

THE COMPANIES ORDINANCE (Chapter 622)

Company limited by guarantee without a share capital

**ARTICLES OF ASSOCIATION**

**OF**

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

as amended and restated on [•] 2018

**Part 1 - General**

**1. Interpretation**

1.1. In these Articles, unless the context otherwise requires:

"**Advisory Board**" means the advisory board established and maintained pursuant to article 8 (Advisory Board).

"**Annual General Meeting**" means the annual general meeting of the Chamber.

"**Articles**" means the articles of association of the Chamber.

"**Board**" means the board of directors of the Chamber.

"**Board Meeting**" means a meeting of the Directors in accordance with these Articles.

"**Chamber**" means the company incorporated in Hong Kong in the name of "The Dutch Chamber of Commerce in Hong Kong".

"**Director**" means a director of the Chamber.

"**Extraordinary General Meeting**" means a general meeting of the Chamber which is not an Annual General Meeting.

"**General Meeting**" means an Annual General Meeting or an Extraordinary General Meeting.

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

"**Member**" means a member of the Chamber.

"**Month**" means a calendar month.

"**Office**" means the registered office of the Chamber.

"**Ordinance**" means the Companies Ordinance (Cap. 622) including the related subsidiary legislation.

"**Year**" means a calendar year.

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

- 1.2. Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender shall include the neutral and feminine gender and vice versa. Words importing persons shall include natural persons, corporations, partnerships, sole proprietorships, unincorporated associations and societies.
- 1.3. Any words or expressions defined in the Ordinance in force on the date of adoption of these Articles and not otherwise defined herein shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

## **2. General**

- 2.1. The name of the Chamber is "**The Dutch Chamber of Commerce in Hong Kong**".
- 2.2. The Office of the Chamber shall be situated in Hong Kong.
- 2.3. The objects for which the Chamber 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 Chamber have actual or prospective interests, in any manner which the Chamber 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 Chamber may think desirable for the promotion of its objects; and
    - 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 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 Chamber and Government representatives of the Netherlands;

- d. to purchase, lease or otherwise acquire any premises or other property for the purposes of the Chamber and to sell or otherwise dispose or deal with the same;
- e. to pay all expenses incurred in the formation of the Chamber and the carrying out of its objects;
- f. to borrow moneys required for the purposes of the Chamber, upon such securities as may be determined; and
- 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 Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
- ii. the objects of the Chamber shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

2.4. The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber as set forth in these Articles.

2.5. No member of the Board or the Advisory Board shall be appointed to any salaried office of the Chamber, or any office of the Chamber paid by fee.

2.6. Subject to Article 2.7, none of the income or property of the Chamber may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member, and no remuneration or other benefit in money or money's worth shall be given by the Chamber to any member of the Board or the Advisory Board.

2.7. The requirement under Article 2.6 above does not prevent the payment by the Chamber:

- a. of reasonable and proper remuneration to any officer or servant of the Chamber, or to a Member for any goods or services supplied by him or her to the Chamber;
- b. of reimbursement to a Member or a member of the Board or the Advisory Board for out-of-pocket expenses properly incurred by him or her for the Chamber;
- c. of interest on money lent by a Member or a member of the Board or the Advisory Board to the Chamber at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- d. of rent to a Member or a member of the Board or the Advisory Board for premises let by him or her to the Chamber; provided that the amount of rent and the other terms of the lease must be reasonable and proper; and such Member or member must

withdraw from any meeting at which such proposal or the rent or other terms of the lease are under discussion; and

