



**Dutch Chamber of Commerce in Hong Kong**

## **MEMORANDUM**

**AND**

## **NEW ARTICLES OF ASSOCIATION**

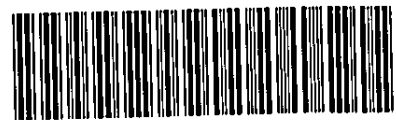
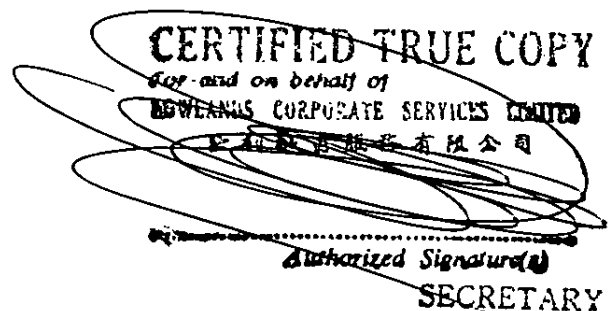
(including all amendments up to 29 August 2007)

OF

## **THE DUTCH CHAMBER OF COMMERCE IN HONG KONG**

Incorporated the 18<sup>th</sup> day of October, 1991.

**HONG KONG**



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THE COMPANIES ORDINANCE (CHAPTER 32)

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SPECIAL RESOLUTION  
OF  
THE DUTCH CHAMBER OF COMMERCE IN HONG KONG

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Passed on the 29<sup>th</sup> of August, 2007

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At the Annual General Meeting of the Chamber duly convened and held at The Royal Hong Kong Yacht Club, Kellett Island, Causeway Bay, Hong Kong on 29<sup>th</sup> August 2007, the following resolution was duly passed as a Special Resolution of the Chamber:-

‘THAT the regulations contained in the document submitted to this Meeting and for the purpose of identification signed by the Chairman of this Meeting be and are hereby adopted as the Memorandum & Articles of Association of the Chamber in substitution for and to the exclusion of all the existing Memorandum & Articles of Association’



---

Frederique SCHILLERN  
Chairman

---

Presentor's Name: Lowlands Corporate Services Limited  
Unit A, 19/F, One Capital Place  
18 Luard Road  
Wanchai  
Hong Kong  
Telephone No. : 2520 0227  
Fax No. : 2865 3396

For official use

No. 330285  
編號



**COMPANIES ORDINANCE  
(CHAPTER 32)**

香 港 法 例 第 32 章  
公 司 條 例

**CERTIFICATE OF CHANGE OF NAME  
公 司 更 改 名 稱 證 書**

\*\*\*

**I hereby certify that**  
本 人 謹 此 證 明

**THE DUTCH BUSINESS ASSOCIATION**

**having by special resolution changed its name, is a limited company and**  
經 通 過 特 別 決 議 ， 已 將 其 名 稱 更 改 ， 該 公 司 為 一 有 限

**is now incorporated under the name of**  
公 司 ， 其 現 在 的 註 冊 名 稱 為

**THE DUTCH CHAMBER OF COMMERCE IN HONG KONG**

**Issued by the undersigned on 7 February 2007 .**

本 證 書 於 二 〇 〇 七 年 二 月 七 日 簽 發 。

Miss Nancy O. S. YAU

**for Registrar of Companies  
Hong Kong**

香港公司註冊處處長  
(公司註冊主任 邱愛琛 代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

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SPECIAL RESOLUTION  
OF  
THE DUTCH BUSINESS ASSOCIATION


---

Passed on the 17<sup>th</sup> of January, 2007

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At the Extraordinary General Meeting of the Company duly convened and held at Suite 5702, 57/F Cheung Kong Centre, 2 Queen's Road Central, Hong Kong on 17<sup>th</sup> January 2007, the following resolution was duly passed as a Special Resolution of the Company:-

'THAT, subject to the approval of the Registrar of Companies, the  
name of the Company be changed to  
"THE DUTCH CHAMBER OF COMMERCE IN HONG KONG"  
with effect from the issue date of the relevant certificate of incorporation  
on change of name.'



Frederique SCHILLERN  
Chairman

---

Presenter's Name: Lowlands Corporate Services Limited Unit A, 19/F, One Capital Place 18 Luard Road Wanchai Hong Kong Telephone No. : 2520 0227 Fax No. : 2865 3396	For official use
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RESOLUTION  
OF  
THE DUTCH BUSINESS ASSOCIATION

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Passed on 9th December, 1993

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At an Extraordinary General Meeting of The Dutch Business Association ("the Association") held at Hotel Furama, 1 Connaught Road, Central, Hong Kong on 9th December, 1993 the following resolution was passed:-

As a Special Resolution

"That the Articles of Association attached hereto, initialled by the Chairman of the meeting for the purpose of identification and produced to the meeting, be approved and adopted as the Association's Articles of Association in substitution for and to the exclusion of all the existing Articles thereof."

