

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION OF THE AUSTRALIAN CHAMBER OF COMMERCE IN HONG KONG

Part A Mandatory Articles

I. Company Name

The name of the company is "THE AUSTRALIAN CHAMBER OF COMMERCE IN HONG KONG"

II. Objects

The objects for which AustCham is established are:-

- (a) To promote, develop and expand business (which term shall hereinafter include but shall not be limited to trade, commerce, investment, finance, manufacture, and industry) between Hong Kong, Macau, Australia and other countries.
- (b) To monitor business and legal developments in Hong Kong, Macau and Australia and to provide its Members with information so obtained.
- (c) To promote, develop and expand Australian capital investment in Hong Kong, Macau and The People's Republic of China.
- (d) To establish and maintain a close relationship with business organisations in Hong Kong, Macau, Australia, The People's Republic of China and other countries.
- (e) To promote dialogue among its Members and between its Members and business organisations in Hong Kong, Macau, Australia, The People's Republic of China and other countries.
- (f) To promote and sponsor closer cultural, charitable and business relationships between Australia, Hong Kong, Macau and The People's Republic of China and other countries and to generally promote and expand the awareness of Australia in these countries.
- (g) To provide facilities for social contact among Members and guests.
- (h) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a Member of, any other bodies, associations or clubs whose objects are similar or in part similar to the objects of AustCham, or the establishment or promotion of which may be beneficial to AustCham provided that no subscription shall be paid to any such other body, association or club out of the funds of AustCham except bona fide in furtherance of the objects of AustCham and provided that none of the income and property of AustCham shall be paid to any body, association or club which does not prohibit the

payment of its income and property by way of dividend, bonus or otherwise howsoever by way of profit to its Members.

- (i) To engage in any lawful activities in conjunction with other bodies, associations, or clubs, within the limits of AustCham's objects and to arrange reciprocal concessions and co-operation with other such bodies, associations or clubs.
- (j) For the purposes of carrying out or advancing the objects of AustCham to accept subscriptions, donations and endowments and to make drives for funds by way of appeals to the public and promoting social functions and other forms of entertainment.
- (k) To express, reflect and represent the views and interests of its Members to government departments and other organisations of Hong Kong, Macau, Australia, The People's Republic of China and other countries in all manners whatsoever whether via the mass media or otherwise and to act in all legal manners to promote the interests of its Members.
- (l) To purchase, take on lease, to hire or otherwise acquire in Hong Kong, Macau or elsewhere any real or personal property or any rights or interests therein which AustCham may think necessary or convenient for effectuating any of its objects and to work, use, maintain and improve to sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of AustCham.
- (m) To hire, occupy, equip, acquire and operate any buildings of any kind in Hong Kong, Macau or elsewhere which may be deemed by AustCham useful or likely to benefit either directly or indirectly the interests of AustCham or otherwise to further the objects of AustCham in any way.
- (n) To purchase, take on lease, hire or otherwise acquire in any way equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description necessary or convenient to enable AustCham to fulfil its objects and to sell or otherwise dispose of the same.
- (o) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of AustCham and its Members and others interested in the objects of AustCham and to distribute among its Members and others information on all matters affecting the said objects and in these or other activities to undertake the duties of advertising and publicity agents.
- (p) To promote and hold either alone or in conjunction with any other corporation or association, club or Person any competition, meeting, exhibition or performance of any kind with a view to furthering AustCham's objects and the raising of money for the purposes of AustCham and to offer, give, contribute to and distribute prizes, awards and bonuses in connection therewith and to promote, give, hold or support dinners, balls, meetings, concerts and entertainment of all kinds for the aforesaid purposes.
- (q) To make known by way of advertisement or in any other way the objects of AustCham or any analogous activities, courses or projects which AustCham may desire to sponsor or support.
- (r) To establish, promote, maintain and manage any club, association, society or other organisation for the purposes of or in connection with the objects of AustCham.

- (s) To account for and receive subscriptions and other contributions towards the costs of the activities of AustCham and generally to raise money for the purposes of AustCham.
- (t) To obtain any order, enactment or Ordinance to enable AustCham to carry out any of its objects for any other purpose which may seem expedient and to oppose any proceedings or applications which may appear to directly or indirectly prejudice AustCham's interests.
- (u) To invest and deal with the moneys of AustCham not immediately required for its purposes upon such investments, property or securities and in such manner as may from time to time be determined by AustCham.
- (v) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of AustCham as may be expedient with a view to the promotion of its objects.
- (w) To receive money on loan and borrow or raise money in such manner as AustCham thinks fit for the purposes of AustCham and in particular by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of AustCham (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by AustCham or any employee of AustCham of any obligation undertaken by AustCham or any such employee as the case may be.
- (x) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.
- (y) Generally to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that—

- (i) In case AustCham shall take or hold any property which may be subject to any trusts, AustCham will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of AustCham shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

AND it is hereby declared that the intention is that the objects specified in each paragraph of this objects clause shall, except where otherwise expressed in such paragraph, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of AustCham and that in the event of any ambiguity, this clause shall be construed in such a way as to widen and not to restrict the power of AustCham.

III. Members' Liabilities

The liability of the Members is limited.

IV. Income and property of AustCham

- (1) The income and property of AustCham, however derived, shall be applied solely towards the promotion of the objects of AustCham as set out in article II under Part A of these Articles.

- (2) Subject to paragraphs (4) and (5) below, no portion of the income and property of AustCham shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of AustCham.
- (3) No member of the Board of Directors of AustCham shall be appointed to any salaried office of AustCham, or any office of AustCham paid by fees and no remuneration or other benefit in money or money's worth (except as provided in paragraph (5) below) shall be given by AustCham to any member of the Board of Directors.
- (4) Nothing in this article IV shall prevent the payment, in good faith, by AustCham of reasonable and proper remuneration to any officer or servant of AustCham, or to any Member not being a member of the Board of Directors of AustCham in return for any services actually rendered to AustCham.
- (5) Nothing in this article IV shall prevent the payment, in good faith, by AustCham:
 - (a) to any member of the Board of Directors for out-of-pocket expenses properly incurred by him or her for AustCham;
 - (b) of interest on money lent by any Member or its Board of Directors at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of rent for premises demised or let by any Member or by its Board of Directors, provided that the amount of the rent and the other terms of the lease must be reasonable and proper and such Member or Director must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; or
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of AustCham or of its Board of Directors 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.

