

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**HONG KONG ARTS ADMINISTRATORS ASSOCIATION LIMITED**  
**(香港藝術行政人員協會有限公司)**

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Incorporated the 14th day of June, 1985.

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**Messrs. Helen A. Lo & Co.,**

*Solicitors, &c.*

**HONG KONG**

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Reprinted By  
GATEWAY REGISTRATIONS LIMITED

No. 152893  
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 ARTS ADMINISTRATORS ASSOCIATION LIMITED**  
**(香港藝術行政人員協會有限公司)**

is this day incorporated in Hong Kong under the Companies Ordinance, and  
於本日在香港依據公司條例註冊成為  
that this Company is limited by guarantee.  
有限公司。

Given under my hand this Fourteenth day of June, One Thousand Nine  
簽署於一九八五年六月十四日。

Hundred and Eighty-five.

(Sd.) J. Almeida  
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 歐美達 代行)



Hong Kong Arts  
Administrators Association  
香港藝術行政人員協會

Company No. 152893

**THE COMPANIES ORDINANCES (CHAPTER 32)  
SPECIAL RESOLUTION**

**OF**

**HONG KONG ARTS ADMINISTRATORS ASSOCIATION LTD**

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**Passed on 13 November 2013**  
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At an Annual General Meeting of members of the above-named company held at Eric Hotung Studio on 13 November 2013, the following resolution was duly passed as a Special Resolution:

“THAT the Articles of Association of the company be amended in the following manner:

- 1) Clause 2 of the Articles of Association to be amended as follows:  
The number of Members of The Society is declared to be 10,000.
- 2) Clause 42 of the Articles of Association to be amended as follows:  
21 days' notice.

(Sd.) Lam Suk Yee, Connie

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Lam Suk Yee, Connie  
Chairman  
Hong Kong Arts Administrators Association



Hong Kong Arts  
Administrators Association  
香港藝術行政人員協會

1/F, Parklane Building, No. 235 Queen's Road Central, Sheung Wan, Hong Kong  
Tel: (852) 2877 7268 Fax: (852) 3104 0090 Email: [info@hkaa.org.hk](mailto:info@hkaa.org.hk) Website: [www.hkaa.org.hk](http://www.hkaa.org.hk)

**THE COMPANIES ORDINANCE (CAP. 622)  
SPECIAL RESOLUTION  
OF  
HONG KONG ARTS ADMINISTRATORS ASSOCIATION LIMITED (COMPANY NO. 152893)**

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**Passed on 18 February 2016**

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At an Annual General Meeting of members of the above-named company held at Flower Music on 18 February 2016, the following resolution was duly passed as a Special Resolution:

“That the Articles of Association of the company be amended in the following manner:

1. Subclause (1) of Clause 20 of the Articles of the Association to be amended as follows:

*(1) Members of the Board (except one which shall be elected in accordance with subclause (2) and (3) hereinafter following) shall be elected from the Full and Corporate Members at the Annual General Meeting every two years, and shall hold office until the conclusion of the next following Annual General Meeting but shall be eligible for re-election.*

2. Subclause (2) of Clause 20 of the Articles of the Association to be amended as follows:

*(2) Associate Members shall elect every two years amongst themselves, one representative to become a member of the Board.*

3. Subclause (7) of Clause 20 of the Articles of the Association to be amended as follows:

*(7) The Chairman shall be eligible for re-election only up to six consecutive years.”*

(Sd.) Tam Siu Man, Paul

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Tam Siu Man, Paul  
Chairman  
Hong Kong Arts Administrators Association Limited

We support the advancement of a flourishing arts scene in Hong Kong through our works!