(Sd.) Len Steffen  
Chairman

No. 330285  
編號

(COPY)  
CERTIFICATE OF INCORPORATION  
公司註冊證書

---

I hereby certify that  
本人茲證明

THE DUTCH BUSINESS ASSOCIATION

(the word 'Limited' being omitted by Licence granted by me) is this day incorporated in  
(本人已發予許可證將「有限公司」字樣刪除)於本日在香港依據公  
Hong Kong under the Companies Ordinance, and that this company is limited.  
司條例註冊成為有限公司。

Given under my hand this Eighteenth day of October One Thousand Nine Hundred  
簽署於一九九一年十月十八日。  
and Ninety-one.

(Sd.) Mrs. V. Yam

.....  
P. Registrar General  
(Registrar of Companies)  
Hong Kong  
香港註冊總署署長暨公司註冊官  
(註冊主任 任李韻文 代行)

## THE COMPANIES ORDINANCE (Chapter 32)

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Company limited by Guarantee  
And Not Having a Share Capital

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### **MEMORANDUM OF ASSOCIATION**

OF

### **THE DUTCH CHAMBER OF COMMERCE IN HONG KONG**

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1. The name of the Company (hereinafter called the Association) is "THE DUTCH CHAMBER OF COMMERCE IN HONG KONG."
2. The Registered Office of the Association shall be situated in Hong Kong.
3. The objects for which the Association is established are:
  - a. To promote, study, extend, advance and protect commercial and industrial relations, investments and trade between the Netherlands and Hong Kong and other countries in the region where the Members of the Association have actual or prospective interests, in any manner which the Association may think fit, and in particular:
    - 1) by supporting or making representations to Governmental and other authorities on legislative and other measures affecting trade between the Netherlands and Hong Kong.
    - 2) by publishing and circulating any journals, news sheets or other publications containing any trade or other information or articles which the Association may think desirable for the promotion of its objects.
    - 3) by organising regular luncheon and other meetings and other social functions and discussions, trade delegations, exhibitions, lectures or seminars on any subjects of interest to the Members of the Association or others with whom the Members have dealings from time to time.
  - b. To collect, evaluate and disseminate among its Members statistical and other information concerning commerce or other matters of interest to them.

- c. To provide a channel of communication within the business community, with the Government of Hong Kong, and between the Association and Government representatives of the Netherlands.
- d. To purchase, take on lease or otherwise acquire any premises or other property for the purposes of the Association and to sell or otherwise dispose or deal with the same.
- e. To pay all expenses incurred in the formation of the Association and the carrying out of its objects.
- f. To borrow moneys required for the purposes of the Association, upon such securities as may be determined.
- g. To do all such other lawful things as may be conducive or incidental to the attainment of the above objects.

Provided that:-

- i. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same such manner as allowed by law, having regard to such trusts.
  - ii. The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
  - iii. The power set forth in the Seventh Schedule of the Companies Ordinance, Chapter 32 are hereby excluded.
4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 2 per cent above the prima rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans, on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no member of the Board of Directors or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such 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 the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Board of Directors or governing body may be a member and in which such Member shall not hold more than one-hundredth part of the capital or controlling 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 any such payment.

5. No addition, alteration, or amendment shall be made to or in the Memorandum of Association and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted in pursuance of section 21 of the Companies Ordinance, Chapter 32.
7. The liability of the Members is limited.
8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Association 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 contributories among themselves such amount as may be required not exceeding one hundred dollars.
9. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Associations, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolutions 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 and so far as effect cannot be given to the aforesaid provision then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association and By-Laws of the Association for the time being in force, such accounts shall be open to inspection by the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

For and on behalf of  
ABN Capital Markets Far East Ltd. (sd.) T.T.J.P. Clement  
Suite 1609-15 Swire House  
Central, Hong Kong.  
Corporation

For and on behalf of  
Akzo China (HK) Ltd. (sd.) S. O'Neill  
Unit 1801, Finance Tower  
57-59 Connaught Road  
Central, Hong Kong.  
Corporation

For and on behalf of  
Algemene Bank Nederland N.V. (sd.) F. Schillern  
3F, Edinburgh Tower, The Landmark  
Central, Hong Kong.  
Corporation

For and on behalf of  
Amsterdam-Rotterdam Bank N.V. (sd.) E.G. MacMahon  
4F, Edinburgh Tower, The Landmark  
Central, Hong Kong.  
Corporation

For and on behalf of  
Audiosonic Far East Ltd. (sd.) B.N. van Reijn  
Unit 1501, Tung Wip Commercial Bldg (as attorney)  
244-248 Des Voeux Road  
Central, Hong Kong.  
Corporation