No Person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with paragraphs (4) and (5) above.

V. Liabilities or contributions of Members

Each Person who is a Member undertakes that if AustCham is wound up while the Person is a Member, or within one year after the Person ceases to be a Member, such Person will contribute an amount required of the Member, not exceeding HK\$100, to AustCham's assets for:—

- (a) the payment of AustCham's debts and liabilities contracted before the Person ceased to be a Member;
- (b) the payment of the costs, charges and expenses of winding up AustCham; and
- (c) the adjustment, among the contributories, of their rights.

VI. Winding up

If upon the winding up or dissolution of AustCham there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of AustCham, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of AustCham, 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 AustCham under or by virtue of article IV under Part A of these Articles and this article, such institution or institutions to be determined by the Members of AustCham at or before the time of dissolution and in default 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 abovementioned provision then to some charitable object.

VII. Alteration of these Articles

No addition, alteration or amendment shall be made to or in the Articles of Association of AustCham for the time being in force, unless such addition, alteration or amendment has been previously submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or section 105 of the Companies Ordinance (Chapter 622, The Laws of Hong Kong).

VIII. Interpretation

Unless otherwise specified, a capitalised term in this Part A shall have the meaning given to it in article 1 under Part B1 of these Articles.

IX. Restriction on formation of subsidiary

AustCham shall not form a subsidiary (as defined under the Ordinance) or hold a controlling interest in another body corporate (as defined under the Ordinance), unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Part B Other Articles

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Part 1

Interpretation

1. Interpretation

(1) In these Articles—

Additional Corporate Member means any employee of a Corporate Member, other than the Corporate Nominee, who has been accepted as an Additional Corporate Member in accordance with the provisions of these Articles;

Alternate and **Alternate Director** mean a person appointed by a Director as an alternate under article 27(1);

Appointor shall have the meaning given in article 27(1);

Articles means these articles of association of AustCham which may from time to time be modified or amended;

Associated Company means—

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

Associate Member means any corporation, firm, business, or any professional, registered or certified organisation or foundation, government or government body whether Australian or otherwise, individual or natural person entered in the Register of Members of AustCham as an Associate Member in accordance with the provisions of these Articles;

AustCham means the company registered in Hong Kong as “THE AUSTRALIAN CHAMBER OF COMMERCE IN HONG KONG”;

Austrade means the Australian Trade Commission (or the equivalent governmental body however named) of the Australian Government;

Board of Directors and **Board** means the board of directors of AustCham;

By-Laws means the by-laws, rules or regulations of AustCham made by the Board of Directors or the Members;

Corporate Member means a corporation, firm, business, or any professional, registered or certified organisation or foundation, other than an individual or natural person and who has been accepted and entered in the Register of Members of AustCham as a Corporate Member in accordance with the provisions of these Articles;

Corporate Nominee means an individual nominated by a Corporate Member to represent the Corporate Member in exercising its rights and powers as a Member and to enjoy the facilities and privileges of AustCham;

Director means a person who holds the office of Director of AustCham as described in article 2(1)(a) and 2(1)(b) (unless otherwise specified) , and where the context permits includes any Alternates and any Transitional Directors;

Ex Officio Director means a member of the Board of Directors as described in article 2(1)(b);

Financial Year has the meaning given to it in section 2(1) of the Ordinance;

General Meeting means a general meeting of the Members of AustCham, whether annual or extraordinary or otherwise;

GDP means gross domestic product in Hong Kong;

Hong Kong means the Hong Kong Special Administrative Region of the People's Republic of China;

Honorary Member means any individual or natural person, whether Australian or otherwise, entered in the Register of Members of AustCham as an Honorary Member in accordance with the provisions of these Articles;

Individual Member means a Member who is an individual person resident in Hong Kong and who has been accepted and entered in the Register of Members of AustCham as an Individual Member in accordance with the provisions of these Articles;

Life Honorary Member means any individual or natural person, whether Australian or otherwise, entered in the Register of Members of AustCham as a Life Honorary Member in accordance with the provision of these Articles;

Member means a member of AustCham that is an Individual Member, Honorary Member, Life Honorary Member, Young Professional Member, Corporate Member, Additional Corporate Member or an Associate Member;

Membership means the designation of any Person as a Member;

Mental Incapacity has the meaning given to it in section 2(1) of the Mental Health Ordinance (Chapter 136, The Laws of Hong Kong);

Mentally Incapacitated Person means a person who is found under the Mental Health Ordinance (Chapter 136, The Laws of Hong Kong) to be incapable, by reason of Mental Incapacity, of managing and administering his or her property and affairs;

Net Profit means net profit as defined in accordance with the Hong Kong Financial Reporting Standards (as issued by the Hong Kong Institute of Certified Public Accountants);

Office means the registered office of AustCham;

Officers shall have the meaning given to it in article 3 and **Officer** means any one of the Officers;

Ordinance means the Companies Ordinance (Chapter 622, The Laws of Hong Kong) including the related subsidiary legislation;

Person means an individual, a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association;

Proxy Notice shall have the meaning given to it in article 62;

Real Estate Fund means an allocation of funds required to be settled and managed in accordance with articles 71, 72 and 73;

Register of Members means the register kept at the Office detailing all Members' names, business, occupations, business addresses and home addresses;

Secretary means the company secretary (as defined in section 2(1) of the Ordinance) of AustCham as shall be appointed by the Board of Directors;

Seal means the common seal of AustCham;

Trade Commissioner means the person currently holding a position with a title that includes the words "trade commissioner" or any equivalent designated title and who is acting as Austrade's representative in Hong Kong;

Transitional Directors means the directors as described in Schedule 1 of these Articles, and **Transitional Director** means any one of the Transitional Directors.

Voting Member means, a Corporate Member, Individual Member or a Young Professional Member; and

Young Professional Member means a person aged over 18 but under 30 who is ordinarily a resident in Hong Kong and has been accepted and entered in the Register of Members of AustCham as a Young Professional Member in accordance with the provisions of these Articles.

- (2) Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on AustCham.
- (3) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part 2

Directors and Secretary

Division 1 — Management of AustCham

2. Number of Directors

- (1) Unless otherwise determined by an ordinary resolution of AustCham the maximum number of Directors shall be 16, and must consist of—
 - (a) up to 14 Directors appointed in accordance with article 21 .
 - (b) 2 Ex Officio Directors appointed in accordance with article 22.
- (2) Except for the Ex Officio Director who is the Trade Commissioner, each Director of the Board of Directors shall be a Member or duly appointed representative of a Member.

