

THE COMPANIES ORDINANCE, (CHAPTER 32)

A Company Limited by Guarantee
and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF THE

CHINA HONG KONG RAILWAY INSTITUTION (中国香港铁道学会)

1. The name of the Company is the "CHINA HONG KONG RAILWAY INSTITUTION". It is hereafter referred to as the Institution.
2. The registered office of the Institution will be situated in Hong Kong.
3. The objects for which the Institution is established are :-
 - (a) To promote and encourage amongst members of the Institution, the acquisition and exchange of both general and technical knowledge of planning, design, construction, operation, inspection, maintenance and renewal of railway works and other associated railway and railway related topics.
 - (b) To encourage lectures, discussion, publication and where considered appropriate, research about planning, design, construction, inspection, maintenance and renewal of Railway works and other associated railway and railway related topics.
 - (c) To publish and distribute for the use of its members any relevant material that will encourage the exchange of information, ideas and knowledge to the benefit of all.
 - (d) To create an environment which will promote fellowship between its members.
 - (e) To foster close ties with societies, associations and/or institutions world-wide who have similar objects, especially in the People's Republic of China.
 - (f) To raise funds and/or secure payment(s) of money in such a manner as the Institution shall think fit for the purpose of furthering its objects.
 - (g) To appeal for, accept and receive any property, endowment, legacy, bequest, gift, loan, or other form of financial support for any purposes within the objects of the Institution and to act as trustees and managers thereof, including but not limited to the following :-
 - (g1) To invest the funds of the Institution in such manner and to such extent as the Executive Committee thinks appropriate or expedient.
 - (g2) To assist fellows and members to gain maximum opportunities in Hong Kong and international markets.
 - (g3) To facilitate the growth and sustainability of the railway industry for the good of society.
 - (h) To insure with any company or person against losses damages risks and liabilities of all kinds which may affect the Institution, its members, Executive Committee Members and/or the employees of the Institution.

- (i) To make reciprocal arrangements with other societies, associations and/or institutions of a similar nature to share experience and to exchange information and generally to co-operate with such other societies, associations and/or institutions to facilitate and assist in the conduct of the Institution's functions.
- (j) To pay its preliminary and incorporation expenses.
- (k) To make charitable donations.
- (l) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Institution and to remunerate any person or persons for services rendered in the promotion and establishment of the Institution by payment in cash, or in any other manner allowed by law for the purpose of furthering its objects.
- (m) To support or, as the case may require, oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or, as the case may be, prejudice the Institution's interests.
- (n) To establish, promote and otherwise assist, any company or companies for the purpose of furthering any of the objects of the Institution.
- (o) To establish and procure the registration of, and to direct, manage and maintain, any agency or branch of the Institution in any part of the world in connection with the objects of the Institution or one or more of them for the purpose of furthering its objects.
- (p) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED that each object specified in each paragraph of this Clause shall unless therein provided to the contrary be regarded as an independent object and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or paragraphs and shall be capable of being pursued as an independent object either alone or in conjunction with one or more of the objects specific in the same or in any other paragraph or paragraphs.

AND IT IS HEREBY PROVIDED THAT

- (A) In case the Institution shall take or hold any property which may be subject to any trusts, the Institution will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (B) The objects of the Institution shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (C) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
4. (a) The income and property of the Institution, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institution as set forth in this Memorandum of Association.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Institution shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Institution.
 - (c) No Executive Committee Member shall be appointed to any salaried office of the Institution, or any office of the Institution for which he receives any fee, salary, benefit and/or other form of remuneration, and no remuneration or other benefit in money or money's worth (except as provided in (e) below) shall be given by the Institution to any Executive Committee Member.
 - (d) Nothing herein shall prevent the payment, in good faith, by the Institution of reasonable and proper remuneration to any officer or servant of the Institution, or to any member of the Institution not being an Executive Committee Member in return for any services actually rendered to the Institution.