For and on behalf of  
Bank Mees Pierson & Hope N.V., HK Rep. Office (sd.) A.L.P.M. de Klijn  
4F, Edinburgh Tower, The Landmark  
Central, Hong Kong.  
Corporation

For and on behalf of  
Blaauw International Enterprises (sd.) A.C.W. Blaauw  
A1 Bauhinia Garden  
42 Chum Hom Kok Road  
Hong Kong.  
Corporation

For and on behalf of  
Borneo Sumatra Trading Co. (HK) Ltd. (sd.) B.N. van Reijn  
21 Ma Tau Wei Road (as attorney)  
10/11F Eldex Bldg  
Hung Hom, Kowloon.  
Corporation

Names, Addresses and Descriptions of Subscribers

For and on behalf of B. van Zuiden Bros Ltd. Rm 401 Golden Crown Court 66-70 Nathan Road, Kowloon. Corporation	(sd.) H.J. Stijweg
For and on behalf of Brumby International Ltd. 104 Hollywood Commercial House 3-5 Old Bailey Street Central, Hong Kong. Corporation	(sd.) B.J. Kimman
For and on behalf of Chemproha Chemical Distributors Ltd. Room 1101 Wang Kee Bldg 34-37 Connaught Road Central, Hong Kong. Corporation	(sd.) A.A.M. Vermeulen
For and on behalf of Damco Maritime (HK) Ltd. 6F Guangdong Textile Centre 22-26 Minden Avenue Tsimshatsui, Kowloon. Corporation	(sd.) D.R. Macleod
For and on behalf of DMV Campina Far East Rm 1001A Bank of America Tower 12 Hartcourt Road Central, Hong Kong. Corporation	(sd.) B.N. van Reijn (as attorney)
For and on behalf of Friesland Foods Ltd. 17F Shun Tak Centre 200 Connaught Road Central, Hong Kong. Corporation	(sd.) E.A. Smulders
For and on behalf of Fugro (HK) Ltd. 11F Park Commercial Centre 2-12 Shelter Street, Causeway Bay, Hong Kong. Corporation	(sd.) B.N. van Reijn (as attorney)
For and on behalf of Furness Far East Services Ltd. 19F Jubilee Commercial Bldg 42-46 Gloucester Road Wanchai, Hong Kong. Corporation	(sd.) A.W. Spruijt

Names, Addresses and Descriptions of Subscribers

For and on behalf of  
Gaastra Sails Int. Ltd  
3F Tak Sing Ind. Bldg  
28 Hung To Road, Kowloon.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

For and on behalf of  
Getronics Technology Asia Ltd.  
Room 1803B, Tower 1 Admiralty Centre  
18 Harcourt Road, Hong Kong.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

For and on behalf of  
Hagemeyer-Morison (HK) Ltd.  
94 West Warwick House,  
29 Tong Chong Street  
Quarry Bay, Hong Kong.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

For and on behalf of  
Heath Hudig Langeveldt Ltd.  
17F Jardine Engineering House  
260 King's Road, North Point  
Hong Kong.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

For and on behalf of  
Hunter Douglas (HK) Ltd.  
2F Chiap Hua Industrial Building  
8-10 Siu Lik Yuen Road,  
Shatin, N.T.  
Corporation

(sd.) T. Law

For and on behalf of  
Jacobson van den Berg (HK) Ltd.  
237 Lockhart Road, P.O. Box 2111,  
Wanchai, Hong Kong.  
Corporation

(sd.) P.A.H. Scholz

For and on behalf of  
K.L.M. Royal Dutch Airlines  
Room 701-705 Jardine House  
1 Connaught Place  
Central, Hong Kong.  
Corporation

(sd.) A. van der Werf

For and on behalf of  
Lever Brothers (China) Ltd.  
18F OTB Building  
180 Gloucester Road  
Wanchai, Hong Kong.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

Names, Addresses and Descriptions of Subscribers

For and on behalf of  
Loyens & Volkmaars (HK)  
6F Baskerville House  
22 Ice House Street  
Central, Hong Kong.  
Corporation

(sd.) B.N. van Reijn

For and on behalf of  
Martinair Far East Ltd.  
21F Sincere Building  
173 Des Voeux Road  
Central, Hong Kong.  
Corporation

(sd.) K.Y. Poon

For and on behalf of  
MC-Racon (HK) Ltd.  
Room 1102 Finance Tower  
57-59 Connaught Road  
Central, Hong Kong.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

For and on behalf of  
Meco Metal Finishing Engineers (HK) Ltd.  
18F Golden Bear Ind. Centre, Bldg. E & H  
66-82 Chai Wan Kok Street  
Tsuen Wan, N.T.  
Corporation

(sd.) A.D.M. de Goeij

For and on behalf of  
Mercury Shipping Company Ltd.  
501-4 Harcourt House  
39 Gloucester Road  
Wanchai, Hong Kong.  
Corporation

(sd.) B.N. van Reijn  
(as attorney)

