (2) LOMs shall not be less than thirty (30).

NOTICE OF GENERAL MEETINGS

26. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting of JCIHK other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner specified in these Articles or in such manner, if any, as may be prescribed by JCIHK in General Meeting, to such persons as are, under the Articles of JCIHK, entitled to such notices from JCIHK.

Provided that a meeting of JCIHK 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 the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meetings being a majority together representing not less than ninety-five (95) per cent of the total voting rights strength 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 the notice of a meeting by, any Member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

28. The quorum for any General Meeting shall be two-thirds (2/3) of all LOMs and the quorum must continue to be present throughout the meeting.

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is

transacted at an Annual General Meeting except for consideration of the accounts, balance sheets and the reports of the National Board of Directors and auditors, the election / appointment of the National Board of Directors in the place of those retiring and appointing of and fixing the remuneration of the auditors.

30. The National President, or in his absence, the National Immediate Past President or failing him, the National General Legal Counsel, or a National Executive Vice President so appointed by the National President, shall act as chairman at every General Meeting of JCIHK, or if there be no chairman, or if at any General Meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting, or if he shall have previously notified the National Secretary General of his intention of not being present, the LOMs shall choose another member of the National Board of Directors as chairman; and if no member of the National Board of Directors be present or if all the members of the National Board of Directors present decline to take the chair, then the members of the LOMs present shall choose one of their members to be chairman of the meeting.

31. If within half an hour from the time appointed for any General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case and subject to the restriction imposed in Article 21 for holding Annual General Meetings it shall stand adjourned to the same day in the next week at the same time and place or a place to be appointed by the National Board of Directors, provided that the place of the meeting will be made known to all Members within twenty-four (24) hours from the adjournment time of the meeting so dissolved. This adjourned meeting shall proceed with the original agenda even if the Members do not constitute a quorum.

32. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

33. 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 shows of hands) demanded:

- (a) by the chairman; or
- (b) by at least two (2) LOMs in attendance or by proxy; or

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of JCIHK shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

34. Except as provided in Article 36, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. 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 except in the matters of election or appointment of the members of the National Board of Directors.

36. 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 and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF LOMS

37. Of the classes of Members, only the LOMs are entitled to vote. Every LOM shall have one (1) vote each in all matters except for election of elective members of the National Board of Directors.

38. The following voting strength will be accorded to each LOM for election of elective members of the National Board of Directors at General Meeting:

- (a) (i) LOM Vote: One (1) vote for each LOM by virtue of its affiliation plus,
- (ii) Membership Vote: One (1) vote for LOMs with twenty-five (25)-thirty (30) paid up Individual Members, or
Two (2) votes for LOMs with thirty-one (31)-fifty (50) paid up Individual Members, or
Three (3) votes for LOMs with fifty-one (51)-one hundred (100) paid up Individual Members, or
Four (4) votes for LOMs with one hundred and one (101)-one hundred fifty (150) paid up Individual Members, or

Five (5) votes for LOMs with over one hundred fifty-one (151) paid up Individual Members as the case may be, plus

- (b) Executive Vote: One (1) vote for each of the five (5) LOM Board of Directors, namely, the President, Vice President or Executive Vice President (irrespective of the number of Vice President and Executive Vice President in a LOM), Honorary Secretary, Honorary Treasurer and Immediate Past President personally present at such General Meeting for election. To avoid doubt, no proxy of the aforesaid members of LOM Board of Directors present at General Meeting will be counted for the purpose of this Article 38(b).

39. No LOM shall be entitled to vote at any General Meeting unless all moneys due and payable by it to JCIHK in its capacity as LOM have been fully paid before that General Meeting.

40. On a poll votes may be given either in attendance or by proxy.

41. The instruments appointing a proxy shall be in writing in such form as the National Board of Directors may approve and shall be deposited at the Office at least forty-eight (48) hours before the time for holding the General Meeting to which it refers. A proxy shall be entitled to demand or join in demanding a poll and on a poll votes may be given either in attendance or by proxy. No LOM which is being appointed as a proxy may act as a proxy for another LOM at each General Meeting of JCIHK, and proxy holder must be a LOM in good standing who is entitled to vote at the General Meeting.

42. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

JUNIOR CHAMBER INTERNATIONAL HONG KONG LIMITED
(國際青年商會香港總會有限公司)

We [] of [], being a LOM of JCIHK, hereby appoint [] of [] or failing them [] of [] as our proxy to vote for us on our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of JCIHK to be held on the [] day of [] 20[] and at any adjournment thereof.
Signed this [] day of [] 20[]

43. Where it is desired to afford LOMs an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

JUNIOR CHAMBER INTERNATIONAL HONG KONG LIMITED
(國際青年商會香港總會有限公司)

We [] of [], being a LOM of JCIHK, hereby appoint [] of [] or failing them [] of [] as our proxy to vote for us on our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of JCIHK to be held on the [] day of [] 20[] and at any adjournment thereof.
Signed this [] day of [] 20[]

This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as they think fit.

*Strike out whichever is not desired.

44. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.

45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by JCIHK at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

MANAGEMENT

46. The management of the affairs of JCIHK shall be vested in the National Board of Directors consisting of a National President, a National General Legal Counsel, not more than two (2) National Executive Vice Presidents, not more than ten (10) National Vice Presidents, a National Secretary General, a National Honorary Treasurer, not more than ten (10) National Directors and an ex-officio, the National Immediate Past President.

47. National General Legal Counsel, National Secretary General and National Honorary Treasurer shall be appointed by the National President subject to the approval of the General Meeting.

48. A maximum of ten (10) National Directors shall be appointed by the National President subject to the approval of the General Meeting.

49. A quorum at a meeting of the National Board of Directors shall be fifty (50) per cent of total member of the said National Board of Directors.

50. Each member of the National Board of Directors will be entitled to one vote only. Proxy will not be accepted. But in the case of a tie the chairman of the meeting shall have a second and casting vote.

51. The National Board of Directors may exercise in addition to the powers and authorities under these Articles expressly conferred on them all such powers and do all such acts and things as may be exercised and done by JCIHK and which are not hereby or by the Ordinance expressly directed to be exercised or done by JCIHK in General Meeting except that the authority of the National Board of Directors to borrow funds in the name of JCIHK is limited to an aggregate amount of HK\$150,000.00.

52. The National Board of Directors shall have power to appoint or remove employees of JCIHK, and to fix the amount of their remuneration.

53. The National Board of Directors shall have power to appoint or remove committee or committees deemed proper and necessary to fulfill the objects and purposes of JCIHK.

54. A member of the National Board of Directors shall not vote at meetings of the National Board of Directors on motion or motions concerning his own conduct, or any matters in which he is a complainant.

55. A member of the National Board of Directors shall not vote in respect of any such contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is so interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting.

DECLARATION OF MATERIAL INTERESTS IN CONTRACTS, ARRANGEMENTS AND TRANSACTIONS

56. Contract, arrangement or transaction made in name of JCIHK shall be signed by member of the National Board of Directors, unless specified under the By-Laws. Member of the National Board of Directors or Member appointed with official responsibility who is in any way, directly or indirectly, interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with JCIHK shall, if his interest in such contract, arrangement or transaction or proposed contract, arrangement or transaction is material, declare the nature and extent of his interest at the earliest meeting of the National Board of Directors at which it is practicable for him so to do notwithstanding that the question of entering into the contract, arrangement or transaction is not taken into consideration at that meeting. A general notice to the National Board of Directors by such member stating that, by reason of facts specified in the notice, he is to be regarded as interested in contracts, arrangements or transactions or proposed contracts, arrangements or transactions of any description which may subsequently be made or contemplated by JCIHK, shall be deemed for the purpose of this Article to be a sufficient declaration of his interest but no such general notice shall have effect in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction unless it is given before the date on which the question of entering into the same is first taken into consideration on behalf of JCIHK.

FUNDS

57. Funds of JCIHK may be operated through the appointed Bank or Banks with which they are on deposit by the joint signatures of either the National Honorary Treasurer or National President or National Immediate Past President and either the National General Legal Counsel or National Secretary General or any one of the National Executive Vice Presidents.

PROCEEDINGS OF MEETINGS OF THE NATIONAL BOARD OF DIRECTORS

58. Meetings of the National Board of Directors shall be held at least once a month. On the written request of any five (5) members of the National Board of Directors thereof, a special meeting of the National Board of Director shall be called by the National Secretary General.

NATIONAL SECRETARY GENERAL

59. The National Secretary General shall be appointed by the National President subject to the approval of the

General Meeting and upon such conditions as they may think fit; and any National Secretary General so appointed may be removed by the National President subject to the approval of the General Meeting.

60. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a member of the National Board of Directors and the National Secretary General shall not be satisfied by its being done by or to the same person acting both as member of the National Board of Directors and as, or in place of, the National Secretary General.

THE SEAL

61. The National Secretary General shall affix the seal of JCIHK, with authority of the National Board of Directors and in the presence of at least one other member of the National Board of Directors to all instruments requiring to be sealed, and all such instruments shall be signed by two (2) members of the National Board of Directors present, one of whom shall be the National President or the National Secretary General.

ACCOUNTS

62. The National Board of Directors shall cause true accounts to be kept with respect to:

- (a) all sums of money received and expended by JCIHK and the matters in respect of which the receipt and expenditure takes place;
- (b) all the assets and liabilities of JCIHK;
- (c) all sales and purchases of goods by JCIHK; and
- (d) all other matters necessary to show a true and fair view of the financial state and condition of JCIHK.

63. The annual accounts shall be made up and closed to 31st day of December in each year, and a balance sheet containing a summary of the assets and liabilities of JCIHK shall be prepared by the National Honorary Treasurer.

64. The books of account shall be kept at the Office of JCIHK or, subject to section 374 of the Ordinance, at such other place or places as the members of National Board of Directors think fit, and shall always be open to the inspection of the members of National Board of Directors or representatives nominated by LOMs.

AUDITOR

65. Auditors shall be appointed and their duties are regulated in accordance with Division 5 of Part 9 of the Ordinance.

COMMUNICATIONS TO AND BY JCIHK

66. (a) subject to these Articles of Association, anything sent or supplied by or to JCIHK under these Articles of Association 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 JCIHK for the purposes of the Ordinance.
- (b) subject to these Articles of Association, any notice or document to be sent or supplied to a member of the National Board of Directors in connection with the taking of decisions by the National Board of Directors may also be sent or supplied by the means by which that member of the National Board of Directors has asked to be sent or supplied with such a notice or document for the time being.
- (c) a member of the National Board of Directors may agree with JCIHK that notices or documents sent to that member of the National Board of Directors 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 forty-eight (48) hours.

67. Notwithstanding the methods permitted for giving notice to Members under these Articles of Association, if a Member who has no registered address within Hong Kong, has not agreed upon JCIHK's request to receive notice or information through any means other than by post, and has not supplied to JCIHK an address within Hong Kong for the giving of notice of him a notice addressed to him and exhibited in the Office for forty-eight (48) hours shall be deemed to be duly given to him at the expiration of the said forty-eight (48) hours.

BY-LAWS

68. Subject to the approval of two-thirds (2/3) of the votes cast by all the LOMs present in the Extraordinary General Meeting, the National Board of Directors may make, add to, alter and repeal By-Laws for the regulation of JCIHK, its officers and employees or the Members thereof or any section thereof, and as to the use or enjoyment of JCIHK premises or any part thereof provided the By-Laws so made are not inconsistent with the present Articles of Association.

69. Any such alteration, addition or repeal of the existing or any new By-Laws or any additions thereof or alteration or repeal thereof shall be binding on all Members. They shall be sent or supplied to all Members and shall be entered in a book to be kept by the National Secretary General for that purpose and such book shall be open to the inspection of all Members.

INDEMNITY

70. Only in furtherance of the objects of JCIHK but not otherwise, a member of the National Board of Directors or former member of the National Board of Directors may be indemnified out of JCIHK's assets against any liability incurred by the member of the National Board of Directors to a person other than JCIHK or an associated company of JCIHK in connection with any negligence, default, breach of duty or breach of trust in relation to JCIHK or associated company (as the case may be), provided that such indemnity does not cover:

- (a) Any liability of the member of the National Board of Directors to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (b) Any liability incurred by the member of the National Board of Directors—
 - (i) in defending criminal proceedings in which the member of the National Board of Directors is convicted;
 - (ii) in defending civil proceedings brought by JCIHK, or an associated company of JCIHK, in which judgment is given against the member of the National Board of Directors;
 - (iii) in defending civil proceedings brought on behalf of JCIHK by a Member or a member of an associated company of JCIHK, in which judgment is given against the member of the National Board of Directors;
 - (iv) in defending civil proceedings brought on behalf of an associated company of JCIHK by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the member of the National Board of Directors; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the member of the National Board of Directors relief.
- (c) A reference in Article 70(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (d) For the purposes of Article 70(c), a conviction, judgment or refusal of relief—
 - (i) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (ii) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (e) For the purposes of Article 70(d)(ii), an appeal is disposed of if—
 - (i) it is determined, and the period for bringing any further appeal has ended; or
 - (ii) it is abandoned or otherwise ceases to have effect.

