

THE COMPANIES ORDINANCE (CHAPTER 622)

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

Corporate Secretaries International Association Limited

Incorporated on 10 February 2017

HONG KONG

編號: 2483752
No.

副本 [COPY]

公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

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本人謹此證明
I hereby certify that

Corporate Secretaries International Association Limited

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is

有限公司。
a limited company.

本證明書於二〇一七年二月十日發出。
Issued on 10 February 2017.

(Sd.)

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香港特別行政區公司註冊處處長鍾麗玲
Ms Ada L L CHUNG
Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

Articles of Association of

Corporate Secretaries International Association Limited

Preliminary

1. Company Name

The name of the company is “**Corporate Secretaries International Association Limited**” (and in these articles, it is called the “Association”).

2. Registered Office

The registered office of the Association shall be in Hong Kong.

3. Interpretation

(1) In these articles:

Affiliate Organisation means a national organisation invited by the Council to take part in activities which support the activities of the Association. The Council may make regulations about them and set and levy subscriptions or fees to be paid by them to the Association but Affiliate Organisations may not vote or hold office of the Council or Committees. Their representative may attend the Council and Committee meetings at the invitation of the Council or be delegated authority and may speak and put forward written documents for discussion but may not vote at the Council meetings or Committee meetings.

Articles means the articles of association of the Association.

Company Secretary means the company secretary for the time being of the Association for the purpose of the provisions of the Ordinance.

Committee means a committee of the Council.

Council means the Council of the Association established pursuant to Article 13.

Councillor means a member of the Council.

country means a territory:

- (a) Which is defined by internationally recognised boundaries, within which a community is permanently established for a political end, independently of external control and usually constituting a nation;
- (b) Or which, while lacking one or more of, but not all, the characteristics specified in the paragraph (a) above, is:
 - (i) Governed under one system of law by one supreme authority; or
 - (ii) By reason of its history and tradition, generally regarded as a separate country.

Executive Committee means the executive committee of the Association.

Executive Committee Member means a member of the Executive Committee, his/her duties and responsibilities are also equivalent to director's that are stipulated in the Ordinance.

financial year means a financial year of the Association as may be decided by the Council from time-to-time.

Full Member or Full Member Organisation means a National Organisation invited by the Council to take part in activities which support the activities of the Association. Each of these Full Members or Full Member Organisations is entitled to nominate a representative to be a member of the Council who has the right to attend, speak and vote at the Council meetings or Committee meetings.

Member or Member Organisation means Full Member Organisation.

month means calendar month.

National Organisation means any organisation of members of professional bodies promoting secretaryship and/or good governance or of a branch of such a body co-extensive in territorial scope with any country which can, in the opinion of the Council, reasonably claim to be substantially representative in that country of the members of the corporate secretarial profession or of the branch concerned, as the case may be.

Objects means the objects of the Association as expressed in these Articles.

Officer means any of the President, Vice President, Treasurer or Secretary all of whom shall be elected in accordance with these Articles.

Ordinance means the Companies Ordinance, Chapter 622, and every other ordinance incorporated therewith, or any ordinance substituted therefor and in the case of any such substitution the references herein to the provisions of the Ordinance shall be read as the provisions substituted therefor in the new Ordinance and including related subsidiary legislations.

Practitioners means individuals in the field of secretaryship and governance including (but without limiting the generality) the following:

- (a) A member of a nationally recognised professional body (such a body may also be internationally recognised) that has a nationally or internationally recognised 'Charter' from, or which is formed under a statute by, a United Nations recognised government to qualify and discipline its members. Such a body must have a recognised professional qualifying scheme and process and be dedicated to further the study and practice of secretaryship as well as the promotion of good governance through the role that chartered/corporate/company/certified/ board secretaries or other governance professionals play within an organisation either as employees or as independent professionals. The national body must also have in place a recognised professional development programme, code of conduct, disciplinary process and other systems and processes associated with a competent professional body.
- (b) A person serving in the role of a chartered/corporate/company/certified/board secretary or other governance professionals who is suitably and professionally qualified to serve in such a role under the laws/regulations of the country in which they reside or in which the company which engages them is

incorporated and/or registered and/or listed on the stock exchange.