For and on behalf of  
Mod'Or Textiles Limited  
21-23F Ho Lee Commercial Bldg  
38-44 D'Aguilar Street  
Central, Hong Kong.  
Corporation

(sd.) J. Hendriks

For and on behalf of  
Modern Printing Equipment Ltd.  
GF Vita Tower  
29 Wong Chuk Hang Road  
Aberdeen, Hong Kong.  
Corporation

(sd.) A.R. den Hertog

For and on behalf of  
Municipality of Rotterdam  
1801-4 Hong Kong Computer Centre  
54-62 Lockhart Road  
Wanchai, Hong Kong.  
Corporation

(sd.) P.J. Bruls

# Names, Addresses and Descriptions of Subscribers

For and on behalf of Nedlloyd (HK) Ltd. 25F Sincere Building 173 Des Voeux Road Central, Hong Kong. Corporation	(sd.) P.R. Putman Cramer
For and on behalf of NMB Postbank Groep N.V. 11F Alexandra House, 16 Chater Road Central, Hong Kong. Corporation	(sd.) O. van den Broek
For and on behalf of Oce-Hagemeyer (HK) Ltd. 4F, 1 Hysan Avenue, Causeway Bay, Hong Kong. Corporation	(sd.) N.R. Gabriel
For and on behalf of Ohra Asia Pacific Ltd. 201 Hollywood Commercial House 3-5 Old Bailey Street Central, Hong Kong. Corporation	(sd.) F. van Ginkel
For and on behalf of Permess Interlinings (HK) Limited 6F Sun Ping Bldg 916 Cheng Sha Wan Road, Kowloon. Corporation	(sd.) B.N. van Reijn (as attorney)
For and on behalf of Philips China Hong Kong Group 3F, Philips Tai Po Ind. Bldg 7 Dai Shun Street Tai Po Industrial Estate Tai Po, N.T. Corporation	(sd.) M.K.H. Robeerst
For and on behalf of Pierson, Heldring & Pierson (HK) Ltd. 3301 Gloucester Tower, The Landmark Central, Hong Kong. Corporation	(sd.) S.H. Norman
For and on behalf of Rabobank Nederland 10F 1 Exchange Square 8 Connaught Place Central, Hong Kong. Corporation	(sd.) S.B.A. Postma

# Names, Addresses and Descriptions of Subscribers

For and on behalf of Radio-Holland Group 806 Join-in Hang Seng Centre 71-75 Container Port Road Kwai Chung, N.T. Corporation	(sd.) N.F. Oreel
For and on behalf of Remstedt Textiles Limited 3F Siberian Fur Bldg 38-40 Hai Ping Road Tsimshatsui, Kowloon. Corporation	(sd.) B.N. van Reijn (as attorney)
For and on behalf of Sambuy Int. Ltd. – U.B.O. (HK) Ltd. Room 1019 Chinachem Golden Plaza 77 Mody Road, Tsimshatsui Kowloon. Corporation	(sd.) H.W. Barel
For and on behalf of Sango Rainwear International Ltd. Room 1806-7 Hang Lung Centre 2-20 Patterson Street Causeway Bay, Hong Kong. Corporation	(sd.) B.N. van Reijn (as attorney)
For and on behalf of Scarfell Enterprises Ltd. 23F Car Po Commercial Building 18 Lyndhurst Terrace Central, Hong Kong. Corporation	(sd.) J.B.M. Litmaath
For and on behalf of The Netherlands Insurance Co. N.V. 2017-2022, Two Pacific Place 88 Queensway Central, Hong Kong. Corporation	(sd.) B. Ng
For and on behalf of Vanderlande Industries Hong Kong Ltd. 24F Prince's Building Central, Hong Kong. Corporation	(sd.) B.M. Reijers
For and on behalf of Van Ommeren Holdings (Asia) Ltd. 5F Austin Place, 7-9 Austin Avenue Tsimshatsui, Kowloon. Corporation	(sd.) R. Okker

Names, Addresses and Descriptions of Subscribers

For and on behalf of  
Veloso Game Ltd. Hong Kong  
Nin Yiung Terrace  
Blk. B, Floor 28E  
78 Bonham Road  
Central, Hong Kong.  
Corporation

(sd.) W.J. Plitscher

For and on behalf of  
VRG-Paper (HK) Ltd.  
16F Somerset House  
Taikoo Trading Estate  
8 Ting Ching Street  
Quarry Bay  
Hong Kong.  
Corporation

(sd.) M.G.J.P. Kersten

Dated the 27<sup>th</sup> day of September 1991.  
Witness to the above signatures:

(sd.) P.R. Nicholls

-----  
Philip Nicholls  
Solicitor  
911, One Pacific Place  
88 Queensway, Central  
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

---

Company Limited by Guarantee  
And Not Having a Share Capital

---

NEW ARTICLES OF ASSOCIATION  
(As adopted by a Special Resolution passed on 9 December 1993)

OF

**THE DUTCH CHAMBER OF COMMERCE IN HONG KONG**

---

**Preliminary**

1. In these Articles, unless the context otherwise requires:-

"Advisory Board" means the Advisory Board to be established and maintained in pursuance of Article 35.