(e) Nothing herein shall prevent the payment, in good faith, by the Institution :-

(i) to any Executive Committee Member of out-of-pocket expenses;

(ii) of interest on money lent by any member of the Institution or any Executive Committee Member at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong Association of Banks;

(iii) of reasonable and proper rent for premises demised or let by any member of the Institution or by any Executive Committee Member;

(iv) of remuneration or other benefit in money or money's worth to a body corporate in which any member of the Institution or any Executive Committee Member 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.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

5. The liability of the members is limited.

6. Every member of the Institution undertakes to contribute to the assets of the Institution, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Institution contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars.

7. If upon the winding up or dissolution of the Institution there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institution, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Institution, 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 Institution under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institution at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable societies, associations and/or institutions.

8. True accounts shall be kept of the sums of money received and expended by the Institution, and the matter in respect of which every such receipt and expenditure takes place, and of the property, credits and liabilities of the Institution, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institution from time to time, shall be open to the inspection of the members. Once at least in every year, the accounts of the Institution shall be examined and the correctness of the balance sheet ascertained and certified by duly appointed auditor or auditors.

WE, the several persons, whose names, addresses and descriptions are given below, are desirous of being formed into a company in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Executive Committee members

LAU, Tin Shing

WONG, Wing Kin

KEEFE, Richard Michael

LEUNG, Sze Kwan

CHAN, Hon Tao

TAM, Wai Keung Billy

YAU, Pui Tan Paul

CHAN Wing Tak

LO, Po Hing Paul

HARDY, Bill

LAM, Sai Hung

CHIU, Yu Ying Edmond

SO, Koon Leung

CHAN, Walter

WONG, Roy

YEUNG, Tak Chi Michael

YANG, Morgan

Dated this th day of 2011.

WITNESS to the above signatures :-

Original signed by

THE COMPANIES ORDINANCE, (CHAPTER 32)

A Company Limited by Guarantee
and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF THE

CHINA HONG KONG RAILWAY INSTITUTION (中国香港铁道学会)

GENERAL

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

Words	Meanings
These presents	These Articles of Association, and the regulations of the Institution from time to time in force.
Patron	The individual whom the Executive Committee determines to be appropriate and reputable in the community; and who has (i) devoted to support the Institution in achieving its objects set down in the Memorandum of Association, (ii) been invited by the Executive Committee to become the Patron of the Institution and (iii) accepted such invitation.
Executive Committee	The Executive Committee of the Institution which members are elected in pursuance of this Articles of Association and which is the Council of Management or Governing Body of the Institution for the time being or a term to be determined at the Annual General Meeting and which is equivalent to the board of directors of a company incorporated and registered pursuant to the Companies Ordinance (Cap.32).
Executive Committee Member	Any one of the members of the Executive Committee of the Institution and shall include the Chairman, Secretary, Assistant Secretary, Membership Secretary, Mainland Affairs Secretary and Treasurer and who is equivalent to a director of a company incorporated and registered pursuant to the Companies Ordinance (Cap.32).
President	A past Chairman of the Institution who has served the Institution as one of the Executive Committee Members, and has actively involved in the activities which are beneficial to the Institution and has great influence on the Institution and/or the Railway industry and has been nominated and appointed by the Executive Committee in office and has accepted such appointment.

Vice-President:	An Executive Committee Member of the Institution who assists the President to discharge his duty and has been nominated and appointed by the Executive Committee in office and has accepted such appointment.
Chairman	Chairperson of the Executive Committee.
Vice-Chairman	Act as Chairman of the Executive Committee in his absence for whatever reasons.
Secretary	Secretary of the Executive Committee, who is equivalent to the secretary of a company incorporated and registered pursuant to the Companies Ordinance (Cap.32).
Assistant Secretary	An officer who assists the Secretary of the Executive Committee in his duties and act as Secretary of the Executive Committee in his absence for whatever reasons.
Mainland Affairs Secretary	An officer of the Executive Committee who is responsible for most of the mainland affair issues.
Membership Secretary	An officer of the Executive Committee who is accountable to Executive Committee for administration of all membership affairs, including collection and recording of subscriptions, issuing of receipts for the same and remitting all monies collected to the Treasurer.
Treasurer	Treasurer of the Executive Committee.
Officers	Officers as defined in Article 56.
General Meeting	General meeting of the Institution.
Annual General Meeting	General meeting to be held annually.
Hong Kong	The Hong Kong Special Administrative Region.
The Office	The registered office of the Institution.
The Ordinance	The Companies Ordinance (Cap.32).
The Seal	The common seal of the Institution.
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form.
Member of the Institution or member	A person whose name is on the register of members of the Institution and who will on the adoption of these Articles or subsequently thereto belong to any one of the several grades of membership into which the members of the Institution are divided into under these Articles of Association.
The Institution	China Hong Kong Railway Institution

2. (a) Subject headings are for identification purposes only and have no legal effect.
- (b) Words importing the singular number only shall include the plural number, and vice versa.
- (c) Words importing the masculine gender only shall include the feminine gender and vice versa.