- e. of remuneration or other benefit in money or money's worth to a body corporate in which a Member or a member of the Board or the Advisory Board is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- 2.8. No person shall be bound to account for any benefit he or she may receive in respect of any payment properly paid in accordance with article 2.7 above.
- 2.9. No addition, alteration, or amendment shall be made to or in the Articles, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.
- 2.10. Articles 2.4, 2.5, 2.6, 2.7, 2.8 and 2.9 of these Articles contain conditions on which a licence was granted to the Chamber in pursuance of section 21 of the former Companies Ordinance and pursuant to section 5 of Schedule 11 to the Ordinance, such license is regarded as a license granted under section 103 for the purpose of the Ordinance.
- 2.11. The liability of the Members is limited.
- 2.12. Every Member undertakes to contribute to the assets of the Chamber in the event of it being wound up while it is a Member or within one year after it ceases to be a Member for payment of the debts and liabilities of the Chamber contracted before it 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 Hong Kong dollars.
- 2.13. If upon the winding-up or dissolution of the Chamber 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 institution or institutions, having objects similar to the objects of the Chamber, 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 Chamber under or by virtue of Articles 2.4, 2.5, 2.6, 2.7 and 2.8 hereof and this Article, such institution or institutions to be determined by the Members at or before the time of winding-up or dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 2.14. Sufficient accounting records shall be kept of the sums of money received and expended by the Chamber, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Chamber; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with these Articles, such accounting records shall be open to inspection by the Members. At least once in every financial year the accounts of the Chamber shall be examined, and the correctness of the financial statements ascertained by one or more properly qualified auditors.

- 2.15. The Chamber shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

## **Part 2 - Governance**

### **3. Directors' authority**

- 3.1. Subject to the Ordinance and these Articles, the business and affairs of the Chamber are managed by the Directors, who may exercise all the powers of the Chamber in furtherance of the objects of the Chamber but not otherwise.
- 3.2. An alteration of these Articles does not invalidate any prior act of the Directors that would have been valid if the alteration had not been made.
- 3.3. The powers given by this Article are not limited by any other power given to the Directors by these articles.
- 3.4. A Board Meeting at which a quorum is present may exercise all powers exercisable by the Directors.

### **4. Members' reserve power**

- 4.1. The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 4.2. The special resolution does not invalidate anything that the Directors have done before the passing of the resolution.

### **5. Directors may delegate**

- 5.1. Subject to these Articles, the Directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles:
- a. to any person or committee;
  - b. by any means (including by power of attorney);
  - c. to any extent and without territorial limit;
  - d. in relation to any matter; and
  - e. on any terms and conditions.
- 5.2. If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- 5.3. The Directors may:
- a. revoke the delegation wholly or in part; or
  - b. revoke or alter its terms and conditions.

### **6. Committees**

- 6.1. The Directors may make rules providing for the conduct of business of the committees to which

they have delegated any of their powers.

6.2. The committees must comply with the rules.

## **7. Composition of the Board**

7.1. The Board shall consist of not less than five and not more than seven Directors. All Directors shall be Members (or representatives of Members), natural persons and residents of Hong Kong. At least a majority of the Directors shall have the Dutch nationality.

7.2. A person who is willing to act as a Director, and is qualified under these Articles and permitted by law to do so, may be appointed to be a Director:

- a. by ordinary resolution at a General Meeting; or
- b. by a decision of the Directors.

7.3. Unless otherwise specified in the appointment, a Director appointed under article 7.2a holds office for one Term.

7.4. An appointment under article 7.2b may only be made to:

- a. fill a casual vacancy; or
- b. appoint a Director as an addition to the existing Directors if the total number of Directors does not exceed the maximum number fixed in accordance with these Articles.

7.5. A Director appointed under article 7.2b must:

- a. retire from office at the next Annual General Meeting following the appointment; or
- b. if the Chamber has dispensed with the holding of Annual General Meetings or is not required to hold Annual General Meetings, retire from office before the end of 9 months after the end of the Chamber's accounting reference period by reference to which the financial year in which the Director was appointed is to be determined.

7.6. A retiring Director is eligible for re-appointment in accordance with this article 7 provided that he or she has not yet reached the age of 70 years.

7.7. The nomination for re-appointment of a retiring Director who has held office for three or more consecutive Terms, and the resolution confirming such appointment, must include a statement that the Director has held office for three or more consecutive Terms.