"Association" means "The Dutch Chamber of Commerce In Hong Kong".

"Articles" means the Articles of Association of the Association for the time being in force.

"By-laws" means the By-laws from time to time adopted pursuant to Article 41 of these Articles.

"Board" means the Board of Directors of the Association for the time being.

"Office" means the Registered Office of the Association.

"Member" means a Member of the Association and includes, as the context permits, Ordinary Member, Associate Member and Honorary Member.

"Ordinance" means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong or any statutory modification or re-enactment thereof for the time being.

"Seal" means the common seal of the Association.

"Month" means calendar month.

"Year" means calendar year.

"Term" means a period beginning with an Annual General Meeting and expiring at the close of the next Annual General Meeting.

"In writing" means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a permanent and visible form.

Words importing the singular number shall include the plural number and vice versa. Word importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations, partnerships, sole proprietorships, unincorporated associations and societies.

2. Subject as aforesaid, any words or expressions defined in the Ordinance or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

### **Members**

3. The number of Members of each class of membership with which the Association proposes to be incorporated is declared to be 500. Membership in the Association shall be divided into Ordinary Members, Additional Corporate Members, Associate Members, Overseas Members, Honorary Members and any type of other members the Board may think necessary or suitable.

4. The Subscribers to the Memorandum of Association shall be Ordinary Members of the Association. Such other persons as the Board shall admit to membership in accordance with the provisions herein contained shall be Members of the Association.

### **Ordinary Members**

5. Any person may apply to become an Ordinary Member of the Association. An Ordinary Member shall have the right to receive notices of and to attend and vote at all General Meetings of the Association.

### **Additional Corporate Members**

6. Any corporation which is an Ordinary Member may propose individuals employed by it to become Additional Corporate Members of the Association. An Additional Corporate Member has no right to receive notices of and to attend or vote at meetings of the Association.

### **Associate Members**

7. Any individual may apply to become an Associate Member of the Association. An Associate Member has no right to receive notices of or to attend or vote at meetings of the Association.

### **Overseas Members**

8. Any person not normally resident in Hong Kong may apply to become an Overseas Member of the Association. An Overseas Member has no right to receive notices of or to attend or vote at meeting of the Association.

### **Honorary Members**

9. The Board of Directors may invite any person who, in the opinion of the Board, shall merit such invitation to become an Honorary Member of the Association. An Honorary Member has no right to receive notices of or to attend or vote at meetings of the Association or to be elected to the Board.

10. Honorary Membership of the Association may be cancelled by the Board at any time at the discretion of the Board.

### **Applications, Fees and Subscriptions**

11. An application of Ordinary, Additional Corporate, Associate or Overseas Membership shall be in writing in such form as shall from time to time be approved by the Board. All applications for such Membership shall be determined by the Board.

12. An Honorary Member shall be entitled to membership without payment of any entrance fees or annual subscriptions.

13. Ordinary, Additional Corporate, Associate and Overseas Members shall pay such amount of Entrance Fees and Annual Subscriptions as shall be determined by the Board.

14. The amount of Entrance Fees or Annual Subscriptions may be increased or decreased by a resolution adopted by a three-fourths majority of Directors present at a duly convened meeting of the Board, effective as of its date of adoption by the Board, but any such resolution must be ratified by two-thirds of the members present in person or by proxy at the next Annual General Meeting or Extraordinary General Meeting and, if not ratified, such increase shall be deemed to have been improperly made and all payments of any such increase shall promptly be repaid.

15. All Annual Subscriptions shall be payable in advance on 1<sup>st</sup> April each year but Members elected after 30<sup>th</sup> September and before 1<sup>st</sup> February in any year shall pay in advance one-half of the appropriate subscription for the year of their election and any Member elected after the 31<sup>st</sup> January in any year shall pay in advance the subscription for the ensuing year.

16. No Ordinary Member shall have any right to vote at General Meetings during any period when his dues are more than two months in arrear.

### **Retirement of Members**

17. A Member may retire from the Association by sending in his resignation in writing to the Board. Resignations shall be notified to the Association in writing before 31<sup>st</sup> March in any year to be valid for the ensuing year.

18. Any Member whose Annual Subscription or any other sum due from him to the Association is in arrear for 12 months from the date upon which payment becomes due shall cease to be a Member of the Association if he does not pay the amount in arrear within one month of a notice being sent to him requiring payment thereof to be made.