THE COMPANIES ORDINANCE

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*Company Limited by Guarantee  
and not having a Share Capital*

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**MEMORANDUM OF ASSOCIATION**

OF

**HONG KONG ARTS ADMINISTRATORS ASSOCIATION LIMITED**  
**(香港藝術行政人員協會有限公司)**

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1. The name of the Company (hereinafter called “the Society”) is “HONG KONG ARTS ADMINISTRATORS ASSOCIATION LIMITED (香港藝術行政人員協會有限公司)”.
2. The registered office of the Society will be situated in Hong Kong.
3. The objects for which the Society is established are:–
  - (a) To promote, support and encourage the development of arts administration in Hong Kong.
  - (b) To provide a forum for members of the Association to exchange information, experience, ideas, and concepts on the principles and practice of arts administration in Hong Kong and abroad.
  - (c) To formulate standards of working condition, welfare, knowledge, training, conduct and experience which are desirable in the practice of arts administration.
  - (d) To provide educational service in arts administration and to establish centres for giving of information or providing services relating to arts administration.
  - (e) To establish, produce, promote, present, organize, arrange, manage and conduct from time to time programmes of music, films, drama, singing and the arts in Hong Kong and for that purpose to enter into contracts, agreements and arrangements with orchestras, musical societies and performers of all kinds, theatrical, operatic, ballet and film, companies, choral and operatic societies and singers, artists, painters and sculptors and generally all persons or organizations of any kind which would enhance and contribute to any of the objects of the Society.
  - (f) In connexion with any of the objects of the Society generally to produce, promote, present, manage, conduct, organize, arrange and provide concerts, recitals, lectures, conferences, public performances and exhibitions of musical and artistic works of all kinds as well as plays, films, operas, operettas, burlesques, pantomimes, songs, mime, ballet, comedies, music and dances in every and any form, oratorios, interviews, reviews, television and radio programmes, competitions, lectures, discussions and documentary programmes and generally to present depict and portray events, doings, performances and happenings and every kind of entertainment, instruction, diversion, recreation, relaxation, education, amusement, information or activity and to disseminate the same by means of live performances, television, sound radio, cinema or any other means.
  - (g) Subject to the provisions of Section 17 of the Companies Ordinance Cap. 32 to own buy lease or otherwise, acquire, build, demolish, develop, turn to account, hire, occupy, equip and operate any buildings, offices, concert halls, theatres, exhibition rooms, galleries, broadcasting television and film studios and any other land, building, premises or tenements of any kind in Hong Kong or elsewhere useful or convenient as places of direct or indirect, original or transmitted, filmed or recorded entertainment instruction, diversion, recreation, amusement, education, information, advertising or otherwise as the same may be deemed by the Society

useful or likely to advance or benefit either directly or indirectly the interest of the Society or otherwise to further the objects of the Society in any way.

- (h) To obtain, rent, hire, arrange and provide accommodation, board and lodging, travelling facilities, transportation and storage for persons engaged to give lectures, deminstration, perform, appear or assist at any activity organized by the Society and for any equipment, goods or chattels of any kind used or required by them and for that purpose to enter into agreements and contracts of all kinds with hotel, lodging house and restaurant proprietors, transportation companies by land, sea or air, packing and storage companies, warehousers and any other person, firm or company providing facilities necessary or convenient for the purposes of the Society.
- (i) To acquire by purchase or otherwise equipment chattels and goods for the use of members as the Society may deem expedient to enable the Society to fulfil its objects and to sell or otherwise dispose of such equipment chattels and goods as aforesaid.
- (j) To enter into any arrangement the Society may deem appropriate for the storage of any property belonging to the Society or which may be used by the Society or for the maintenance or upkeep thereof.
- (k) To purchase or otherwise acquire any instruments, equipment, plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or usually or normally used in connection with or for the purpose of objects of the Society.
- (l) To retain or employ professional or technical advisers or workers in connection with the objects of the Society and to pay such reasonable and proper fees for their services as may be thought expedient.
- (m) To engage a business manager and secretary and such other staff to conduct the affairs of the Society upon such terms and generally as shall be deemed necessary and or expedient for the purposes of the Society.
- (n) To prepare print and publish any periodicals, books, circulars, leaflets or other literature or to make any films which may be thought desirable for the promotion of the interests of the Society and its Members and others interested in the objects of the Society and to distribute among its Members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- (o) To promote and hold, either alone or in conjunction with any other Corporation or Association, Club or Persons, any Competition, Meeting, Exhibition, Performance Conference or seminars of any kind with a view to furthering the Society's objects and the raising of money for the purposes of the Society and to offer, give, contribute to and distribute prizes, awards and bonuses in connexion therewith and to promote, give, hold or support dinners, balls, meetings and entertainments of all kinds for the purposes aforesaid.
- (p) To act on behalf of members in regard to advance bookings, sale of tickets at meeting and other gatherings and sporting events and for the reservation of accommodation at hotels and the like, and to carry out such similar duties as may generally be required from time to time and, in particular, in regard to any meetings whether the Society act as promoters or joint promoters or otherwise.
- (q) To make known by way of advertisement or in any other way the objects of the Society or any analogous activities causes or projects which it may be desired to sponsor, support or promote.
- (r) To purchase or otherwise acquire copyrights, or other rights licences or interests of all kinds whatsoever in or relating to literary, dramatic, theatrical, musical, cinematograph, choreographic, and other works, sporting and other events and subjects and matters of every description and (without limiting the generality of the foregoing) the rights to broadcast by sound and television and cause to be transmitted performances, works, scenes and events of every description and to make adaptations thereof.