- (c) A person versed in various aspects of governance and administration of corporate bodies and other organisations and who, by way of a nationally recognised professional or academic qualification, is suitably qualified and experienced to be recognised as such by the relevant regulatory or academic bodies of the country in which they reside or the relevant regulatory authorities of the country in which the company which engages them is incorporated and/or registered and/or listed on the stock exchange.

Reporting Documents means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance.

Representative Councillor means each Councillor designated as such from time-to-time by each Member Organisation pursuant to these Articles.

Reserved Matter means any of the following:

- (a) Any decision relating principally to the finances of the Association other than matters affecting the dues payable by Member Organisations (the decision of the chairperson of the meeting as to whether a matter does so relate being final and binding);
- (b) Any resolution to amend the establishment and composition of Committees or to adopt or amend any by-laws adopted by the Council;
- (c) Any resolution to amend the definition of Reserved Matter in these Articles or to change the membership and proceedings of the Executive Committee or the composition of Officers.

Secretariat means any staff employed either permanently or on a temporary basis by the Association.

year means a calendar year.

- (2) Except where the context otherwise requires, words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- (3) 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 the Association.
- (4) 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.

Objects

4. Objects

The objects for which the Association is established are specifically expressed below:

- (1) To promote throughout the world the professional status of suitably qualified chartered secretaries, corporate secretaries, company secretaries, certified secretaries, board secretaries, governance professionals and other professionals with similar specialist governance qualities or skills to the public, government, regulators, the business community and international organisations.
- (2) To establish and maintain throughout the world good relations and exchanges between organisations dedicated to the promotion and practice of secretaryship and/or the

promotion of good governance which will enable and encourage the establishment of common aims and objectives to be pursued by chartered secretaries, corporate secretaries, company secretaries, board secretaries, governance professionals or similar other professionals who are Practitioners as defined in Article 3(1).

- (3) To assist such organisations throughout the world to develop and improve their services and professionalism of their members.
- (4) To assist in the creation of such organisations in countries or regions in which they do not currently exist.
- (5) In relevant areas in both the private and public sectors:
 - (a) To promote the growth, development, study and practice of secretaryship;
 - (b) To promote and advocate good governance;
 - (c) To assist Practitioners to develop and improve their services and professional standards;
 - (d) To promote and carry out research into good governance and secretaryship.
- (6) To promote and recommend uniformity in governance standards.
- (7) To raise awareness and visibility of secretaryship and its Practitioners and to actively promote these in terms of recognition, influence and respect to national governments and their supplementary/sponsored organisations, international organisations and the global business community.
- (8) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association 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 Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5. Application of income and property

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects as set out in these Articles.
- (2) Subject to Sub-Article (3) below, none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member.
- (3) The requirement under Sub-Article (2) above does not prevent the payment by the Association:
 - (a) of reasonable and proper remuneration to a Member for any goods or services supplied by him or her to the Association;
 - (b) of reimbursement to a Member for out-of-pocket expenses properly incurred by him or her for the Association;

- (c) of interest on money lent by a Member to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate for Hong Kong dollars loans prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited or another licensed bank as defined by the Banking Ordinance that is supervised by the Hong Kong Monetary Authority and approved by the Council;
- (d) of rent to a Member for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
- (e) of remuneration or other benefit in money or money's worth to a body corporate in which a Member 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.

Members

6. Number and Liabilities or Contributions of Members

- (1) The number of Members of the Association shall not exceed 1,000.
- (2) The liability of the Members is limited. No Member shall by reason of membership of the Association be liable for any debt or obligation of the Association in the absence of any express promise or agreement in writing by such Member to accept such liability.
- (3) Every Member (defined in these Articles) undertakes to contribute to the assets of the Association in the event of its being wound up while it is a Member, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before it ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10 (Ten Hong Kong dollars).

7. Eligibility for Organisational Membership

The founder members who signed these Articles are the first Full Member Organisation. Any National Organisation shall, subject to Articles 8(7) and 8(8), be eligible to become a Full Member Organisation.