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

3. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Cap. 32, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance, unless otherwise specified.

4. The Institution is established for the purpose expressed in the Memorandum of Association.

CONSTITUTION

5. (a) The members of the Institution as at the date of the adoption of these Articles and such other persons as the Executive Committee shall elect to membership in accordance with the provisions hereinafter contained shall be members of the Institution and shall be entered in the register of members accordingly.

(b) For the purpose of registration, the number of members of the Institution is declared not to exceed 3000.

6. Members of the Institution shall be divided between the following grades of membership :-

(a) Honorary Fellow. This grade shall comprise :-

Those of any other grades of membership who are considered by the Chairman and Executive Committee for the time being in office, to have rendered outstanding service to the Institution, or other persons who are considered by the Chairman and Executive Committee in office to be worthy of entry at the grade of Honorary Fellow.

(b) Fellow. This grade shall comprise :-

Persons who are or were employed by a railway undertaking with senior capacity, or other persons who hold, or have held, equivalent appointments, and have a professional interest in promoting Railway industry and the aims and objects of the Institution, and achieved a qualification satisfied by the Chairman and Executive Committee for the time being in office to be worthy of entry at the grade of Fellow.

(c) Member. This grade shall comprise :-

Persons who actively are employed in the planning, design, construction, inspection, maintenance and/or renewal of Railway and/or those persons who have retired from active employment in such Railway works or associated works.

(d) Associate Fellow. This grade shall comprise :-

(i) Persons who are or were employed by a railway undertaking as senior capacity other than those in (b) and (c) above, or other persons who hold, or have held, equivalent appointment; or

(ii) Persons of similar standing who have a professional interest in promoting the aims and objects of the Institution.

(e) Associate Member. This grade shall comprise :-

Persons other than those as listed in (a) to (d) above and who are considered by the Chairman and Executive Committee for the time being in office to be worthy of entry at the grade of Associate Member.

(f) Student Member. This grade shall comprise :-

Persons for election to the class of Student Member shall be supported by one of the Hong Kong Tertiary Institutions. They shall satisfy the Chairman and the Executive Committee that:-

- (i) they have received a good general education; or
- (ii) they are following a form of professional education in engineering which has been approved by the Chairman and the Executive Committee.

MEMBERSHIP

7. Every applicant for election as a member of the Institution shall make application in writing in such form as may from time to time be prescribed by the Executive Committee and, upon acceptance for membership, the signature thereof by the applicant shall be deemed to be an agreement by him to be bound by the Memorandum and Articles of Association of the Institution and any alteration thereto and any regulations and bye-laws from time to time made by the Institution. The application shall specify the grade of membership to which the applicant desires to be admitted and shall contain proof of eligibility for the grade for which the application has been made. Each candidate shall be proposed by one member and seconded by another member. Application forms are to be submitted to the Membership Secretary.
8. The election of members shall be vested in the Executive Committee who shall have full and absolute power and authority to refuse any application without assigning any reason for such refusal.
9. Every application shall be considered by the Executive Committee and if it be approved by the majority of the Executive Committee Members voting thereon, the applicant shall forthwith be liable to pay the amount of his subscription in accordance with Article 14 thereof and upon payment his name shall be entered in the register of members and the applicant shall become a member of the Institution accordingly.
10. On being elected, every member shall receive a certificate of membership together with a copy of the Memorandum and Articles of Association of the Institution. On paying his subscription every member shall receive annually a receipt certifying his membership for that year.
11. Any Honorary Fellow, Fellow, Member, Associate Fellow or Associate Member having occasion to designate himself as belonging to the Institution shall state the grade to which he belongs according to the following abbreviated forms, namely :-
- HFCHKRI, FCHKRI, MCHKRI, AFCHKRI, AMCHKRI
12. The transfer of members to a different grade of membership shall be in accordance with a form provided by the Institution for that purpose. Each application shall be sponsored by two members with personal knowledge of the candidate and the form shall be submitted to the Membership Secretary for consideration of the Executive Committee who shall have power to make the transfer if it sees fit.
13. Each member shall be held responsible for his correct place of residence being duly entered on the register of members and for keeping the Membership Secretary advised of any changes to his registered address.