- (s) To enter into arrangements whether reciprocal or otherwise for a supply of live or recorded programmes to programme contractors or other stations elsewhere in the world and for the purchase, hire or acquisition under any other form of commercial arrangement of programmes broadcast from stations controlled by other programme contractors or other persons.
- (t) To enter into contracts with and make all necessary and appropriate arrangements with enterprises advertising on television and to broadcast advertisements or advertising material by sound or television.
- (u) To buy, sell, manipulate and deal, either as principals or agents, both wholesale and retail, in produce, commodities, articles and things of all kinds which can conveniently be dealt in by the Society in connection with any of its objects.
- (v) To print, publish, distribute and sell or otherwise dispose of tickets, programmes, books, magazines, periodicals, music and other publications whatsoever of all descriptions and to acquire protective copy right for things printed and published as aforesaid.
- (w) To establish, promote, maintain and manage any club, association, society or other organisation for the purpose of or connected with the objects of the Society.
- (x) To canvass for and receive subscriptions and other contributions towards the cost of the activities of the Society and generally to raise money for the purposes of the Society.
- (y) To enter into any arrangements or contracts with any governments or authorities, supreme, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Society or any of them and to obtain from any such government or authority, person or company any rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- (z) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations whose objects are similar or in part similar to the objects of the Society or the establishment or promotion of which may be beneficial to the Society Provided that no subscription be paid to any such other association or club out of the funds of the Society, except *bona fide* in furtherance of the objects of the Society.
- (aa) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Society or its employees, to give pensions, gratuities Christmas boxes or charitable aid to any persons who may have served the Society or have been connected with the Society's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Society.
- (bb) To invest and deal with the moneys of the Society not immediately required, upon such securities and in such manner as may from time to time be determined by the Society.
- (cc) To borrow with or without security or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage or charge upon all or any part of the property of the Society.
- (dd) To act as trustee for the members of the Society and as such trustee to receive and hold money in trust for them and therewith to purchase, hold in trust for and supply to the Members of the Society intoxicating liquors, tobacco and other things.
- (ee) To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Society to be established as aforesaid the amount of the money so advanced or subscribed by them.
- (ff) To issue badges and insignia to the members of the Society.

- (gg) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
- (hh) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as are herein specified 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 its members Provided nevertheless that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society or any member thereof, in return for any service actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent to the Society by a member nor payment of reasonable and proper rent for premises demised or let by a member to the Society, but so that no member of the Board of the Society shall be appointed to any salaried office of the Society and no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Board except as repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society. Provided that the aforesaid provision shall not apply to any payment to a Company of which a member of the Board may be a member if such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

5. The Liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributory among themselves, such amount as may be required, save, not exceeding \$100.00.