3. Officers of the Board of Directors

The Officers of the Board of Directors shall at all times consist of one chairperson, one or more vice chairpersons (if more than one vice chairperson is appointed, "vice chairperson" refers to any one of them), one treasurer and any other officer that is appointed in accordance with article 23.

Division 2 — Directors' Powers and Responsibilities

4. Directors' general authority

- (1) Subject to the Ordinance and these Articles, the business and affairs of AustCham are managed by the Directors, who may exercise all the powers of AustCham, including the power to borrow money and to mortgage or charge its property, or any part of its property, as security for any debt, liability or obligation of AustCham.
- (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) The powers given by this article are not limited by any other power given to the Directors by these Articles.
- (4) A Directors' meeting at which a quorum is present may exercise all powers exercisable by the Directors.

5. Directors may delegate

- (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.
- (2) If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

6. Committees

- (1) The Directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 3—Decision-taking by Directors

7. Directors to take decision collectively

A decision of the Directors may only be taken—

- (a) by a majority of the Directors in attendance at a meeting; or
- (b) in accordance with Article 8.

8. Written resolutions

- (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.
- (2) Such a decision will 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.
- (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 Directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at a Directors' meeting.

9. Calling Directors' meetings

- (1) Any Director may call a Directors' meeting by giving notice of the meeting in writing to the Directors or by authorizing the Secretary to give such notice not less than 7 days before the meeting.
- (2) Notice of a Directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) the proposed business to be discussed; and
 - (c) where it is to take place.
- (3) Notice of a Directors' meeting must be given to each Director.

10. Participation in Directors' meetings

- (1) Subject to these Articles, Directors participate in a Directors' meeting, or part of a Directors' 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.
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where a Director is and how they communicate with each other.
- (3) If all the Directors participating in a Directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

11. Quorum for Directors' meetings

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings must be at least five Directors currently in office at the time of the meeting. Any Director who ceases to be a Director at a Directors' meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of the Directors' meeting if no other Director objects and if a quorum of Directors would otherwise not be present.

- (3) If the total number of Directors for the time being is less than the quorum required for Directors' 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.

12. Chairing of Directors' meetings

- (1) The chairperson of the Board of Directors may chair the Directors' meetings.
- (2) Any vice chairperson of the Board of Directors may chair the Directors' meetings in the chairperson's absence. If the chairperson and all vice chairpersons are either not participating in a Directors' meeting within 10 minutes of the time at which it was to start or are unwilling to chair the meeting, the participating Directors may appoint one of themselves to chair it.

13. Chairperson's casting vote at Directors' meetings

- (1) If the number of votes for and against a proposal are equal, the chairperson, the vice chairperson chairing the Directors' meeting or any other Director chairing the Directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these Articles, the relevant chairperson, vice chairperson or other Director (as the case may be) is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Alternates voting at Directors' meetings

A Director who is also an Alternate Director has an additional vote on behalf of each Appointor who—

- (a) is not participating in a Directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

15. Conflicts of interest

- (1) This article applies if—
 - (a) a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with AustCham that is significant in relation to AustCham's business; and
 - (b) the Director's interest is material.
- (2) The Director must declare the nature and extent of the Director's interest to the other Directors in accordance with section 536 of the Ordinance.
- (3) The Director and the Director's Alternate must not—
 - (a) vote in respect of the transaction, arrangement or contract in which the Director is so interested; or
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.

- (4) Paragraph (3) does not preclude the Alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another Appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the Director or the Director's Alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (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, AustCham;
 - (b) an arrangement for AustCham to give any security to a third party in respect of a debt or obligation of AustCham 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 or former employees, former Directors and Directors of AustCham or any of its subsidiaries, which do not provide special benefits for Directors or former Directors.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) A Director may hold any other office within AustCham (other than the office of auditor) in conjunction with the office of Director for a period and on terms that the Directors determine.
- (2) A Director or intending Director is not disqualified by the office of Director from contracting with AustCham—
 - (a) with regards to the tenure of the other office mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of AustCham in which any Director is in any way interested is not liable to be avoided.
- (4) A Director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to AustCham 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.
- (5) Paragraphs (1), (2), (3) or (4) only apply if the Director has declared the nature and extent of their interest under the relevant paragraph to the other Directors in accordance with section 536 of the Ordinance.

- (6) A Director of AustCham may be a Director or other officer of, or be otherwise interested in—
- (a) any company promoted by AustCham; or
 - (b) any company in which AustCham may be interested as a shareholder or otherwise.
- (7) Subject to the Ordinance, the Director is not accountable to AustCham 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 AustCham otherwise directs.

17. Banking arrangements

The Board of Directors shall make such banking arrangements on behalf of AustCham as it shall reasonably consider necessary or appropriate.

18. Validity of acts of meeting of Directors

The acts of any meeting of Directors 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 Director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

19. Record of decisions to be kept

The Directors must ensure that AustCham keeps a written record of every decision taken by the Directors under article 7 or any committees of the Board of Directors for at least 10 years from the date of the decision. Such written record should be signed by the chairperson of the relevant meeting. Upon request from a Director, AustCham must give a copy of any written record requested to such Director.

20. Directors' discretion to make further rules

Subject to these Articles, the Directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to Directors.

Division 4—Appointment and Retirement of Directors and Officers

21. Appointment and removal of Directors

- (1) Unless otherwise specified, this article applies to the appointment, the retirement and the reappointment to the office of Director, other than the office of Ex Officio Director and the office of Officer.
- (2) A person who—

- (a) is ordinarily resident in Hong Kong;
- (b) has been a Member for at least one year by the time of the General Meeting at which they are being considered for appointment;
- (c) is willing to act as a Director; and
- (d) is permitted by law to do so,

may be appointed to be a Director.