19. A majority of at least three-fourths of the members of the Board present and voting at a special Meeting of the Board may by Resolution expel any Member whose conduct their opinion renders him undesirable to continue to be a Member of the Association, and such person shall, from the time of passing of the Resolution, cease to be a Member of the Association, provided that before such Resolution is proposed such Member shall be given at least seven days' notice of the intention to propose such Resolution and shall have the right to be heard at such meeting regarding such Resolution.

20. The Board may decide that if a Member is adjudicated bankrupt or, in the case of a Member which is a company, goes into liquidation, or compounds with his creditors, or is convicted of any criminal offence, shall cease to be a Member of the Association, and such Member shall forthwith be deemed to have forfeited his Membership. Provided however that any such Member may be re-admitted to Membership at such time as the Board shall decide and that upon re-admittance he shall not be required to pay a new Entrance Fee.

21. Any member retiring or expelled from the Association of for any reason ceasing to be a Member shall forfeit all moneys paid by him to the Association by way of subscription or otherwise. Any sums still owing by such member to the Association shall remain due and payable.

22. A Member who has had his membership terminated by the Board under Article 18 or 19 hereof may within 14 days after notice of such termination is given to him require the decision of the Board to be reviewed by the Members at an Extraordinary General Meeting which shall thereupon be convened by the Board. A majority of not less than three-fourths of the Ordinary Members present at such Extra-ordinary General Meeting shall have power to annul the expulsion, or to annul it subject to the performance of any conditions which the Meeting may think fit to impose.

### **General Meeting**

23. An Annual General Meeting shall be held once in every calendar year at such time not being more than 15 months after the holding of the last preceding Annual General Meeting and at such place as the Board shall appoint. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

24. All General Meetings of the Association other than the Annual General Meeting shall be called Extraordinary General Meeting.

25. Extraordinary General Meetings of the Association may be convened by the Board whenever it think fit, and shall be convened by the Honorary Secretary (i) in the event that the number of Ordinary Members falls below 50, or (ii) on requisition as provided by section 113 of the Ordinance. Within 48 hours after the receipt of such requisition by the Board the Honorary Secretary shall give the required notice of the meeting.

### **Notice of General Meeting**

26. Written notices of General Meetings shall be sent by ordinary mail to all Ordinary Members stating the objects, time and place thereof at least 21 days prior to the date set for the Meeting. At such meeting, no other business except that designated in the notice shall be voted upon. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by any Ordinary Member entitled to receive notice shall not invalidate the proceedings at that General Meeting.

27. Provided that a General Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in these Articles but not less than 7 days prior to the date set for the Meeting, be deemed to have been duly called unless objection in writing is received from anyone Member entitled to vote at such a Meeting.

### **Proceedings at General Meeting**

28. The business of any Annual General Meeting shall be to:

- a) receive and consider the annual report of the Board;
- b) receive and consider the annual statement of accounts;
- c) elect Directors for the ensuing year;
- d) elect Auditors and fix their remuneration; and
- e) undertake such other business as may properly come before the meeting provided that no resolution shall be voted on and passed unless designated in the notice of the meeting.

29. The quorum for General Meetings of the Association shall be ten (10) Ordinary Members present in person or by proxy. A quorum of members should be present at the time when the meeting proceeds to business and continue to be present until the conclusion of the meeting. Subject to the Ordinance and these Articles, resolutions shall be passed by a simple majority of votes cast.

30. The Chairmen of the Board shall preside at all General Meetings of the Association. In the event of his absence, one of the Deputy Chairmen of the Board shall preside. If none such officers shall be present within fifteen minutes of the time appointed for the holding of the General Meeting, or if none of them is willing to act, the Members of the Board present shall elect one of their number to be Chairman of the Meeting.

31. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn any 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 General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

32. (a) At any General Meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded:

(1) By the Chairman, or

(2) By at least two Ordinary Members present in person or by proxy.

(b) 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 Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against such resolution.

(c) The demand for a poll may be withdrawn.

#### **Votes of Members**

33. Each Ordinary Member shall have one vote. An Ordinary Member not being a natural person shall designate in writing one or more persons in the alternative to act as its representatives in the Association and to attend and vote at General Meetings. Such representative shall be entitled to exercise all the powers of the Ordinary Member which designated him, shall constitute the presence in person of the Member at any meeting of the Association for all purposes of these Articles, and shall be entitled to vote on a show of hands or on a poll and to demand or join in the demand for a poll.

34. Votes may be given by the Ordinary Member or its designated representative or by its proxy. The instrument appointing a proxy shall be in writing in such form as the Board may from time to time approve and shall be deposited, signed by the Member at the Office not later than the time for holding the meeting at which the instrument is to be used.

### **Advisory Board**

35. (a) The Association shall have an Advisory Board consisting of not less than one and not more than five persons (other than Ordinary, Additional Corporate, Associate or Overseas Members) who shall advise and assist the Association in its dealings with other organisations, Government departments and officials and other official bodies but shall have no executive or decision-making capacity.