8. Admission as a Member Organisation

- (1) The Council shall define and publish the process and procedures for admission to membership of the Association.
- (2) Any organisation wishing to apply for admission as a Member Organisation shall make application to the Council in writing accompanied by:
 - (a) A copy of its constitution or other rules and a summary of the background, history and objectives of the organisation;
 - (b) The names, addresses, telephone and fax numbers and e-mail addresses (if any) of its president, senior officer and other officers;
 - (c) A certificate signed by an officer of the applicant stating the number of the applicant's own members;

- (d) Payment of an initial non-refundable registration fee as set from time-to-time by the Council; and
 - (e) Payment of the annual dues for the then current year as set from time-to-time by the Council.
- (3) The Council may require any additional information necessary to judge the qualifications of the applicant for membership.
- (4) As soon as practicable particulars of the application shall be furnished to all Full Member Organisations (if any) in the country of the applicant and their views sought within a reasonable time limit (as specified by the Council from time-to-time) as to the qualifications of the applicant with respect to membership.
- (5) **Should there be, in the opinion of the Council, in any one country more than one National Organisation with competing claims to represent in that country the interests as a whole of the members of the profession or of the branch of the profession concerned, as the case may be, the Council may decline to admit to membership as a Full Member Organisation an applicant from that country whose claim is, in the opinion of the Council, inferior to that of a competing organisation in that country, whether or not the competing organisation has already been admitted as a Full Member Organisation.** However, subject to the definition of Affiliate Organisation in Article 3(1) one country may be represented by more than one National Organisation or other quasi-National Organisation if in the opinion of the Council such membership will further the objects of the Association.
- (6) Particulars of every such application (accompanied by any views expressed in accordance with the preceding paragraphs) shall be either provided to Councillors as part of the agenda for a meeting of the Council or forwarded to all Councillors inviting them, within a reasonable specified time limit, to vote upon such application by mail ballot if the period between the application and the next meeting of the Council is more than three months. If the period between application and the next scheduled meeting of the Council is less than three months the vote on whether or not to admit an applicant will occur at a full meeting of the Council. The applicant's particulars shall include an opinion as to the eligibility of the applicant for membership, such opinion to be given by a credentials committee to be appointed by the Council from time-to-time for this purpose.
- (a) Where there is more than one applicant from a country, admission of a second or further National Organisation or quasi-National Organisations is solely at the discretion of the Council. If a National Organisation representative Councillor of the country where an additional National/quasi-National Organisation originates is applying to join the Association, then the sitting National Organisation representative Councillor may only contribute to the debate on whether or not to admit the second or further National/quasi-National Organisation via written submission to the Council. They may not vote either in person or via a ballot on whether or not to admit the applicant. If the vote is to take place during a meeting of the Council, the representative Councillor must not be present in the meeting room during the Council meeting (i.e. they must withdraw from the room where the meeting is being held) when the new applicant's application to join the Association is being discussed and voted upon. After the discussion and vote the representative Councillor may rejoin the meeting at the chairperson's discretion.
- (7) An applicant shall be admitted to membership if such application shall have been

approved by the affirmative vote of two-thirds or more of the members of the Council voting.

- (8) An applicant for admission as a Full Member Organisation whose application has been rejected shall not thereby be debarred from applying again if they are able to bring evidence of changed circumstances or new facts which would, in the opinion of the Council or the appropriate committee (should it be created and sanctioned by the Council), justify a new application, however, an applicant must wait for a minimum of twelve months before submitting a new application.

9. Annual Dues

- (1) Each Member Organisation shall pay such single annual dues as fixed from time-to-time by the Council and within a time prescribed by the Council.
- (2) The Council may in exceptional circumstances waive in whole or in part the dues payable by any Member Organisation.
- (3) Annual dues shall be payable in such currency or currencies as the Executive Committee (subject to any direction by the Council) may specify provided that if payment shall not be possible in the specified currency or currencies by reason of exchange control or similar regulations, payment may be made in such other currency as the Treasurer may approve.
- (4) In the setting of annual dues, initial registration fees and any other regular fees, the Council shall have regard to the need to build reserves and shall set out from time to time the policy for the development and use of such reserves.
- (5) To be eligible for membership benefits, including rights to any part of the Association's assets, a Member Organisation must not be in arrears of annual dues or any monies due to the Association.