- (3) A person who meets the eligibility requirements under paragraph (2) may be appointed or reappointed to be a Director by—
 - (a) an ordinary resolution passed at an annual general meeting in accordance with these Articles; or
 - (b) subject to paragraph (6), a decision of the Directors in accordance with these Articles.
- (4) Any person eligible for appointment as Director, or a retiring Director eligible for reappointment in accordance with this article 21, must sign a written notice to the Company indicating their willingness to be elected. Such written notice must:
 - (a) be given by a Voting Member (who must not be the person eligible for appointment as a Director) duly qualified to present and vote at the general meeting for which the notice is given;
 - (b) specify the intention of the Voting Member (who must not be the person eligible for appointment as a Director) to propose the eligible person for election as a Director;
 - (c) be signed by that eligible person indicating their consent to act as Director; and
 - (d) be delivered to an Officer of the Board of Directors at least 7 days before the appointed general meeting.
- (5) Subject to article 24 and unless otherwise specified in the appointment, a Director appointed or reappointed under paragraph (3)(a):
 - (a) holds office for a term of three years and for no longer than a period of three consecutive terms ; and
 - (b) must retire from office at the end of each term but is eligible for immediate reappointment to the office of Director for another term in accordance with paragraph (a) above.

Notwithstanding the term limits in this paragraph, the term of office of a Director, who has been retired from the office of Director (including the office of Ex Officio Director) in accordance with this paragraph for at least one calendar year, shall be deemed to reset to zero and such person shall be eligible for appointment to the office of Director in accordance with paragraphs (3) and (4).

- (6) An appointment under paragraph (3)(b) 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 is less than the number fixed in accordance with these Articles.

- (7) A Director appointed under paragraph (3)(b) must—
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if AustCham 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 AustCham's accounting reference period by reference to which the Financial Year in which the director was appointed is to be determined.
- (8) The Board of Directors may remove any Director appointed under paragraph (3) before the expiration of their term of office by a resolution passed by two-thirds of the Board.
- (9) The removal of a Director under paragraph (8) can be overturned at the general meeting by a special resolution.

22. Appointment and removal of Ex Officio Directors

- (1) Each of the following persons may be appointed as an Ex Officio Director by a decision of the Directors in accordance with these Articles:
 - (a) the Trade Commissioner; and
 - (b) the immediate past chairperson of the Board of Directors.
- (2) Unless otherwise specified in the appointment, an Ex Officio Director appointed under paragraph (1)(a) shall hold office for a term of three years and for no longer than a period of three consecutive terms.
- (3) An Ex-Officio Director appointed under paragraph (1)(b) shall hold office for a term of one year and for no longer than one term. After his or her term of office has expired, such person must retire from the Board of Directors immediately for at least one calendar year. Once such person has retired from the Board of Directors for at least one calendar year, his or her term of office as Director shall be deemed to reset to zero and such person may be appointed to the office of Director in accordance with article 21.
- (4) Any Ex-Officio Director appointed under paragraph (1) may be removed before the expiration of their term of office by a resolution passed by a majority of the Directors in attendance at the meeting.

23. Appointment and removal of Officers

- (1) A Director (other than an Ex Officio Director), may be appointed or reappointed to the office of chairperson, vice chairperson, treasurer, or any other office as determined by the Directors by a decision of the Directors in accordance with these Articles.
- (2) Unless otherwise specified in the appointment, a chairperson appointed under paragraph (1) shall hold his or her office for a term of one year and for no longer than a period of two consecutive terms. Unless otherwise specified in the appointment, an Officer (other than a chairperson) appointed under paragraph (1) shall hold his or her office for a term of one year and for no longer than a period of three consecutive terms.
- (3) Paragraph (2) does not preclude an Officer that is not a chairperson, following the expiration of any of its one-year terms as an Officer holding a particular office, from being immediately appointed to an office that is different from that particular office the Officer previously held. For the purpose of this article 23, the office of first vice

chairperson is different from the office of second vice chairperson if there are two vice chairpersons.

- (4) If a chairperson is not appointed as Ex Officio Director in accordance with article 22(1)(b) following his or her term of office as chairperson, such person must retire from the office of Director immediately for at least one calendar year after his or her term of office as chairperson (irrespective of whether his or her term of office as Director has expired). Once such person has retired from office as Director for at least one calendar year, his or her term of office as Director shall be deemed to reset to zero and such person may be appointed to the office of Director in accordance with articles 21(3) and 21(4).
- (5) The Directors may, by a decision of the Directors in accordance with these Articles, terminate the appointment of the chairperson, the vice chairperson, the treasurer, or any other Officer at any time.
- (6) If a Director ceases to hold the office of Director, such Director's term of office as Officer automatically comes to an end.

24. Retirement of Transitional Directors

- (1) At the first annual general meeting of AustCham following adoption of the Articles, the Transitional Directors appointed or reappointed two annual general meetings previously shall retire from office. At the second annual general meeting of AustCham following adoption of the Articles, the Transitional Directors that did not retire at the preceding annual general meeting shall retire from office.
- (2) Subject to paragraph (3), a retiring Transitional Director shall be eligible for reappointment as Director in accordance with article 21.
- (3) Notwithstanding the term limits stipulated under article 21(5)(a), a Transitional Director who has been continuously reappointed to the board of directors in accordance with paragraph (2) above must retire from the office of Director for at least one calendar year no later than his or her last retirement date as specified in Schedule 1.
- (4) A Transitional Director who has been retired from the office of Director for at least one calendar year:
 - (a) shall have his or her term of office of Director deemed to reset to zero;
 - (b) shall be eligible for appointment to the office of Director in accordance with article 21; and
 - (c) shall no longer be considered as a Transitional Director subject to this article 24.

25. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more Directors to offices or employment with AustCham or any other body corporate.
- (2) The proposals may be divided and considered in relation to each Director separately.
- (3) Each of the Directors concerned is entitled to vote (if the Director is not otherwise precluded from voting for any other reason) and be counted in the quorum in respect of each resolution except such resolution concerning the Director's own appointment.

26. Termination of Director's appointment

A person ceases to be a Director if the person—

- (a) ceases to be a Director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, The Laws of Hong Kong) or is prohibited from being a Director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a Mentally Incapacitated Person;
- (d) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the Directors' permission from Directors' meetings held during that period; or
- (f) is removed from the office of Director by an ordinary resolution of AustCham.

Division 5—Alternate Directors

27. Appointment and removal of Alternates

- (1) A Director ("**Appointor**") may appoint as an Alternate any other Director, or any other person approved by resolution of the Directors.
- (2) An Alternate may exercise the powers and carry out the responsibilities of the Alternate's Appointor, in relation to the taking of decisions by the Directors in the absence of the Alternate's Appointor.
- (3) An appointment or removal of an Alternate by the Alternate's Appointor must be effected—
 - (a) by notice to AustCham; or
 - (b) in any other manner approved by the Directors.
- (4) The notice must be authenticated by the Appointor.
- (5) The notice must—
 - (a) identify the proposed Alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed Alternate indicating the proposed Alternate's willingness to act as the Alternate of the Appointor.
- (6) If an Alternate is removed by resolution of the Directors, AustCham must as soon as practicable give notice of the removal to the Alternate's Appointor.