7. If upon the winding up or dissolution of the Society 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, but shall be given or transferred to some other charitable institution or trust of a public character 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 Society under or by virtue of Clause 4 hereof, such institution or trust to be determined by the members of the Society before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

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



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

Names, Addresses and Descriptions of Subscribers

(Sd.) CHAN Hoi-cheong,  
Flat C, 32nd Floor, Block 7,  
City One, Shatin, New Territories.  
Programme Manager

(Sd.) CHEUNG Yuk-kwan, Andrew,  
Flat A, 15th Floor, Block 14,  
City One, Shatin, New Territories.  
Manager

(Sd.) CHIA Chun-heng, Benny,  
148 Castle Peak Road, Altim Villa,  
Ting Kau, New Territories.  
General Manager

(Sd.) CHOI Suk-kuen,  
Flat D, 4th Floor,  
22 Tai Koo Wan Road, Hong Kong.  
Chief Manager

Dated the 3rd day of May, 1985.

WITNESS to the above signatures:

(Sd.) BEBE P. Y. CHU  
Solicitor,  
504 Hang Chong Building,  
5 Queen's Road Central,  
Hong Kong.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) CHUNG Ling-hoi,  
Flat B, 7th Floor,  
7 Tai Hang Drive, Hong Kong.  
Manager

(Sd.) LEE Bo-luen,  
56 First Street, Section 5,  
Fairview Park, Yuen Long, New Territories.  
Assistant General Manager

(Sd.) LIN Kar-ying, Mary,  
Flat A2, 22nd Floor,  
907 King's Road, North Point, Hong Kong.  
Manager

(Sd.) MA Bun, Henry,  
914 Viking Villas,  
70 Tin Hau Temple Road, Hong Kong.  
Administrator

Dated the 3rd day of May, 1985.

WITNESS to the above signatures:

(Sd.) BEBE P. Y. CHU  
Solicitor,  
504 Hang Chong Building,  
5 Queen's Road Central,  
Hong Kong.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) MA Kwok-hang, Francis,  
4th Floor, 37 Village Road,  
Happy Valley, Hong Kong.  
Administrator

(Sd.) TSENG Sun-man,  
Ground Floor,  
86C Pokfulam Road, Hong Kong.  
Assistant General Manager

(Sd.) TSOI Sik-cheong,  
Flat 31, Inter-University Hall,  
Chinese University of Hong Kong,  
Shatin, New Territories.  
Manager

Dated the 3rd day of May, 1985.

WITNESS to the above signatures:

(Sd.) BEBE P. Y. CHU  
Solicitor,  
504 Hang Chong Building,  
5 Queen's Road Central,  
Hong Kong.

THE COMPANIES ORDINANCE

*Company Limited by Guarantee  
and not having a Share Capital*

ARTICLES OF ASSOCIATION

OF

HONG KONG ARTS ADMINISTRATORS ASSOCIATION LIMITED  
(香港藝術行政人員協會有限公司)

**General**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<i>Words</i>	<i>Meaning</i>
The Ordinance	The Companies Ordinance (Chapter 32).
These Presents	These Articles of Association.
The Society	The above-named Company.
The Board	The Board of Directors.
The Members	The members of the Society as defined by Article 2 hereof.
An Organisation	Any firm, society, association, institution body corporate or unincorporate or group of firms, societies, associations, institutions, bodies corporate or unincorporate.
The Registered Office	The Registered Office of the Society.
The Seal	The Common Seal of the Society.
Month	Calendar month.
In Writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
The Annual General Meeting	The yearly General Meeting of the members of the Society and also includes the First General Meeting of the members.
Extraordinary General Meeting	General Meeting of the members of the Society especially summoned under these Articles.
Special Resolution and Extraordinary Resolution	Meanings assigned thereto respectively by Section 116 of the Ordinance.

Any words importing the singular number only shall include the plural number and *vice versa*.

Words importing the masculine gender only shall include the feminine gender and organisations as herein defined.

Subject as aforesaid any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or the context, bear the same meaning in these presents.