10. Cessation of Membership

- (1) A Member may resign at any time by giving notice in writing to the Association.
 - (a) No refund of annual dues paid shall be entertained or given;
 - (b) A Member Organisation is liable for full payment of annual dues if they withdraw from the Association whether it is by way of resignation or expulsion under Article 10(2).
- (2) Any Member may be suspended or expelled by the Council;
 - (a) If ownership and control of such Member Organisation has changed;
 - (b) If the Member Organisation ceases to exist;
 - (c) For just cause including violation of these Articles in a serious manner or for any other conduct prejudicial to the interest and correct functioning of the Association;
 - (d) For any sum due to the Association which is more than 90 calendar days in arrears.
- (3) The Council shall inform the Member of the grounds for suspension or expulsion. A Member shall be entitled to appeal against the decision within 180 calendar days of the date on which the decision is issued to the Member. Any such appeal shall be sent in writing to the Secretary.

- (4) The appeal of a Member (appellant) against the decision of the Council shall be heard by a three-person tribunal. The chairperson of the tribunal shall be a Councillor appointed by the Council. The chairperson of the tribunal shall then select the second member of the tribunal with the third member to be selected by the appellant (provided that the appellant shall not be a member of the tribunal). Members of the tribunal must be members of the Council. The appellant shall be entitled to submit written evidence in support of the appeal within 30 calendar days of the submission of the appeal. Within 180 calendar days from receipt of appellant's appeal, the tribunal shall have considered the appeal and rendered a decision. The appellant shall not be entitled to an oral hearing. The decision of the tribunal shall be final and binding.
- (5) The Council may impose a fine upon a Member Organisation of up to an amount not exceeding three years' annual dues if it believes that a Member Organisation has discredited or could have discredited the Association or has failed to pay its annual dues on time or has, in the opinion of the Council, failed to uphold the standards of the Association by way of action, spoken or written word or in the general spirit of the Association's Objects. The Council shall inform the Member of the grounds for imposing the fine. A Member Organisation may appeal such a ruling during the meeting of Council following the ruling but only after the fine has been paid. Any such appeal shall be sent in writing to the Secretary.

11. Representation of the Association

No Member or group of Members may organise any conference, seminar or other meeting using the name of the Association or represent the Association or take any other action in the name of the Association, without prior authority of the Council. The Council may delegate such authority to the Executive Committee.

The Council

12. Authority, powers and duties of the Council

- (1) The Council shall be the supreme body of the Association.
- (2) Subject to the provisions of these Articles, the Council, without limiting the generality of Article 12(1):
 - (a) Shall have the general supervision and control of the affairs of the Association and accordingly shall supervise and may, if it thinks fit, direct the Executive Committee;
 - (b) Shall have the sole and exclusive authority on behalf of the Association to determine and make statements of policy in relation to issues affecting the secretarial and/or governance profession and/or governance issues;
 - (c) Shall at least once annually receive reports on the activities of the Association during the preceding year from the Executive Committee and such other committees of the Association as it may from time to time require;
 - (d) Shall elect the President, Vice President, Treasurer and Secretary from among the members of the Council;
 - (i) Such officers shall constitute an Executive Committee together with up to an additional eight Councillors elected by the Council (fewer if less than eight Members);

- (e) Shall receive and consider annually the audited accounts of the Association for the preceding year and if appropriate approve;
- (f) Shall receive and consider the budget of the Association for each year;
- (g) Shall have the power to determine the financial year of the Association or other period for which audited accounts shall be prepared;
- (h) Shall appoint the auditors for each financial year or other period;
- (i) Shall fix the dues payable by Member Organisations;
- (j) May appoint and prescribe the duties of the Chief Executive who shall have the right to attend the Council meetings and to speak but not to vote;
- (k) May make honorary appointments;
- (l) May authorise the Executive Committee to:
 - (i) Invest moneys of the Association not immediately required for its Objects in or upon such investments, securities or property in any part of the world as may be thought fit;
 - (ii) Appoint as the Association's investment manager or investment managers (the *Manager*) on such reasonable terms as to remuneration and other matters such person or persons as may be thought fit and may delegate to the Manager the exercise of the power contained in this Article; and
 - (iii) Make such arrangements as may be thought fit for any investments of the Association or income from those investments to be held by a corporate body as nominee for the Association and pay reasonable remuneration as may be thought fit to any corporate body acting as such nominee;
- (m) May approve or accept the appointment of the new representative from the Full Member Organisation as a Councillor;
- (n) May adopt such by-laws or rules of procedure in accordance with Article 45 as it thinks fit;
- (o) Shall decide upon the location of the Secretariat of the Association;
- (p) Shall hear the appeal of Members regarding decisions with respect to fines under Article 10(5).