ENTRANCE FEES AND SUBSCRIPTIONS

14. The members of the Institution shall (subject as hereinafter mentioned) pay annual subscriptions and entrance fees of such amount as the Institution in General Meeting may from time to time determine. Unless and until otherwise so determined the annual subscriptions and entrance fees shall be as published in the Institution's proceedings from time to time.
15. All annual subscriptions shall be payable in advance to the Institution on the first day of January each year. It shall be the duty of the Membership Secretary to collect the subscriptions from members and to remit same to the Treasurer as soon as possible.
16. The names of members whose subscriptions are more than twelve months in arrears and which have not been paid within three months after the issuance of the notices by the Institution demanding such payments, shall be removed from the register of members, but the Executive Committee shall have power to restore or retain such members' names on such terms as it may think fit.
17. Any member intending to withdraw from membership of the Institution may do so if he shall signify his intention by prior notice in writing to the Membership Secretary at least seven days before the ensuing year's subscription becomes due; otherwise he shall be liable to pay the same whether he remains a member of the

Institution or not. Provided that if the Executive Committee has already served upon the member a Notice of Meeting under Article 18 such resignation shall not take effect unless the Executive Committee in lieu of exercising the power of dismissal or expulsion conferred by that Article accepts the resignation at such meeting.

EXPULSION FROM THE INSTITUTION

18. The Executive Committee shall have power to admonish, dismiss, or expel from the Institution or call for and accept the resignation of any member who shall commit a breach of the Memorandum of Association or Articles of Association, or lawful by-laws, or other regulations of the Institution on a majority of not less than two-thirds of the Executive Committee Members present at a meeting convened for that purpose, without prejudice to the right of the Institution to recover any arrears of subscription or other money which may be due from him to the Institution. The member so affected shall be given at least fourteen days' notice in writing of such meeting, and he may attend and make such explanation as he may think fit.

19. Any member expelled from the Institution, or otherwise ceasing his connection with it, shall forfeit his subscription and all his right to the property or to inquire into the affairs of the Institution, and shall within fourteen days of his ceasing to be a member give up his possession of his certificate of membership and any property belonging to the Institution of whatsoever kind and return them to the Membership Secretary or such person as may be duly appointed by Executive Committee to receive the same.

GENERAL MEETING

20. The Institution shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

21. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

22. The Executive Committee may whenever they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened by the Executive Committee upon receipt of the written request of at least 10% of the members. If there are not within Hong Kong sufficient Executive Committee Members capable of acting to form a quorum of Executive Committee to convene an Extraordinary General Meeting as requested by such members, any director or any 2 members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

23. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Ordinance entitled to receive such notices from the Institution; but with the consent of all the members having the right to attend and vote thereat, a meeting may be convened by such notice as those members may think fit.

24. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure accounts and balance sheets, and the reports of the Executive Committee, Secretary, Treasurer, and Auditors, the election of Executive Committee Members and other Officers in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditor(s).

26. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Save as herein otherwise provided ten members personally present and entitled to vote shall be a quorum.

27. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the request of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Chairman shall appoint, and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting the members present and entitled to vote shall be a quorum.

28. The Chairman, or in his absence, one of the past Chairman (to be selected by the Executive Committee Member(s) present at the General Meeting) shall preside as the chairman at the General Meeting. If at any meeting no one of them shall be present within fifteen minutes after the time appointed for holding the meeting or if no one of them shall be willing to preside, the members present and entitled to vote shall choose one of the Executive Committee Members, or if no Executive Committee Member shall be present, or if all Executive Committee Members present decline to take the chair, the members present and entitled to vote shall choose one member present and entitled to vote to preside as the chairman of such meeting.