7.8. A person ceases to be a Director if the person:

- a. ceases to be a Member or a representatives of a Member;
- b. ceases to be a Director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or is prohibited from being a director by law;
- c. becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- d. becomes a mentally incapacitated person;
- e. resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- f. for more than 6 months has been absent without the Directors' permission from Board Meetings held during that period; or

g. is removed from the office of Director by a special resolution of the Chamber.

7.9. The Directors shall appoint one Director as Chairman, one Director as Vice-Chairman and one Director as Treasurer.

## **8. Advisory Board**

8.1. The Chamber shall have an Advisory Board consisting of not less than one and not more than seven natural persons who shall advise and assist the Directors in their dealings with other organisations, government departments and officials and other official bodies but shall have no executive or decision-making capacity.

8.2. The member(s) of the Advisory Board are appointed by the Directors for a period of one Term, to be renewed for further periods of one Term as the Directors may decide. Unless explicitly decided otherwise by the Directors, members of the Advisory Board shall not hold office for more than five consecutive Terms.

8.3. Each member of the Advisory Board shall, during its time of office, be an Honorary Member.

## **Part 3 - Decision-taking by Directors**

### **9. Directors to take decision collectively**

A decision of the Directors may only be taken:

- a. by a majority of the Directors at a meeting; or
- b. in accordance with article 10.

### **10. Unanimous decisions**

10.1. A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.

10.2. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

10.3. A reference in this article to eligible Directors is a reference to Directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Board Meeting.

10.4. A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at a Board Meeting.

### **11. Calling Board Meetings**

11.1. The Chairman may, and any two Directors may, call a Board Meeting by giving notice of the meeting to the Directors or by authorizing the Secretary to give such notice.

11.2. Notice of a Board Meeting must indicate:

- a. its proposed date and time; and
- b. where it is to take place.

11.3. Notice of a Board Meeting must be given to each Director, but need not be in writing.

## **12. Participation in Board Meetings**

12.1. Subject to these Articles, Directors participate in a Board Meeting, or part of a Board Meeting, when:

- a. the meeting has been called and takes place in accordance with these articles; and
- b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2. In determining whether Directors are participating in a Board Meeting, it is irrelevant where a Director is and how they communicate with each other.

12.3. If all the Directors participating in a Board Meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

## **13. Quorum for Board Meetings**

13.1. At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Board Meeting.

13.2. The quorum for Board Meetings may be fixed from time to time by a decision of the Directors, but it must be at least 4, and unless otherwise fixed it is 4.

## **14. Meetings if total number of Directors less than quorum**

If the total number of Directors for the time being is less than the quorum required for Board Meetings, the Directors must not take any decision other than a decision:

- a. to appoint further Directors; or
- b. to call a General Meeting so as to enable the members to appoint further Directors.

## **15. Chairing of Board Meetings**

The Chairman shall chair Board Meetings. If the Chairman is not participating in a Board Meeting within ten minutes of the time at which it was to start or is unwilling to chair it, the Vice-Chairman shall chair the Board Meeting. If the Vice-Chairman is not participating in a Board Meeting within ten minutes of the time at which it was to start or is unwilling to chair it, the participating Directors may appoint one of themselves to chair the Board Meeting.

## **16. Chairman's casting vote at Board Meetings**

16.1. If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the Board Meeting has a casting vote.

16.2. Article 16.1 does not apply if, in accordance with these Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.



**17. Conflicts of interest**

- 17.1. This article applies if:
- a. a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Chamber that is significant in relation to the Chamber's budget; and
  - b. the Director's interest is material.
- 17.2. The Director must declare the nature and extent of its interest to the other Directors in accordance with section 536 of the Ordinance.
- 17.3. The Director must neither:
- a. vote in respect of the transaction, arrangement or contract in which the Director is so interested; nor
  - b. be counted for quorum purposes in respect of the transaction, arrangement or contract.
- 17.4. If the Director contravenes article 17.3a, the vote must not be counted.
- 17.5. Article 17.3 does not apply to:
- a. an arrangement for giving a Director any security or indemnity in respect of money lent by the Director to or obligations undertaken by the Director for the benefit of the Chamber;
  - b. an arrangement for the Chamber to give any security to a third party in respect of a debt or obligation of Chamber for which the Director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
  - c. an arrangement under which benefits are made available to employees and Directors or former employees and Directors of the Chamber or any of its subsidiaries, which do not provide special benefits for Directors or former Directors.
- 17.6. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