28. Rights and responsibilities of Alternate Directors

- (1) An Alternate Director has the same rights as the Alternate's Appointor in relation to any decision taken by the Directors under article 7. Unless these Articles specify otherwise, Alternate Directors—
 - (a) are deemed for all purposes to be Directors;

- (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their Appointors; and
 - (d) are deemed to be agents of or for their Appointors.
- (2) Subject to article 15(3), a person who is an Alternate Director but not a Director—
- (a) may be counted as participating for determining whether a quorum is participating (but only if that person's Appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's Appointor).
- (3) An Alternate Director must not be counted or regarded as more than one Director for determining whether—
- (a) a quorum is participating; or
 - (b) a Directors' written resolution is adopted.

29. Termination of alternate directorship

- (1) An Alternate Director's appointment as an Alternate terminates—
- (a) if the Alternate's Appointor revokes the appointment by notice to AustCham in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the Alternate of any event which, if it occurred in relation to the Alternate's Appointor, would result in the termination of the Appointor's appointment as a Director;
 - (c) on the death of the Alternate's Appointor; or
 - (d) when the Alternate's Appointor's appointment as a Director terminates.
- (2) If the Alternate was not a Director when appointed as an Alternate, the Alternate's appointment as an Alternate terminates if—
- (a) the approval under article 27(1) is withdrawn or revoked; or
 - (b) AustCham terminates the appointment by an ordinary resolution passed at a general meeting.

Division 6—Directors' Indemnity and Insurance

30. Indemnity

- (1) A Director or former Director of AustCham may be indemnified out of AustCham's assets against any liability incurred by the Director to a Person other than AustCham or an Associated Company in connection with any negligence, default, breach of duty or breach of trust in relation to AustCham or an Associated Company (as the case may be).
- (2) Paragraph (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 AustCham, or an Associated Company, in which judgment is given against the Director;
 - (iii) in defending civil proceedings brought on behalf of AustCham by a Member or a member of an Associated Company, in which judgment is given against the Director;
 - (iv) in defending civil proceedings brought on behalf of an Associated Company by a member of the Associated Company or by a member of an associated company of the Associated Company, in which judgment is given against the Director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

31. Insurance

The Directors may decide to purchase and maintain insurance, at the expense of AustCham, for a Director of AustCham, or a director of an Associated Company, against—

- (a) any liability to any Person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to AustCham or an Associated Company (as the case may be); or
- (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to AustCham or an Associated Company (as the case may be).

Division 7—Secretary

32. Appointment and removal of Secretary

- (1) The Board of Directors may appoint a Secretary for a term, at a remuneration and on such conditions as they think fit.
- (2) The Board of Directors may remove a Secretary appointed by them.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

33. Number of Members

The number of Members shall be fixed by AustCham in a General Meeting from time to time, and the Board of Directors may decide in accordance with these Articles to increase the number when it thinks fit and may also restrict the number of any class or classes thereof.

34. Appointment of Members

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.

The Board of Directors shall have the power to accept any Person, on their written application, as a new Member and the Board may specify such requirements for Membership as they shall from time to time consider fit.

35. Categories of Members

The Members of AustCham shall comprise of:-

- (a) Individual Members;
- (b) Honorary Members;
- (c) Life Honorary Members;
- (d) Young Professional Members;
- (e) Corporate Members;
- (f) Additional Corporate Members; and
- (g) Associate Members.

36. Individual Members

An individual person who is ordinarily resident in Hong Kong and who is not otherwise a Life Honorary Member or a Young Professional Member, an Associate Member or an Honorary Member will upon their admission to AustCham be an Individual Member.

37. Honorary Members

- (1) The Board of Directors shall have the power of issuing invitations to those who, in the Board's opinion, are worthy of such distinction by reason of their position to become an Honorary Member.
- (2) An Honorary Member shall be entitled to—
 - (a) use all the facilities of AustCham; and
 - (b) subject to paragraph (3), enjoy all the privileges of being an Individual Member and all costs, fees and expenses in relation to any function organized by AustCham and attended by such Honorary Member should be waived; and
 - (c) an exemption from the requirement to pay any entrance fee, or yearly subscription fee.
- (3) An Honorary Member shall not have any right to vote or participate in the management of the affairs of AustCham.

38. Life Honorary Members

- (1) The Board of Directors shall have the power of issuing invitations to those who in the opinion of the Board—
 - (a) are worthy of such distinction by reason of their dignity; or
 - (b) who have rendered or are rendering special services to AustCham,to become a Life Honorary Member.
- (2) A Life Honorary Member shall—
 - (a) not be liable for any entrance fees or yearly subscriptions fees;
 - (b) be entitled to use all the facilities of AustCham; and
 - (c) subject to paragraph (3), be entitled to enjoy all other privileges and benefits applicable to a Corporate Member and all costs, fees and expenses in relation to any AustCham functions attended by such Life Honorary Member should be waived.
- (3) A Life Honorary Member shall not be entitled to vote at any General Meeting of AustCham or to elect or be elected as a Director of AustCham.

39. Young Professional Members

- (1) A person aged over 18 but under 30 who is ordinarily resident in Hong Kong and is not otherwise a Life Honorary Member, an Associate Member, an Honorary Member or an Individual Member may make application to become a Young Professional Member.
- (2) Upon acceptance of such application such person shall become a Young Professional Member on and subject to the provisions of these Articles.