13. Membership of the Council

- (1) The members of the Council shall be:
 - (a) The Officers who are: the President, Vice President, Secretary and Treasurer;
 - (b) Any Honorary Life President;
 - (c) For the two years immediately following their vacation of office, the immediate past Presidents (though no more than two with the longest serving stepping down);

- (d) Any co-opted members, co-opted pursuant to Article 13(2);
 - (e) One member representing each Member Organisation appointed by that Member Organisation in accordance with Article 13(3) and subject to Article 12(2)(m); and
 - (f) The Chief Executive, if any.
- (2) The Council may co-opt for such term not exceeding three years as the Council may determine any person provided that:
- (a) The number of co-opted Council members at any one time shall not be more than one quarter of the total strength of the Council or a maximum of six members, whichever is less with no more than two co-opted members being from the same Member Organisation; and
 - (b) Any motion for co-option must be passed by a majority of not less than two-thirds of the Councillors present entitled to vote and voting on the co-option resolution.
- (3) Each Member Organisation shall be entitled to appoint one Councillor being subject to Article 12(2)(m):
- (a) The President of that Member Organisation or other senior elected office holder or a person who sits on the ruling body of the Member Organisation or a senior executive;
- (4) A Councillor appointed by a Member Organisation shall be appointed by notice in writing to the President and shall, in the case of a representative Councillor (i.e. a Councillor representing a Member), hold office until notice of a replacement is given to the President.
- (5) A Councillor appointed by a Member Organisation shall represent that Member Organisation in its relationship with the Association, ensuring that the Member Organisation the Councillor represents is at all times fully informed of the work of the Association.
- (6) The Council has the power to remove a Councillor if two-thirds of the members of the Council vote to do so in accordance with the rules of the Council. The Council shall give reasons for the removal of a Councillor.
- (a) The Member Organisation whose Council member has been expelled has the right to replace the expelled Councillor with a new representative subject to Article 12(2)(m).

14. Voting of the Council

- (1) Except as herein otherwise provided all decisions of the Council shall be taken by a simple majority of the Councillors entitled to do so voting in person or by proxy at a meeting of the Council. Councillors have one vote unless appointed as the proxy for another Councillor and subject to Article 14(2).
- (2) Councillors who hold Honorary office of the Association shall not, in that role, be entitled to vote on any resolution.
- (3) Councillors or proxies appointed by a Member Organisation which, by the seventh day before the relevant meeting, has not paid its subscription due for the then current year (or in the case of a meeting before the end of March in any year, due for the preceding year) shall be entitled to attend and speak at any meeting of the Council,

but (unless the Council decides otherwise before the vote is taken) not to vote.

- (4) Subject to Article 14(3), only Councillors appointed by a Full Member Organisation shall be entitled to vote on the election of a Councillor to serve as a member of the Executive Committee.
- (5) If so required by a Councillor present in person or by proxy, and entitled to vote, a decision of the Council shall (subject to Articles 14(3) and 14(4)) be taken as follows:
 - (a) Any decision on a Reserved Matter or a decision to amend the Articles, must be by not less than 75 per cent of the votes cast by such Councillors as, being entitled to do so, vote in person or by proxy (either physically or by electronic means);
 - (b) The chairperson of the meeting shall announce to the meeting before any vote is taken pursuant to Article 14(5) the persons entitled to vote and the votes which they are entitled to cast.
- (6) In the case of an equality of votes on any matter requiring a simple majority the President or other person chairing the meeting shall have the casting vote.

15. Observers of the Council

Upon the invitation of the Executive Committee or the Council, any international organisation having purposes similar or allied to those of the Association may be represented by observers at a Council meeting. Observers may be empowered by the President to attend and to speak but shall not be entitled to vote at the Council meetings. The President may invite or at the request of a Member Organisation shall allow persons who are not Councillors to attend the Council meetings.