**18. Supplementary provisions as to conflicts of interest**

- 18.1. A Director may hold any other office or position (other than the office of auditor) in conjunction with the office of Director.
- 18.2. A Director or intending Director is not disqualified by the office of Director from contracting with the Chamber.
- 18.3. The contract mentioned in article 18.2 or any transaction, arrangement or contract entered into by or on behalf of the Chamber in which any Director is in any way interested is not liable to be avoided.
- 18.4. A Director who has entered into a contract mentioned in article 18.2 or is interested in a transaction, arrangement or contract mentioned in article 18.3 is not liable to account to the Chamber for any profit realized by the transaction, arrangement or contract by reason of:
- a. the Director holding the office; or

b. the fiduciary relation established by the office.

18.5. Articles 18.1, 18.2, 18.3 and 18.4 only apply if the Director has declared the nature and extent of its interest to the other Directors in accordance with these Articles.

18.6. A Director of the Chamber may be a Director or other officer of, or be otherwise interested in any company promoted by the Chamber.

18.7. Subject to the Ordinance, the Director is not accountable to the Chamber for any remuneration or other benefits received by the Director as a Director or officer of, or from the Director's interest in, the other company unless the Chamber otherwise directs.

## **19. Validity of acts of Board Meeting**

The acts of any Board Meeting or of a committee of Directors or the acts of any person acting as a Director are as valid as if the Directors or the person had been duly appointed as a Director and was qualified to be a Director, even if it is afterwards discovered that:

- a. there was a defect in the appointment of any of the Directors or of the person acting as a Director;
- b. any one or more of them were not qualified to be a Director or were disqualified from being a Director;
- c. any one or more of them had ceased to hold office as a Director; or
- d. any one or more of them were not entitled to vote on the matter in question.

## **20. Record of decisions to be kept**

The Directors must ensure that the Chamber keeps a written record of every decision taken by the Directors under article 9 for at least 10 years from the date of the decision.

## **21. Directors' discretion to make further rules**

Subject to these Articles, the Directors may make any rule that they think fit about how they take decisions and how the rules are to be recorded or communicated to Directors.

## **22. Indemnity**

22.1. A Director or former Director may be indemnified out of the Chamber's assets against any liability incurred by the Director to a person other than the Chamber in connection with any negligence, default, breach of duty or breach of trust in relation to the Chamber.

22.2. Article 22.1 only applies if the indemnity does not cover:

- a. any liability of the Director to pay:
  - i. a fine imposed in criminal proceedings; or
  - ii. a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- b. any liability incurred by the Director:
  - i. in defending criminal proceedings in which the Director is convicted;
  - ii. in defending civil proceedings brought by the Chamber in which judgment is given against the Director;
  - iii. in defending civil proceedings brought on behalf of the Chamber by a Member,

- in which judgment is given against the Director; or
- iv. in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.

#### **Part 4 – Members**

### **23. Members**

- 23.1. A person may become a Member only if:
  - a. that person has completed an application for membership in a form approved by the Directors; and
  - b. the Directors have approved the application.
- 23.2. Subject to these Articles, the Directors may create different classes of memberships (including but not limited to an honorary membership, an associate-membership and/or a non-voting membership) as they think fit.

### **24. Entrance fees and annual subscriptions**

- 24.1. Members shall pay such amount of entrance fees and annual subscriptions as determined by the Directors.
- 24.2. No Member shall have the right to attend or vote at General Meetings during any period in which its entrance fee or annual subscription is due and payable but has not been paid for over two months.