(b) The Member(s) of The Advisory Board will be appointed by the Board for a period of one term, to be renewed for further periods of one term as the Board may decide.

(c) The Member(s) of the Advisory Board shall, during their time of office, be Honorary Members(s) of the Association.

### **Directors**

36. The Business of the Association shall be managed by the Board which shall consist of not less than five and not more than seven persons. A majority of the Board shall be persons of Dutch nationality. All Directors shall be residents of Hong Kong.

37. The Board shall elect a Chairman and two Deputy-Chairmen, ranking first Deputy-Chairman and second Deputy-Chairman, a Treasurer and an Honorary Secretary from amongst its members. Subject to Article 52, the Chairman or, in his absence, one of the Deputy-Chairmen shall preside at all meetings of the Board.

38. (a) The first Directors of the Association shall be the following:-  
Mr. B.J. Kimman  
Mr. J.B.M. Litmaath  
Mr. S.B.A. Postma  
Mr. R. Putman Cramer  
Mr. B.N. van Reijn  
Mr. F. Schillern  
Mr. A. van der Werf

(b) In the event that any of the first Directors of the Association shall vacate office (under Article 42 or Article 47) before the first Annual General Meeting, the Board may appoint replacements to fill the vacancies but such replacements shall vacate office at the first Annual General Meeting.

39. The Board (other than the first Directors of the Association) shall be elected by majority vote at the Annual General Meeting of the Association. Each Ordinary member may nominate one candidate, who, both at the date of nomination and the date of the Annual General Meeting, must be an Ordinary Member or the duly delegated representative of an Ordinary Member, for election as Director.

### **Powers and Duties of Directors**

40. (a) The Board, subject to the provisions of the Memorandum of Association and these Articles, shall direct and regulate the affairs of the Association, shall authorize signatories on the Association's accounts, and shall otherwise act in its name.

(b) The Board may exercise all such powers of the Association as are not, by the Ordinance or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to such regulations, being not inconsistent with those provisions, as may be prescribed by the Association in General Meeting; provided that no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

41. The Board shall, subject to the approval of the Association in General Meeting, have power from time to time to make such By-laws as may be necessary or desirable for the furtherance of the purposes for which the Association is established; for regulating applications for membership in the Association; for regulating the nomination and election of Members of the Board; for the orderly and efficient conduct of the proceedings of Annual General Meeting and Extraordinary General Meetings; provided they be not repugnant to or inconsistent with the terms of the Memorandum of Association or these Articles. The Board may, at any time, and from time to time, subject to the approval of the Association in General Meeting, revoke or alter any of the said By-laws. All By-laws and changes thereto shall be circulated to members of the Board and to all Ordinary Members.

### **Disqualification of Directors**

42. The Office of Director shall be vacated if the Director:

- (a) ceases to be an Ordinary Member or the duly designated representative of an Ordinary Member,
- (b) ceases to be a Hong Kong Resident, or
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (d) becomes prohibited from being a director by reason of any order made under Section 157E or 157F of the Ordinance, or
- (e) becomes of unsound mind, or
- (f) resigns his office by notice in writing to the Association, or
- (g) shall for more than 3 whole calendar months absent himself from meetings of the board except in case of illness or other reasons deemed valid at the Board's discretion. The Board shall forthwith notify the Director of the vacation of office.

### **Rotation and Removal of Directors**

43. At every General Meeting the entire Board shall retire from office.
44. A retiring Director shall be eligible for re-election provided he has been nominated in accordance with the provisions of Article 39 and provided he has not yet reached the age of 70 years.
45. No person shall be eligible for election as Director of the Board unless, not less than three nor more than twenty-one days before the date appointed for the meeting there shall have been left at the Office notice in writing signed by an Ordinary Member of his intention to nominate such person for election, and also notice in writing signed by that person of his willingness to stand for election.
46. Election of Directors shall, if more persons have been proposed for election at any meeting than there are vacancies, be by poll taken at the meeting, but if the number of persons who have been proposed for election is equal to or less than the number of vacancies then election may be by a show of hands.
47. The Ordinary Members may by special resolution of which special notice has been given in accordance with Section 116C of the Companies Ordinance, remove any member of the Board before expiration of his period of office notwithstanding anything in these Articles and may by ordinary resolution appoint another person in place.

### **Proceedings of Directors**

48. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the Meeting shall have a second or casting vote. The Chairman may, and the Honorary Secretary, on the requisition of at least two members of the Board shall, at any time summon a meeting of the Board. Any such requisition shall state the objects of the Meeting.
49. A resolution in writing signed by all members of the Board (whether comprised in a single document or several documents) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
50. The quorum necessary for the transaction of the business of the Board shall be four.
51. (a) The continuing Directors may act notwithstanding any vacancy in the Board. If the number of Directors falls below the maximum prescribed in Article 36 the Board may, and if the number of Directors falls below the minimum prescribed in Article 36 the Board shall forthwith arrange for an Extraordinary General Meeting or a written poll to be held to enable the Members to fill the vacancy or vacancies.