40. Corporate Members

- (1) Any corporation, firm or business may apply to be a Corporate Member but not any other category of Member.
- (2) A Corporate Member shall have the right to nominate at any time one individual person as its nominee by giving written notice to the Secretary. Such nominee of a Corporate Member, with the approval of the Board of Directors, shall be regarded by AustCham as the Corporate Nominee of that Corporate Member.
- (3) A Corporate Nominee—
 - (a) may use the facilities of AustCham and attend its functions in all respects as if they were an Individual Member, subject nevertheless to the provisions of these Articles; and
 - (b) any obligations imposed on a Corporate Member shall be deemed to have been imposed in a like manner on the Corporate Nominee.
- (4) A Corporate Nominee may also be a Member (other than a Corporate Member) provided that, subject to the provisions of these Articles, they shall only be entitled to one vote at a General Meeting.
- (5) A Corporate Member shall have the right to receive notice of all General Meetings and any other meetings of AustCham, and through its Corporate Nominee to attend the same, to vote, propose resolutions and move amendments at all General Meetings.
- (6) A Corporate Member shall have the right to receive AustCham publications.
- (7) All rules and regulations of AustCham, including these Articles, shall apply to each Corporate Member and its Corporate Nominee.
- (8) Each Corporate Member and its Corporate Nominee shall be jointly and severally liable for payment of the entrance fees and yearly subscription fees payable by the Corporate Member and for all amounts properly entered on the account of the Corporate Nominee.

41. Additional Corporate Members

- (1) An employee of a Corporate Member, other than the Corporate Nominee, may apply to be an Additional Corporate Member.
- (2) An employee of a Corporate Member, if their application for Membership is accepted in accordance with these Articles, shall be known as an Additional Corporate Member and may use the facilities of AustCham and attend its functions in all respects as if they were an Individual Member, subject nevertheless to the provisions of these Articles.
- (3) An Additional Corporate Member shall not have any right to vote at any General Meetings of AustCham.

42. Associate Members

- (1) Any person who is—
 - (a) not ordinarily resident in Hong Kong; and
 - (b) who would otherwise qualify for admission as a Member,

may apply to be an Associate Member.

- (2) Upon payment of the prescribed fee, an Associate Member will be entitled to—
 - (a) receive all notices and the publications from AustCham;
 - (b) use the facilities of AustCham; and
 - (c) attend any of AustCham's functions whilst in Hong Kong.
- (3) Any Member who has been admitted as such whilst ordinarily resident in Hong Kong may apply to convert his Membership to the category of Associate Member should they leave Hong Kong to take up residence overseas.

43. Guests

- (1) Any person who is not a Member may be introduced from time to time as a guest of a Member.
- (2) The Board of Directors shall be entitled to withdraw from any Member the privilege of introducing guests if it is of the opinion that their use of this privilege constitutes an abuse of their Membership.
- (3) The Board of Directors shall be entitled to impose restrictions on guests with regard to times or use of particular facilities of AustCham and shall notify the Members of such action.

44. Entrance fees and subscriptions

- (1) Subject to articles 37(2)(c) and 38(2)(a), Members may be required to pay entrance fees and yearly subscription fees.
- (2) The amount of such fees and when they are payable shall from time to time be determined by the Board of Directors.
- (3) The Board of Directors shall have power from time to time to vary the amount of such fees and the date of payment.

45. Default in payment

- (1) If any fees payable under article 44 or any other amount is payable by a Member and remains unpaid after the expiration of a period of one month from the due date for payment, the Board of Directors may give written notice to such Member to the effect that, if any such entrance fee or other amount is not paid in full within such period (not being less than 7 days) as may be prescribed by the terms of such notice, the Member may be expelled from AustCham.
- (2) In the event that the outstanding amounts are not paid within the period prescribed in the notice under paragraph (1), the Board of Directors may at any time thereafter give the Member in default written notice, without prejudice to the rights of the Board of Directors to recover from him all outstanding amounts and costs, to the effect that he has been expelled from AustCham and upon the posting of any such notice, such Member shall ipso facto cease to be a Member forthwith.
- (3) The Board of Directors may in their sole and absolute discretion re-instate any Person who has ceased to be a Member as a result of the implementation of the foregoing provisions of these Articles on such conditions as the Board of Directors may think fit.
- (4) The Board of Directors may require a Corporate Member to withdraw its Corporate Nominee if—

- (a) such Corporate Nominee is guilty of any of the offences or matters provided for in article 46(6); or
- (b) the conduct of such Corporate Nominee is subject to inquiry in the manner provided for in article 47.

46. General provisions with regards to Membership

- (1) A Member may resign their Membership at any time upon giving notice in writing to the Secretary.
- (2) The rights and privileges of a Member shall not be capable of being transferred by act or by operation of law and shall cease if a Member dies or ceases to exist or upon a Person ceasing for any reason to be a Member under the provisions of these Articles.
- (3) Any Person who for any reason whatsoever ceases to be a Member shall nevertheless remain liable for and shall pay to AustCham all moneys which, at the time of ceasing to be a Member, are due from the Member to AustCham.
- (4) The Members are not entitled to any dividends or other form of distributions from AustCham.
- (5) The Board of Directors may prohibit any Member from using the facilities of AustCham, attending its functions or voting on any matter while such Member is in default within the meaning of article 45.
- (6) Any Member who—
 - (a) is convicted of any indictable offence or of any offence involving his or her integrity or honesty;
 - (b) commits an act of bankruptcy;
 - (c) enters into liquidation whether voluntary or compulsory (otherwise than for the purposes of amalgamation or reconstruction);
 - (d) compounds with their creditors or takes or suffers any similar action in consequence of debt; or
 - (e) becomes unable to pay their debts as they fall due,shall ipso facto cease to be a Member and shall forfeit all rights to the use of or any claim upon any property of and in AustCham.
- (7) Upon the written application of a Person who ceases to be a Member under paragraph (6), the Board may, at its own discretion, restore such Person's name to the list of Members of AustCham upon such terms as the Board may in its absolute discretion think fit.
- (8) Subject to the provisions of these Articles (and in particular, the rights applicable to the different categories of Members) and to the By-Laws for the time being in force, all Members shall be entitled at all times to use in common all—
 - (a) the premises and property of AustCham; and
 - (b) refreshments and other facilities (to be supplied at such charges as the Board of Directors shall determine).
- (9) AustCham shall maintain an updated Register of Members which sets out, among other things, the rights of each class of the Members.

47. Disqualification of Members

- (1) If any Member—
 - (a) persistently violates any of the provisions of these Articles or of the By-Laws;
or
 - (b) is, in the opinion of the Board of Directors, involved in conduct that is injurious to the character or interests of AustCham,

the Board of Directors must review the matter and call on the Member to explain their conduct.
- (2) If the Member referenced in paragraph (1) cannot explain their conduct to the satisfaction of the Board of Directors, the Board may by written notice call upon such Member to resign.
- (3) If the Member referenced in paragraph (1) fails to resign within a period of one week of being given written notice under paragraph (2), the Board of Directors may pass a resolution by a two-thirds majority to strike such Member's name off the Register of Members.
- (4) In the event that the Board of Directors considers the circumstances of the case are sufficiently grave and serious, it may, without giving the Member referenced in paragraph (1) the option of resigning, pass a resolution by a two-thirds majority to immediately suspend such Member from the use of the facilities of AustCham pending the investigation of their conduct by the Board of Directors.
- (5) Where a Member is suspended under paragraph (4), they shall have the right to appeal to the Members of AustCham, who may overturn the decision by a resolution passed by a two-thirds majority at the general meeting.