## Membership

\* 2. The membership of the Society with which the Society proposes to be registered for the purposes of registration, shall not consist of more than 10,000 persons and organisations.

(a) There shall be four classes of membership, namely:—

(1) **Full Members:**

full-time arts administrators or such persons working full-time in an administrative position in an arts organisation may be eligible for Full Membership. If a full Member ceases to be a full time arts administrator, his Full Membership should be terminated or changed to Associate Membership.

(2) **Associate Members:**

persons who are not full-time arts administrators but are directly or indirectly involved and/or interested in arts or its administration may be eligible for Associate Membership.

(3) **Corporate Members:**

associations, institutions, firms, companies or other corporate bodies directly or indirectly involved and/or interested in arts or its administration may be eligible for Corporate Membership.

(4) **Honorary Members:**

persons who shall be admitted by the Board for 3 years as such in recognition of their distinguished contributions in the field of arts or its administration.

(b) Corporate Members shall be represented by individuals who are designated in conformance with guidelines adopted from time to time by the Board.

3. The Society is established for the purposes expressed in the Memorandum of Association.

4. The first members of the Society shall be:—

<i>Names and Addresses</i>	<i>Descriptions</i>
(1) CHAN HOI-CHEONG Flat C, 32nd Fl. Bl. 7, City One, Shatin, H.K.	Programme Manager
(2) CHEUNG YUK-KWAN, ANDREW Flat A, 15th Fl. Bl. 14, City One, Shatin, H.K.	Manager
(3) CHIA CHUN-HENG, BENNY 148, Castle Peak Rd. Altim Villa, Ting Kau, H.K.	General Manager
(4) CHOI-SUK-KUEN Flat D, 4th Fl. 22 Tai Koo Wan Rd. H.K.	Chief Manager

\* As amended by Special Resolution passed on 13 November 2013.

(5)	CHUNG LING-HOI Flat B, 7th Fl. 7 Tai Hang Drive, H.K.	Manager
(6)	LEE BO-LUEN 56, First St. Section 5, Fairview Park, N.T.	Assistant General Manager
(7)	LIN KAR-YING, MARY Flat A2, 22nd Fl. 907 King's Rd. H.K.	Manager
(8)	MA BUN, HENRY 914, Viking Villas, 70 Tin Hau Temple Rd. H.K.	Administrator
(9)	MA KWOK-HANG, FRANCIS 4th Fl. 37, Village Rd. H.K.	Administrator
(10)	TSENG SUN-MAN Gr. Fl. 86C, Pokfulam Rd. H.K.	Assistant General Manager
(11)	TSOI SIK-CHEONG Flat 31, Inter-University Hall, Chinese University of H.K.	Manager

### **Admission of Members**

5. Every Candidate (individual or Corporate) for membership in the Society (other than first members) shall complete, sign and submit an application in writing in the form, in the manner, and at such times as shall be prescribed by the Board from time to time.

6. Any omission from or inaccuracy or misrepresentation in the particulars relating to or the description of any candidate shall render his election voidable in the discretion of the Board.

7. On a candidate for membership being elected by the Board or by an Admissions Committee designated by the Board, the Candidate shall be so notified as soon as practicable after the date of the meeting at which he was elected and in the case of a Corporate Member it shall be invited forthwith to notify the Board of its representative and of any change of representative thereafter.

8. In the event of any candidate not being elected notice shall be given in writing to such candidate.

9. In accordance with such rules and regulations as the Board may from time to time establish, a candidate for membership in the Society shall tender with his application all prescribed membership and entrance fees. Such fees shall be promptly returned in the event of the candidate not being elected to membership in the Society. No member of the Society whose yearly subscription (if any) is in arrears for two months (or for such period as the Board may from time to time determine) shall be entitled to vote on any occasion whatsoever until he has fully discharged all claims as to membership and entrance fees which the Society may have against him. The amount of membership and entrance fees pertaining to each class of membership in the Society shall be as determined from time to time by the Board.

