



Explanatory notes to the Notice of the Annual General Meeting 2015-2016

Note 1: Minutes of the last AGM

As circulated.

Note 2: Chairman's Address

The meeting will open with the Chairman's address which will be followed by matters which appear on the agenda. There will be opportunities for questions, as appropriate, during the course of the meeting.

Note 3: Amendment of Articles of Association

Further to previous discussion at board meetings, we will propose the following Articles of Association to replace the previous Memorandum and Articles of Association in order to be updated according to the new Companies Ordinance in 2014.

Members are requested to approve the new Articles of Association at AGM and to ask the Management to follow up the amendments to be made. Highlighted items include classes of membership, especially the new class of Voting Member.

	Existing M&A	New Articles of Association
New class of membership	4 classes of membership is named: <ol style="list-style-type: none"> 1. Full Members 2. Associate Members 3. Corporate Members 4. Honorary Members 	2 main classes of members: <ol style="list-style-type: none"> 1. Ordinary Member <ol style="list-style-type: none"> a) Full Member b) Associate Member c) Corporate Member d) Student Member e) Honorary Member 2. Voting Member <p>An Ordinary Member shall be entitled to participate in all activities organized by the Company, receive notice of all General Meetings and attend all General Meetings in person, yet shall not be entitled to requisition or propose a resolution nor vote at those General Meetings.</p>



Right of Full Member	All Full Member has voting right without further approval procedure.	Only a Full Member who has been on the Register of Members of the Company for more than 12 months, upon proposal by a Voting Member, and approved by the board of directors, may become a Voting Member. The Full Members as of 27 Feb 2017 shall automatically become Voting Members.
Board Members	Members of the Board shall be elected from the Full and Corporate Members at AGM every two years. There shall at no time be more than one representative from any one Corporate Member. Associate Members shall elect every two years amongst themselves, one representative to become a member of the Board.	Only a Voting Member may be appointed to be a director, by election every 2 years from the Voting Members at the AGM in alternate years; or by a decision of the directors.
Application for membership	Membership is completed after filling in the registration form and payment transaction.	A person or a body corporate (Corporate Member) may become a member of the company only if a) That person or body corporate has completed and submitted an application for membership in a form approved by the directors; and b) The directors have approved the application



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Note 4: Election of Directors

During the board meeting of the association on 28 Sep 2016, it was announced that Mr Benny Chia, Vice-chairman, would like to resign from the board due to personal reason and this resignation would be effect immediately. Mr So Hau Leung would also resign from the board at this AGM, after his 3 years of service to the association.

Mr Paul Tam, has nominated our former board member, Mr David Tsui, Executive Director to join our board and nomination has been passed by the board. Also, Paul also nominated Ms Celina Chin (current Treasurer) to be the Vice-chairwoman and Mr Patrick Mok (current board member) to be the Treasurer. The total number of board members for the coming year would be 10 board members.

Up to the deadline for new nominations for Board Members (i.e. ten days before the meeting), there is no new nomination received.

Note 5: Directors' Report and Audited Accounts

The Directors' report is contained on pages 1-2 of the audited report and the accounts from page 3 of the Financial Statements.

Note 6: Re-appointment of Auditor

After obtaining three quotations and taking into account of their service and charge, we will re-appoint the same audit firm Golden Mark & Company as the audit firm for the association for the coming financial year. The audit fee charged for last financial year by Golden Mark & Company would remain as \$10,000.