WINDING-UP

71. If at any time the number of LOMs shall fall below three (3) or the total Individual Members of all LOMs shall fall below two hundreds (200) the National Board of Directors shall summon an Extraordinary General Meeting to be convened as provided under Article 24 and such meeting, may by an Extraordinary Resolution declare that JCIHK ought to be wound up, and it shall be wound up accordingly.

72. If upon the winding-up or dissolution of JCIHK there remains, by reason of Article 71 or otherwise, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of JCIHK, but shall be given or transferred to some other institution or institutions having objects similar to the objects of JCIHK, and which shall 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 JCIHK under or by virtue of Article 11 and this article, such institution or institutions to be determined by the Members at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if so far as effect cannot be given to the aforesaid provision, then to some charitable objects.

MEMBERS' ADDRESS

73. Members changing their correspondence address shall give due notice in pursuance to Article 66 and Part 18 of the Ordinance to the National Secretary General and furnish him with an address to which notices, letters or other

communications may be sent or supplied. All notices, letters and other communications sent or supplied by any of the means pursuant to Article 66 and Part 18 of the Ordinance to such address (in default of notice of change of address) shall be considered as having been duly received by the Member.

HONG KONG JUNIOR CHAMBER FOUNDATION LIMITED

74. There existed an un-incorporated body within the framework of JCIHK called the Hong Kong Junior Chamber Trust Fund ("**Trust Fund**") which, under the stewardship of a board of trustees elected from amongst Past National Presidents of JCIHK, managed certain funds in furtherance of the purposes of JCIHK and those of its LOMs.

In order to secure a better management of the Trust Fund, Hong Kong Junior Chamber Foundation Limited was incorporated on 2nd February 2004 for the purpose of, inter alia, taking over all the moneys, investments, assets and property maintained by the Trust Fund and in furtherance of the objects of the Trust Fund under its own constitution.

In these Articles, unless the context otherwise required:

"**Foundation**" means the aforesaid Hong Kong Junior Chamber Foundation Limited, including all moneys, investments and property paid or transferred to and accepted by the Board of Directors of the Foundation and such of the accumulations of income which the Board of Directors of the Foundation is entitled to treat as an accretion to the Foundation, all accretions and additions thereto from any source, and the investment, property and assets from time to time representing the said moneys, investments, property, accumulations, accretions and additions.

75. The Foundation shall hold the funds transferred to it under a deed dated 23rd July 2004 and signed between Hong Kong Junior Chamber Foundation Limited of the first part, JCIHK of the second part and Pang Kin Man Edmond, Cham Ka Hung Daniel, Wong Chi Wing, Lung Chee Ming George, Pak Fu Hung who together were then constituting the Board of Trustees of the Trust Fund of the third part. The Foundation shall hold, administer and distribute the funds transferred to it or any part thereof for the benefit of the members of JCIHK at large.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into JCIHK, in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers		
Signed	J.S. LEE (利榮森) 74 Kennedy Road, Hong Kong.	Merchant
Signed	A. de O. SALES 12 Victory Avenue, Kowloon.	Merchant
Signed	LIM How Ping (林浩彬) 124, Kennedy Road, Hong Kong.	Merchant
Signed	H. C. E. BRUCE 7/F, Sunning Court, Hong Kong	Merchant
Signed	Henry HOWELL 207 Stewart Terrace, Hong Kong	Merchant
Signed	Jack ASWANI 137 Wong Nei Chung Road, Hong Kong	Merchant
Signed	LIM Kim Chong (林金滄) 42 Village Road, Hong Kong	Merchant
Signed	CHUN Kee Hoi (陳其海) 31 Seymour Rd., 2nd Fl., HK	Merchant
Signed	Rogério H. LOBO 21 South Bay Rd	Merchant

Dated this 21st day of JANUARY, 1952

WITNESS to the above signatures:

(Signed)
Solicitor,
Hong Kong
H. A. de B. BOTELHO