Division 2—Organization of General Meetings

48. General meetings

- (1) AustCham shall in each year and on dates and places to be selected by the Board of Directors hold at least one General Meeting.
- (2) Subject to sections 611, 612 and 613 of the Ordinance, AustCham shall in respect of each Financial Year of AustCham hold a General Meeting as its annual general meeting in accordance with section 610 of the Ordinance in addition to any other meetings in that year.
- (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.
- (4) If the Directors do not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requested the 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.

49. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—

- (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
- (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the 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;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a Voting Member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
- (a) for an annual general meeting, by all the Voting Members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the Voting Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Members.

50. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to every —
- (a) Member; and
 - (b) Director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, AustCham must give a copy of it to its auditor (if

more than one auditor, to each of them) at the same time as the notice or the other document is given to the Member.

51. Accidental omission to give notice of general meetings

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 meeting.

52. Attendance and speaking at general meetings

- (1) A Person is able to exercise the right to speak at a general meeting when the Person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the Person has on the business of the meeting.
- (2) A Person is able to exercise the right to vote at a general meeting when—
 - (a) the Person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the Person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other Persons attending the meeting.
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- (5) Two or more Persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

53. Quorum for general meetings

- (1) 15 Voting Members present in person or by proxy constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

54. Chairing general meetings

- (1) If the chairperson (if any) of the Board of Directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The Voting Members present at a general meeting must elect another Director to be the chairperson if—
 - (a) there is no chairperson of the Board of Directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to AustCham of their intention not to attend the meeting.

- (3) The Voting Members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no Director is willing to act as chairperson; or
 - (b) no Director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of AustCham passed at the meeting.

55. Attendance and speaking by non-Members

The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—

- (a) Members of AustCham; or
- (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

56. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the 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.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Voting Members present in person or by proxy constitute a quorum.
- (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.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

57. General rules on voting

- (1) A resolution put to the vote of the Voting Members in a general meeting must be decided on a show of hands unless a poll is duly demanded.
- (2) If there is an equality of votes of the Voting Members in a general meeting, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote by the Voting Members on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has been passed by a particular majority,is conclusive evidence of that fact without any further proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without any further proof.

58. Errors and disputes

- (1) Any objection to the qualification of any Person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

59. Demanding a poll

- (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.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least two Voting Members present in person or by proxy; or
 - (c) any Voting Members present in person or by proxy and representing at least 10% of the total voting rights of all the Members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

60. Number of votes per Member

- (1) On a vote on a resolution on a show of hands, or on a poll taken at a general meeting, each:
 - (a) Corporate Nominee present in person on behalf of the relevant Corporate Member shall have two votes;
 - (b) Individual Member present in person shall have one vote; and
 - (c) Young Professional Member present in person shall have one vote.
- (2) Every proxy present who has been duly appointed by a Voting Member shall have the vote(s) of the Voting Member.

61. Votes of mentally incapacitated Members

- (1) A Member who is a Mentally Incapacitated Person may vote, whether on a show of hands or on a poll, by the Member’s committee, receiver, guardian or other Person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other Person may vote by proxy on a show of hands or on a poll.

62. Content of Proxy Notices

- (1) A proxy may only validly be appointed by a notice in writing (“**Proxy Notice**”) that—
 - (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the Member appointing the proxy; and
 - (d) is delivered to AustCham in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

"I/We _____ of _____
 being a Voting Member of AustCham hereby appoint
 of _____
 or failing him _____
 of _____
 as my/our proxy to vote for me/us on my/our behalf at the annual general
 meeting/general meeting of AustCham to be held on the _____ day of
 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____."

- (3) Where it is desired to afford Voting Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit—

"I/We _____ of _____
 being a Voting Member of AustCham hereby appoint

66. Effect of proxy votes in case of death, mental incapacity, etc. of Member appointing the proxy

- (1) A vote given in accordance with the terms of a Proxy Notice is valid despite—
 - (a) the previous death or Mental Incapacity of the Member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, Mental Incapacity or revocation is received by AustCham—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

67. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the Secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a Person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time as the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Accounts and Real Estate Fund

68. Accounts

- (1) The Directors shall cause proper accounts to be kept. The accounts must be sufficient to—
 - (a) show and explain AustCham's transactions, income and expenditure;

- (b) to disclose with reasonable accuracy, at any item, AustCham's financial position and financial performance; and
 - (c) to enable the Directors to ensure that the financial statements comply with the Ordinance.
- (2) Proper books shall be prepared in accordance with the Hong Kong Financial Reporting Standards (as issued by the Hong Kong Institute of Certified Public Accountants), or other accounting standards as determined by the Board from time to time.
 - (3) The books of account shall be kept at AustCham's Office, or, subject to sections 373, 374 and 375 of the Ordinance, at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of the Directors of the Board of Directors.
 - (4) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of AustCham or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of AustCham except as conferred by statute, an order under section 740 of the Ordinance, or authorized by the Directors or by an ordinary resolution of AustCham in the general meeting.
 - (5) The Directors shall from time to time cause to be prepared and to be laid before AustCham in a general meeting such reporting documents for the Financial Year within the period specified in section 431 of the Ordinance. However, if by virtue of section 612(2) of the Ordinance AustCham is not required to hold an annual general meeting in respect of a Financial Year, AustCham must send a copy of the reporting documents for the Financial Year to every Member within the period specified in section 431 of the Ordinance.

69. No right to inspect accounts and other records

A Person is not entitled to inspect any of AustCham's accounting or other records or documents merely by reason of being a Member, unless the Person is authorized to do so by—

- (a) any applicable law;
- (b) an order under section 740 of the Ordinance;
- (c) the Directors; or
- (d) an ordinary resolution of AustCham.

70. Auditor's insurance

- (1) The Directors may decide to purchase and maintain insurance, at the expense of AustCham, for an auditor of AustCham, or an auditor of an Associated Company, against—
 - (a) any liability to any Person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties as auditor in relation to AustCham or the Associated Company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of

performance of the duties as auditor in relation to AustCham or the Associated Company (as the case may be).