(b) If a written poll is held it shall be taken in such manner as the Board shall determine provided however that:-

- (1) voting papers shall be delivered to the Members in accordance with Article 62.
- (2) Not less than seven days shall be allowed for Members to return their voting papers to the Association;
- (3) Any person nominated in writing by a Member shall be eligible for appointment by poll;
- (4) In the event of an equality of votes, the Board shall determine which of the nominees shall be appointed.

52. The Chairman, or in his absence one of the Deputy Chairmen, shall take the chair at meetings of the Board, or if at any meeting none of the Chairman and Deputy Chairmen is present within fifteen minutes after the time appointed for the meeting, the Members of the Board present may choose one of their number to be Chairman of that meeting.

53. (a) The Board may delegate any of its powers to one of its members or to a committee or committees consisting of such person or persons as it thinks fit. Any committee so formed must comprise at least one member of the Board. Subject thereto, all persons appointed to the committee must be either members of the Board or members or designated representatives or appointees of members of the Association.

(b) Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. Subject thereto any such committee shall have power to co-opt additional members, to elect a Chairman from amongst the Board members nominated to the committee and to settle its own rules of procedure.

54. All acts done by any meeting of the Board or of a committee or sub-committee of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or that any Director were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

### **Management**

55. (a) The Board may from time to time appoint an Executive Officer (whether full-time or part-time and whether permanent or temporary) and fix his or its remuneration and may pay expenses reasonably incurred by the Executive Officer. The Board may delegate to the Executive Officer such of its powers and enter into such arrangement regarding the functions, powers and authorities of the Executive Officer to be performed during such period and upon such terms and conditions as the Board may think fit.

(b) The Board may employ such other person as may be necessary for the performance of its objects, powers and purposes and pay or make provision for remuneration, pensions, gratuities and other benefits for such persons.

### **Minute Book**

56. The Board shall cause Minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Board;
- (b) of the names of persons present at each meeting of the Board and of any committee or sub-committee;
- (c) of all resolutions and proceedings at all meetings of the Association and of the Board and of any committee or sub-committee.

### **The Seal**

57. The Directors shall provide for the safe custody of the Seal, which shall only be used by the authorities of the Directors, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be counter-signed by the Honorary Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

### **Accounts and Cheque-signing**

58. (a) The Board shall cause proper books of account to be kept with respect to:
- (1) All sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place;
  - (2) All sales and purchases of goods by the Association; and
  - (3) The assets and liabilities of the Association.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

- (b) The books of account shall be kept at the Office or at such other place or placed as the Board shall think fit and shall always be open to the inspection of the Directors.

59. At the Annual General Meeting in every year the Board shall lay before the Association an income and expenditure account for the period since the last preceding account (or, in the case of the first account, since the incorporation of the Association) and a statement of assets and liabilities as at the close of the preceding

year. Such financial statement shall be accompanied by reports of the Board and the Auditors of the Association, and copies of such account, balance sheet and reports (all of which shall be framed accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the date of the meeting be sent to every Ordinary Member of the Association.

60. All cheques, bills of exchange and other instruments shall be signed by any two Directors or the Executive Officer and any director subject to board approval.

### **Audit**

61. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

### **Notices**

62. A notice may be served by the Association upon any Member by personal delivery at or by sending it through the post to the address of the Member appearing in the Register (which shall be an address in Hong Kong except in the case of an Overseas Member) and it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post. In providing such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and mailed, postage prepaid, in accordance with this Article.

63. Each Member shall keep the Association promptly and (as necessary) regularly informed in writing as to his address in Hong Kong for entry in the Register.

64. In reckoning the period for any notice given under these Articles, the day on which notice is served or deemed to be served and the day for which such notice is given shall be excluded.

### **General**

65. Every Director, Auditor and other Officer for the time being of the Association shall be indemnified out of the funds and assets of the Association against all liabilities and obligations which they, or any of them, may incur in good faith in the performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, each such person shall be indemnified from the funds and the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 358 of the Ordinance in which relief is granted to him by the Court.

66. Subject to Clause 5 of the Memorandum of Association, any amendment to the Memorandum of Association or these Articles proposed by the Board shall be presented with the Board's recommendations to an Annual General Meeting or an Extraordinary General Meeting of which 21 days' notice shall have been given. The text of the proposed amendment or amendments shall be sent to each Ordinary Member with the notice of the Meeting. Amendments to the Memorandum of Association and these Articles shall be adopted upon approval by three-fourths of the votes cast at the meeting.

67. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

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(sd.) M.G.J.P. Kersten

Dated the 27<sup>th</sup> day of September 1991.  
Witness to the above signatures:

(sd.) P.R. Nicholls

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