29. The Chairman may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to receive any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman, or by at least three members present in person or by proxy and entitled to vote, or by a member or members present in person or by proxy and entitled to vote and representing one-tenth of the total voting rights of all members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institution shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

31. Subject to the provisions of Article 32, if a poll is demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. No poll shall be demanded on any question of adjournment. A poll demanded on the election of a chairman of a meeting shall be taken forthwith.

33. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

34. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

35. Subject as hereinafter provided, every member shall have one vote.

36. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum which shall be due and payable to the Institution in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

37. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. No person shall act as a proxy if he is not entitled to be present and vote in his own right.

38. The instrument appointing a proxy shall be in writing and signed under the hand of the appointer or his attorney duly authorised in writing.

39. The instrument appointing a proxy or a notarially certified of office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

40. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office twenty-four hours before the commencement of the meeting or adjourned meeting at which the proxy is used.

41. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

"I
"of
".....*..... of the China Hong Kong Railway Institution and entitled "
"to be present and to vote, hereby appoint
".....*..... of the Institution of
"and failing him
"of
".....*..... of the Institution who is also entitled to be present "
"and vote, to vote for me and on my behalf at the [Annual or
"Extraordinary, or Adjourned, as the case may be] General Meeting
"of the Institution to be held on the day of
"and at every adjournment thereof.
"As witness my hand this day of 20 "

*Insert grade of membership in the Institution

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

EXECUTIVE COMMITTEE OF MANAGEMENT

42. (a) Until otherwise determined by a General Meeting, the Executive Committee shall consist of:-
The Officers as defined in Article 56.
- (b) All Executive Committee Members holding office by virtue of nominations made as aforesaid shall vacate office at the Annual General Meeting but shall be eligible for re-nomination. The places of Executive Committee Members so vacating office shall be filled by the persons who prior to the Annual General Meeting shall have been nominated for the purpose.
43. The Executive Committee may from time to time and at any time appoint any member of the Institution as an Executive Committee Member to fill a casual vacancy on the Executive Committee. Any member so appointed shall retain his office until the next Annual General Meeting, but he shall then be eligible for re-appointment.
44. No person who is not a member of the Institution shall in any circumstances be eligible to hold office as an Executive Committee Member.

POWERS OF THE EXECUTIVE COMMITTEE

45. The business of the Institution shall be managed by the Executive Committee, who may exercise all such power of the Institution, and do on behalf of the Institution all such acts as may be exercised and done by the Institution, and as are not by statute or by these presents required to be exercised or done by the Institution in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institution, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institution in General Meeting, but no regulation made by the Institution in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid as if such regulation had not been made.

46. The Executive Committee Members for the time being may act notwithstanding any vacancy in the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

47. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

48. Any Executive Committee Member may, and on the request of any Executive Committee Member the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon all Executive Committee Members. An Executive Committee Member who is absent from Hong Kong shall not be entitled to notice of a meeting.

49. If at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting or if he is unwilling to preside, the Executive Committee Members present shall choose the Vice Chairman to be chairman of the meeting, or in his absence, shall choose one of the Executive Committee Members present to be chairman of the meeting.

50. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institution for the time being vested in the Executive Committee generally.

51. The Executive Committee may delegate any of their powers to committees consisting of such Executive Committee Member(s) as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.

52. All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as an Executive Committee Member, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be an Executive Committee Member.

53. The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings of all meetings of the Institution and of the Executive Committee and of Committees of the Executive Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the fact therein stated.

54. A resolution in writing signed by all Executive Committee Members for the time being or all members of any sub-committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such sub-committee duly convened and constituted.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

55. The office of an Executive Committee Member shall be vacated :-
- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he ceases to be a member of the Institution.
 - (d) If by notice in writing to the Institution he resigns his office.
 - (e) If he ceases to hold office by reason of any order made under the Ordinance.
 - (f) If he is removed from office by a resolution duly passed pursuant to the Ordinance.