### **25. Termination of Membership**

- 25.1. A Member may withdraw from membership of the Chamber by giving notice to the Directors in writing before 31 March in any year.
- 25.2. Membership is not transferable.
- 25.3. A Member's membership terminates when that Member:
  - a. dies or ceases to exist; or
  - b. does not pay its entrance fee or annual subscription or any other sum due from it to the Chamber within one month after a notice has been sent to it by the Directors detailing that such sum has been due and payable but unpaid for 12 months and requesting payment by the Member.
- 25.4. A majority of at least three-fourths of the Directors present and voting at a Board Meeting may by resolution expel any Member whose conduct in their opinion renders it undesirable for that Member to continue to be a Member, and such Member shall, as of the date of such resolution, cease to be a Member, 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 Board Meeting.
- 25.5. The Directors may decide that if a Member is adjudicated bankrupt, wound-up or liquidated or is convicted of a criminal offence, it shall cease to be a Member, provided that such Member

may be re-admitted as a Member at such time as the Directors shall decide and that upon re-admittance it shall not be required to pay an entrance fee.

- 25.6. Any Member ceasing to be a Member shall forfeit all entrance fee and annual subscriptions paid by it to the Chamber. Any sums still owing by such Member to the Chamber at the time of cessation of its membership shall remain due and payable.
- 25.7. A Member who has had his membership terminated by the Directors under Articles 25.3b or 25.4 hereof may within 14 days after notice of such termination require the decision of the Directors to be reviewed by the Members at an Extraordinary General Meeting which shall thereupon be convened by the Directors. The Extraordinary General Meeting shall have the power to annul the termination, or to annul it subject to the performance of any conditions which the Members may think fit to impose, by special resolution.

## **Part 5 – General Meetings**

### **26. General Meetings**

- 26.1. Subject to sections 611, 612 and 613 of the Ordinance, the Chamber must, in respect of each financial year of the Chamber, hold an Annual General Meeting in accordance with section 610 of the Ordinance.
- 26.2. The Directors may, if they think fit, call an Extraordinary General Meeting.
- 26.3. If the Directors are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- 26.4. If the Directors do not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requested the General Meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

### **27. Notice**

- 27.1. An Annual General Meeting must be called by notice of at least 21 days in writing. An Extraordinary General Meeting must be called by notice of at least 14 days in writing.
- 27.2. Notice of a General Meeting must be given to every Member and every Director. If notice of a General Meeting or any other document relating to the General Meeting is required to be given to a Member, the Chamber must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the Member.
- 27.3. The notice must:
- a. specify the place, date and time of the General Meeting;
  - b. state the general nature of the business to be dealt with at the General Meeting;
  - c. if a resolution (whether or not a special resolution) is intended to be moved at the General Meeting:
    - i. include notice of the resolution; and
    - ii. include or be accompanied by a statement containing any information or

- explanation that is reasonably necessary to indicate the purpose of the resolution;
  - d. if a special resolution is intended to be moved at the General Meeting, specify the intention and include the text of the special resolution; and
  - e. contain a statement specifying a Member's right to appoint a proxy under section 596(1) of the Ordinance.
- 27.4. Any accidental omission to give notice of a General Meeting to, or any non-receipt of notice of a General Meeting by, any person entitled to receive notice does not invalidate the proceedings at the General Meeting.

## **28. Proceedings at General Meetings**

- 28.1. Ten Members present in person or by proxy constitute a quorum at a General Meeting. No business is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- 28.2. Subject to the Ordinance and these Articles, resolutions shall be passed by a simple majority of votes cast.
- 28.3. The business of any Annual General Meeting shall be to:
- a. receive and consider the annual report of the Directors;
  - b. receive and consider the annual statement of accounts;
  - c. appoint Directors for the ensuing Term;
  - d. appoint the Chamber's auditors and fix their remuneration; and
  - e. undertake such other business as may properly come before the Annual General Meeting provided that no resolution shall be voted on and passed unless designated in the notice of the Annual General Meeting.
- 28.4. The Chairman shall chair General Meetings. If:
- a. the Chairman is not participating in a General Meeting within 10 minutes of the time at which it was to start or is unwilling to chair it, the Vice-Chairman shall chair the General Meeting;
  - b. the Chairman and Vice-Chairman are not participating in the General Meeting within 10 minutes of the time at which it was to start or are unwilling to chair it, the attending other Directors shall appoint one of themselves to chair the General Meeting; and
  - c. none of the Directors are participating in a General Meeting within 10 minutes of the time at which it was to start or they are unwilling to chair it, the Members shall appoint one of themselves to chair the General Meeting.