- (2) In this article, a reference to the performance of the duties as auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Ordinance.

71. Real Estate Fund

- (1) For each Financial Year in which AustCham achieves a Net Profit and within 3 months of the end of such Financial Year, AustCham must set aside an amount equal to 5% of the Net Profit as the Real Estate Fund in accordance with article 72 to be invested and used in accordance with article 73. For the purpose of this paragraph, where the Net Profit is less than zero or negative, the Net Profit shall be deemed as zero.
- (2) For any Financial Year in which the Hong Kong Monetary Authority has released data showing two consecutive quarters of negative growth in GDP, the Board of Directors may exercise its discretion to:
- (a) dispense with the requirement under paragraph (1); and/or
 - (b) with the passing of a resolution to be approved by a three-quarter majority decision of the Board of Directors, transfer up to 10% of the balance in the Real Estate Fund to AustCham's general account.
- (3) At any time, the Board of Directors may in its absolute discretion decide to make—
- (a) a one-off increase; or
 - (b) a recurring temporary increase for a specified period,
- in the 5% threshold under paragraph (1) by passing a resolution to be approved by a three-quarter majority decision of the Board of Directors.

72. Real Estate Fund Investment

The Board must ensure that the Real Estate Fund is segregated from other assets of AustCham, and, unless used in accordance with article 73, is:

- (a) deposited in a bank account with a bank licensed in Hong Kong or an authorised institution in Hong Kong; or
- (b) invested in any investments specified in Schedule 2 of the Trustee Ordinance (Chapter 29, The Laws of Hong Kong), as amended from time to time.

73. Restricted use of the Real Estate Fund

- (1) The Real Estate Fund may only be used to:
- (a) purchase commercial premises for the purposes of accommodating AustCham's operations;
 - (b) settle any financing costs with respect to any loans obtained by AustCham to facilitate the property acquisition as described in paragraph 1(a); and
 - (c) if the current liabilities of AustCham exceed the current assets of AustCham rendering AustCham substantially unable to operate its business, discharge the current liabilities of AustCham to the extent required to ensure that the current liabilities do not exceed the current assets for the purposes of accommodating some or all of AustCham's operations.

- (2) No further real estate may be purchased until the mortgage over the first commercial premises purchased in accordance with paragraph (1)(a) has been discharged.
- (3) Any commercial premises purchased in accordance with paragraph (1)(a) can only be sold to prevent AustCham from entering insolvency except in the event that two or more commercial premises were purchased in accordance with paragraphs (1) and (2), the spare commercial premises that are not being used to accommodate AustCham's operations may be sold for the purpose of reinvestment of the Real Estate Fund in accordance with article 72(b).
- (4) In the event that a portion or all of the Real Estate Fund is used in accordance with paragraph (1)(c), the Board of Directors must ensure that all Net Profit achieved in subsequent Financial Years will be set aside as the Real Estate Fund in accordance with article 72 until the amount used in accordance with paragraph (1)(c) is redeposited or reinvested in the Real Estate Fund.

Part 5

Miscellaneous Provisions

Division 1—Communications to and by AustCham

74. Means of communication to be used

- (1) Subject to these Articles, anything sent or supplied by or to AustCham under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to AustCham for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means requested by such Director to be sent or supplied with such notice or document for the time being.
- (3) A Director may agree with AustCham that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

75. Seal

- (1) The Seal may only be used by the authority of the Board of Directors.
- (2) The Seal must be a metallic seal having AustCham's name engraved on it in a legible form.
- (3) Subject to paragraph (2), the Directors may decide by what means and in what form the Seal is to be used.
- (4) Unless otherwise decided by the Board of Directors, if AustCham has a Seal and it is affixed to a document, the document must also be signed by at least one Director of AustCham and one Authorized Person (defined below).
- (5) For the purposes of this article, an Authorized Person is—
 - (a) any Director of AustCham;
 - (b) the Secretary; or

- (c) any person authorized by the Directors for signing documents to which the Seal is applied.

76. Notices

- (1) A notice may be served by AustCham upon any Member through the following methods—
 - (a) by delivering it by hand at the registered address appearing in the Register of Members to such Member;
 - (b) by sending it through the post in a prepaid letter addressed to such Member at his registered address appearing in the Register of Members;
 - (c) by facsimile transmission to the last facsimile number notified by such Member to Austcham ; or
 - (d) by electronic mail to the last electronic mail address notified by such Member to Austcham.
- (2) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and, in providing such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post box as a prepaid letter, but otherwise, notice (either by hand, by facsimile transmission or electronic mail) shall be deemed to have been served on the same day of despatch of such notice or in the case of facsimile transmission or electronic mail, that it was despatched to the last facsimile number or electronic mail address notified by the Member to AustCham.

77. By-Laws

- (1) In addition to these Articles the Board of Directors or Members may make and enforce By-Laws to the extent that they do not conflict with these Articles. If there is a conflict between the By-Laws and the Articles, the Articles prevail to the extent of any conflict.
- (2) All Members of AustCham agree to comply and be bound by the By-Laws of AustCham from time to time in force and such By-Laws may only be varied at a general meeting of AustCham and by a majority of not less than three-quarters of the Voting Members present at such general meeting.

Schedule 1 – Transitional Directors

| No. | Name of the Transitional Director | Latest date of retirement in accordance with article 24(3) |
|-----|---|--|
| 1 | Clement Chan | 31 March 2019 |
| 2 | Tom Corkhill | 31 March 2019 |
| 3 | Randall Hall | 31 March 2019 |
| 4 | Alan Johnson | 31 March 2019 |
| 5 | Melanie Nutbeam | 31 March 2019 |
| 6 | Richard Petty | 31 March 2019 |
| 7 | George Lam | 31 March 2022 |
| 8 | Andrew Macintosh | 31 March 2022 |
| 9 | Paul Scroggie | 31 March 2022 |
| 10 | Darren Bowdern | 31 March 2025 |
| 11 | Fiona Nott | 31 March 2025 |
| 12 | Bina Gupta | 31 March 2025 |
| 13 | Clayton Hebbard | 31 March 2025 |
| 14 | Any other directors of AustCham (excluding the Trade Commissioner) appointed at an annual general meeting prior to the adoption of the Articles | 31 March 2026 |