### **Members**

10. The rights and privileges of a member shall be personal to himself or to the organisation as the case may be; they shall not be transferable by his or its own act or by operation of law and shall cease upon his or its death or dissolution as the case may be or upon his or its ceasing from any cause to be a member under the provision of these presents.

11. Any member may withdraw from the Society by giving notice in writing to the Board not less than thirty days prior to the proposed withdrawal.

12. Any person who shall for any cause cease to be a member shall nevertheless remain liable for and shall pay to the Society all moneys which, at the time of his ceasing to be a member, may be due from

him to the Society.

13. Members shall communicate any change of address to the Society without delay.

### **Expulsion of Members**

14. If any member violates any of these presents or any rules or bye-laws of the Society for the time being in force or damages any property of the Society or if his conduct shall in the opinion of the Board be injurious to the character or interests of the Society or be derogatory to such member's station in the Society, or upon the occurrence of any other event constituting good cause therefor, the Board may invite the member complained of to give an explanation by letter of his conduct and to appear before a meeting of the Board, or of any committee thereof so authorized, convened to consider his case.

15. If the Board (or such committee, as the case may be) is not satisfied with the explanation of his conduct offered by the member complained of or if no explanation is offered, they shall call upon such member to resign, and should he not do so within four weeks, his name shall, subject to Article 16 hereof, be removed from the list of members and he shall thereupon cease to be a member of the Society.

16. The Board (or any duly authorized committee thereof) may, if they consider the case sufficiently grave, without giving him the option of his resigning, immediately by written notice to the member suspend him from the benefits of the Society pending the investigation of his conduct.

17. The Board may in all cases reconsider their own determination, or that of any committee, upon being requested so to do by notice in writing.

18. Any member who is adjudicated a bankrupt or being an organisation becomes insolvent or goes into liquidation, or who compounds with his or its creditors under the provisions of any Act or Ordinance relating to bankruptcy or liquidation, shall *ipso facto* cease to be a member of the Society and shall forfeit all right to the use of, or upon, any property or facilities or benefits of the Society, but it shall be lawful for the Board after enquiry to restore his name to the books of the Society and the member so re-admitted shall not be called upon to pay any entrance fee.

### **Governing Body**

19. The Board shall have the overall management of the affairs, administration and business of the Society, and shall be the overall governing body. It shall be composed of not less than five members and not more than eleven members and there shall at no time be more than one representative from any one Corporate Member. The Chairman and at least half of the members must work in non-profit making arts organisations.

\* 20. (1) Members of the Board (except one which shall be elected in accordance with **subclausue** (2) and (3) hereinafter following) shall be elected from the Full and Corporate Members at the Annual General Meeting **every two years**, and shall hold office until the **conclusion of the next following** Annual General Meeting but shall be eligible for re-election.

\* (2) Associate Members shall elect **every two years** amongst themselves, one representative to become a member of the Board.

(3) In the case that there is no representative from this source, the vacancy will be filled by a Full Member who gets the highest number of votes next to elected committee members.

(4) Notice that nominations of persons as elected members of the Board are invited from members of the Association shall be included in each Notice convening an Annual General Meeting.

(5) Each Member of the Association may nominate persons being individual Full Members as elected members of the Board. All such nominated persons must have signified their willingness to act, and all nominations should be in the hands of the Honorary Secretary, in writing, ten days before the meeting. Any person who is at the date of nomination a duly paid up Full Member shall be eligible for election as an elected member of the Board.

\* As amended by Special Resolution passed on 18 February 2016.

(6) The Board may appoint any person qualified to be an elected Member to be a Member of the Board to fill a casual vacancy among the elected members of the Board. Any person appointed a Member of the Board under this sub-clause shall hold office only until the conclusion of the next following Annual General Meeting but shall be eligible for re-election.

\* (7) The Chairman shall be eligible for re-election only up to **six consecutive years**.

### **Officers**

21. The Board shall consist of the following officers selected from among the members of the Board by themselves:-

- (1) Chairman;
- (2) Vice Chairman;
- (3) Secretary;
- (4) Treasurer;
- (5) Such other officers (having such duties and responsibilities) as the Board may from time to time designate.