OFFICERS

56. The Officers of the Institution shall consist of a Chairman, Vice Chairman, President, Vice-President, Secretary, Assistant Secretary, Treasurer, Membership Secretary, Mainland Affairs Secretary and such other Officers as the Institution in General Meeting, on Executive Committee's recommendation, may decide are necessary. All Officers must be members of the Institution and shall be elected at the Annual General Meeting in each year. They shall be eligible for re-election to the same or any other Officer, if deemed advisable by the Executive Committee.
57. The number of Executive Committee Members shall be limited up to nine (9) in total.
58. The Secretary shall amongst other things keep a copy of all correspondence, a register of names and addresses of members in accordance with Article 9 and other articles in these presents; the Minutes of meetings of the Institution and of the Executive Committee and of sub-committees of the Executive Committee, and attend to all duties prescribed by these presents and to any others which may be necessary for the welfare of the Institution.
59. The Membership Secretary shall receive and record all subscriptions, give a printed receipt for monies received and remit the same to the Treasurer as soon as possible. The Treasurer shall keep a cash account, a ledger account of expenses, and under the name of the Institution, deposit forthwith with such Bankers as the Executive Committee may direct all monies received, produce at each Executive Committee meeting the Bank Pass Book or other form of Receipt from the Bankers, made up to date, and pay all accounts approved by Executive Committee.

NOMINATION OF OFFICERS

60. No person not being an officer retiring at the meeting shall unless recommended by the Executive Committee for election, be eligible for election as an Officer at any General Meeting unless, within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by not less than two members duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for the Office, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
61. In addition and without prejudice to the provisions of the Ordinance, the Institution may by Ordinary Resolution remove any Executive Committee Member before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

THE SEAL

62. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two Executive Committee Members and of the Secretary, and the said Executive Committee Members and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any person bona fide dealing with the Institution such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

63. The Treasurer shall cause accounting records to be kept at the Office, or at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the members.

64. The Executive Committee 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 the Institution, or any of them, shall be open to the inspection of members, not being Executive Committee Members, and no member (not being an Executive Committee Member) shall have any right of inspecting any account or book or document of the Institution except as conferred by statute or authorised by the Executive Committee or the Institution in General Meeting.

65. The Executive Committee shall from time to time cause to be prepared and to be laid before the Institution in General Meeting such income and expenditure accounts, balance sheets, and reports as shall be required by the Ordinance.

66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institution in General Meeting, together with a copy of the Auditor's report and the Chairman's report, shall not less than twenty-one days before the date of the meeting be sent to every member of the Institution : Provided that this Article shall not require a copy of these documents to be sent to any member of whose address the Institution is not aware or not within Hong Kong.

AUDIT

67. Once at least in every year the accounts of the Institution shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

68. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

NOTICES

69. A notice may be served by the Institution or the Executive Committee upon any member, either personally or by sending it through the post in a pre-paid letter or by electronic mail, addressed to such member at his registered address as appearing in the register of members.

70. Any member described in the register of members by an address not within Hong Kong who shall from time to time give the Institution an address within Hong Kong at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Ordinance, only those members who are described in the register of members by an address within Hong Kong shall be entitled to receive notices from the Institution.

71. Any notice, if served by ordinary 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 proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter and has not been returned undelivered.

WINDING-UP

72. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Institution shall have effect and be observed as if the same were repeated in these Articles.

WE, the several persons, whose names, addresses and descriptions are given below, are desirous of being formed into a company in pursuance of these Articles of Association:-

Names, Addresses and Descriptions of founder members

Executive Committee of CHKRI 2011

Lau, Tin Shing/President

Wong, Wing Kin/Chairman

Keefe, Richard Michael/Vice Chairman

Leung, Sze Kwan/Secretary

Chan, Hon Tao/Treasurer

Yau, Pui Tan Paul/Membership Secretary

Tam, Wai Keung Billy/Mainland Affairs Secretary

Chan Wing Tak/Assistant Secretary

Committee Members

Lo, Po Hing Paul

Hardy, Bill

Chan, Walter

Lam, Sai Hung

CHIU, Yu Ying Edmond

So, Koon Leung

WONG, Roy

Yeung, Tak Chi Michael

Yang, Morgan

Dated this day of 2011.

WITNESS to the above signatures :-