## **29. Attendance and speaking by non-members**

- 29.1. Members and Directors may attend and speak at General Meetings.
- 29.2. The chairperson of a General Meeting may permit other persons to attend and speak at a General Meeting even though they are not Members or otherwise entitled to exercise rights in relation to General Meetings.

## **30. Adjournment**

- 30.1. If a quorum is not present within half an hour from the time appointed for holding a General

Meeting, the General Meeting must:

- a. if called on the request of Members, be dissolved; or
  - b. in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Directors determine.
- 30.2. If at the adjourned General Meeting, a quorum is not present within half an hour from the time appointed for holding the General Meeting, the Members present in person or by proxy constitute a quorum.
- 30.3. The chairperson may adjourn a General Meeting at which a quorum is present if:
- a. the meeting consents to an adjournment; or
  - b. it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 30.4. When adjourning a General Meeting, the chairperson must specify the date, time and place to which it is adjourned.
- 30.5. Only the business left unfinished at the General Meeting may be transacted at the adjourned General Meeting.
- 30.6. If a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original General Meeting. If a General Meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

### **31. General rules on voting**

- 31.1. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 31.2. If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- 31.3. On a vote on a resolution on a show of hands at a General Meeting, a declaration by the chairperson that the resolution has or has not been passed or has passed by a particular majority, is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 31.4. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

### **32. Errors and disputes**

- 32.1. Any objection to the qualification of any person voting at a General Meeting may only be raised at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and a vote not disallowed at the General Meeting is valid.
- 32.2. Any objection must be referred to the chairperson of the General Meeting whose decision is final.

**33. Demanding a poll**

- 33.1. A poll on a resolution may be demanded:
- a. in advance of the General Meeting where it is to be put to the vote; or
  - b. at a General Meeting, either before or on the declaration of the result of a show of hands on that resolution.
- 33.2. A poll on a resolution may be demanded by:
- a. the chairperson of the General Meeting;
  - b. at least 2 Members present in person or by proxy; or
  - c. any Members present in person or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the General Meeting.
- 33.3. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- 33.4. A demand for a poll on a resolution may be withdrawn.

**34. Number of votes a Member has**

On a vote on a resolution, whether on a show of hands at a General Meeting or on a poll taken at a General Meeting:

- (a) every Member entitled to vote at the General Meeting and present in person has one vote; and
- (b) every proxy present who has been duly appointed by an Member entitled to vote on the resolution has one vote.

**Part 6 – Miscellaneous**

**35. Minutes book**

The Directors shall cause minutes to be made and kept in respect of:

- a. all appointments of officers made by the Directors;
- b. the names of persons present at each Board Meeting and of any committee or sub-committee; and
- c. all resolutions and proceedings at all General Meetings and Board Meetings.

**36. Accounts and Cheque-signing**

- 36.1. The Directors must keep accounting records that:
- a. comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance; and
  - b. enable the Directors to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.
- 36.2. The accounting records shall be kept at the Office or at such other place or placed as the Directors shall think fit and shall always be open to the inspection by the Directors.
- 36.3. At the Annual General Meeting in every year the Directors shall lay before the Chamber the financial statements together with the Directors' report and the auditor's report for the preceding

financial year. Copies of such reporting documents 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 Annual General Meeting be sent to every Member entitled to vote at the General Meeting.

- 36.4. All cheques, bills of exchange and other instruments shall be signed by any two Directors jointly or by the person appointed as General Manager of the Chamber and any one Director jointly.

**37. Auditors**

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

**38. Amendment of Articles**

These Articles may be amended in accordance with Part 3 Division 2 of the Companies Ordinance.