22. The Chairman shall preside over meetings of the Board and shall perform such duties as are customarily attached to his office.

23. The Secretary shall keep the record of all the meetings of the Board. He shall keep custody of the properties of the Society and maintain financial records. In addition, he shall perform the duties customarily incident to his office or those required by the Board, the Chairman or the Vice Chairman.

24. In the absence of or in case of the disability of the Chairman, the Vice Chairman shall serve as Acting Chairman. The Board shall provide for successions and acting designations to cover other contingencies which may arise.

### **Functions and Proceedings of Governing Body**

25. The Board shall be responsible for raising funds from all legitimate sources in order to support the activities of the Society. The Chairman, the Vice Chairman and the Secretary shall endeavour to organise all fund raising activities of the Society.

### **Proceedings of the Board of Directors**

26. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Board may be convened on request of the Chairman or the Vice Chairman or by a requisition in writing signed by two Members of the Board stating the objects for which such meetings are to be convened and forwarded to the Secretary.

27. The Chairman or Acting Chairman shall preside at meetings of the Board.

28. Subject to Article 27 hereof the quorum necessary for the transaction of the business of the Board shall be a majority personally present of the members of the Board.

29. Questions arising at any meeting (except as herein otherwise mentioned) shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman or failing him, the Acting Chairman of the meeting shall have a second or casting vote.

30. The continuing members of the Board may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of members, the continuing members of the Board may act for the purpose of (a) admitting persons to membership in the Society, (b) filling up vacancies in their body, or (c) summoning a General Meeting of the Society, but for no other purpose.

\* As amended by Special Resolution passed on 18 February 2016.



31. The Board may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing signed or confirmed by cable by a majority of the members thereof shall be valid and effectual as if it had been passed at a meeting of the Board, provided that notice of any such action or proposed action is given to all members of the Board.

32. Except as provided in Article 32 hereof a meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board generally, provided that all members of the Board have been given prior notice of such meeting.

33. (a) The Board may, from time to time, appoint such committees as it considers necessary for the efficient discharge of its functions, and may delegate to any such committees any of its powers and duties.

(b) Any committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

34. All acts done by the Board or by a committee appointed as aforesaid or by any person acting as a member of the Board or committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or committee 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 or was qualified to be a member of the Board.

35. Any vacancy occurring in the Board by reason of death, resignation or other disability may be filled by the Board, but the person so chosen shall be subject to the same conditions as to eligibility and tenure of office as his predecessor.

#### **Disqualification of Members of the Board**

36. The office of a member of the Board shall be vacated if:—

- (a) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
- (b) he is found lunatic or becomes of unsound mind;
- (c) he resigns his office by notice in writing to the Society;
- (d) he ceases to be in the category of members at the time of his election;
- (e) the Board otherwise determines that there is good cause for his removal.

Officers of the Society may similarly be removed by the Board for cause.

37. Subject to the provisions of the Memorandum of Association, a member of the Board shall disclose the nature of his interest in any contract with the Society and shall not vote in respect of any such contract or any matter arising therefrom, and if he does so vote his vote shall not be counted.

#### **Officers and Staff**

38. The Board may appoint such officers and servants of the Society upon such conditions as they see fit, and shall determine from time to time the remuneration (if any) of the Chairman, Vice Chairman, Secretary and Treasurer and all other officers and servants of the Society.

#### **General Meetings**

39. A General Meeting of all members of the Society having voting rights shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Board.

40. The above-mentioned General Meeting shall be called the Annual General Meeting. All other

General Meetings of members shall be called Extraordinary Meetings.

41. The Board may, whenever they think fit, convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on the requisition of not less than one-quarter of the total number of the members having the right to vote.

### Notice of General Meetings

\* 42. Subject to the provisions of Sub-section (1) of Section 116 of the Ordinance as relates to Special Resolutions, **21 days' notice** at the least (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting, and in the case of special business, the general nature of that business shall be given to such persons as are under the regulations of the Society entitled to receive such notice of meeting from the Secretary.

43. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled thereto shall not invalidate the proceedings at any meeting.

44. All business that is transacted at both Extraordinary Meeting and Annual General Meeting shall be deemed special save and except the consideration of accounts, balance sheet, reports of the Board and Auditors the election of the Board in the place of those retiring and the appointment of Auditors and fixing of their remuneration at Annual General Meeting.

45. Subject to Article 49 hereinafter appearing, no business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than ten members or 5% per centum of the members with voting rights of the Society for the time being whichever is the greater, present in person.

46. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present, all members present who are entitled to vote thereat shall be a quorum.

47. The Chairman shall preside as Chairman at every General Meeting of the Society. If at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, or if he shall have previously notified the Society of his intention of not being present, the Vice Chairman or failing him, one of the members of the Board shall so preside, or if no such member be present or willing to take the chair, or if there is dispute as to which one of these members should take the chair, then the members present who are entitled to vote shall choose one of their number to preside.

48. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

49. At any General Meeting, a resolution put to the vote at the meeting shall be decided on a show of hands and a declaration by the Chairman that a resolution has been carried (unanimously or by a particular majority) or lost, and followed by an entry to that effect in the books of proceedings of the Society 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.

50. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

51. Every member with voting rights who is personally present shall have one vote.

\* As amended by Special Resolution passed on 13 November 2013.

## **Accounts**

52. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Society.

53. The books of account shall be kept at the Registered Office of the Society or at such other place or places as the Board think fit, and shall always be open to the inspection of the members of the Board.

54. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Society except as conferred by Statute or by the Memorandum of Association or otherwise authorised by the Board.

55. The Board shall from time to time in accordance with the provisions of the Ordinance, cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that Ordinance.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting together with a copy of the Auditors' Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the Society.

57. The Treasurer shall receive all subscriptions and all other moneys coming into the Society. His receipt shall be the only sufficient discharge and he shall pay into the Bank which was chosen by the Board from time to time all moneys received by him.

58. All cheques shall be signed by such persons as are designated by the Board.

## **Audit**

59. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.

## **Seal**

60. (a) The Board may from time to time make regulations as to the custody and use of the Seal of the Society. The Seal shall be kept at the Registered Office or at such other place as the Board shall from time to time determine, and all documents requiring the Seal to be affixed thereto shall be signed by the Chairman, the Vice Chairman or by such other person or persons as may from time to time be designated by the Board.

(b) The Society may exercise all the powers conferred by Section 35 of the Ordinance and such powers shall be in the hands of the Board.

## **Notice**

61. A notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address appearing in the Register of Members.

62. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post except for notices served outside the Colony service shall be deemed on the fourth day following date of posting, in which case of notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

### **Indemnity**

63. Every member of the Board, officer or other servant of the Society shall be indemnified out of the funds of the Society against all liability incurred by him as such member of the Board, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

### **Winding Up**

64. Clauses 7 and 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these presents.

### **Advisory Committees**

65. The Board may establish and abolish from time to time, in its absolute discretion, such advisory and consultative committees, councils and groups as it may determine to be in the best interests of the Society, and may prescribe such rules and regulations governing the composition, appointment process, duration, scope and responsibilities, procedures, remuneration (if any), budgets and other matters pertaining thereto as it determines desirable from time to time.

Names, Addresses and Descriptions of Subscribers.

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Programme Manager

(Sd.) CHEUNG Yuk-kwan, Andrew,  
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(Sd.) CHIA Chun-heng, Benny,  
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General Manager

(Sd.) CHOI Suk-kuen,  
Flat D, 4th Floor,  
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Chief Manager

Dated the 3rd day of May, 1985.  
WITNESS to the above signatures:

(Sd.) BEBE P. Y. CHU  
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Manager

(Sd.) MA Bun, Henry,  
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Administrator

Dated the 3rd day of May, 1985.  
WITNESS to the above signatures:

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Manager

Dated the 3rd day of May, 1985.  
WITNESS to the above signatures:

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