16. Meetings and Notice of Council Meetings

- (1) The Council shall meet at least once every year.
- (2) The Council shall also meet on at least one other occasion in each year at such place as may be determined by the Executive Committee unless the President (after consultation with the Executive Committee) shall determine that to do so is unnecessary and would be unduly burdensome, either for the Councillors or for the financial resources of the Association.
- (3) The Council shall also meet at such other times and places as may be decided by the President or by the Executive Committee or upon a written request of one fifth of Councillors after which a meeting must be convened within three months from the receipt of the last signed letter that brings the total number of meeting requests to one fifth of the total number of those entitled to vote.
- (4) Should any Councillor be prevented from attending a Council meeting by reason of Government action effectively denying such Councillor access to the country or other territory in which the meeting is to be held, no decision (except pursuant to Articles 10(2) and 10(5)) shall be taken at any such meeting which could adversely affect that Councillor or Member Organisation whom he/she represents.
- (5) Six voting members in attendance (whether physically or by electronic means) at the commencement of each meeting shall constitute a quorum or, if the Council has less than eight members then three quarters of those eligible to vote.
- (6) The President, or in his absence the Vice President, or in the absence of both of them, another Officer chosen by those Officers present, or if no Officer be present, then a member of the Council elected by the Council shall preside at meetings of the

Council.

- (7) Notice of the date, time and place of, and all material items on the agenda for each Council meeting shall be dispatched not less than 45 days before the meeting to all Councillors and to all Member Organisations, to such address (if any, including electronic address or tax number) as shall have been notified to the Chief Executive (if any) and Secretary for this purpose (but so that it shall not be necessary to dispatch more than one notice in more than one manner) and a copy of which to the Association's auditor, but the accidental failure to dispatch or the non-receipt of any such notice shall not invalidate any of the proceedings at any such meeting.
- (8) The notice must, for a notice calling an annual Council meeting, state that the meeting is an annual Council meeting.
- (9) Any Member Organisation may appoint a proxy to attend, speak and vote in the stead of its Councillor at any meeting of the Council, with power of substitution by the proxy in the case of emergency, provided that:
 - (a) The proxy presents written evidence of his or her appointment by the Member Organisation to the Secretary at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) No proxy shall be appointed otherwise than for a single meeting of the Council, including any adjournment thereof.
- (10) Subject to these Articles, Councillors participate in a Council meeting, or part of a Council 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.
- (11) In determining whether Councillors are participating in a Council meeting, it is irrelevant where a Councillor is located and how they communicate with each other.
- (12) If all the Councillors participating in a Council meeting are not in the same place, they may regard the meeting as taking place wherever the chairperson of the meeting is.

17. Adjournment

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

18. Effect of Councillor's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Councillor who has appointed the proxy:
 - (a) attends in person the Council meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the Councillor is entitled to exercise.
- (2) A Councillor who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a Council meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Councillor.

19. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a Council 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 Council meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a Council 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.

20. Unanimous decisions

- (1) A decision of the Council is taken in accordance with this Article when all eligible Councillors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Councillors or to which each eligible Councillor has otherwise indicated agreement in writing.
- (3) A reference in this Article to eligible Councillors is a reference to Councillors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Council meeting.
- (4) A decision may not be taken in accordance with this Article if the eligible Councillors would not have formed a quorum at a Council meeting.

Executive Committee

21. Executive Committee's general authority

- (1) Subject to the Ordinance, these Articles and to any directions that may from time-to-time be given by the Council, the business, finances and affairs of the Association shall be managed by the Executive Committee, who may exercise all the powers of the Association. An Executive Committee member shall be a director of the Association for the purpose of the Ordinance.
- (2) An alteration of these Articles does not invalidate any prior act of the Executive Committee 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 Executive Committee by these Articles.
- (4) An Executive Committee's meeting at which a quorum is present may exercise all powers exercisable by the Executive Committee Members.

22. Powers and duties of the Executive Committee

- (1) The Executive Committee shall:
 - (a) Comply with the provisions of these Articles;
 - (b) Comply with such directions as may from time to time be given to it by the Council; and
 - (c) Report to the Council giving an account of its administration of the business, finances and affairs of the Association at least once annually or more often if the Council so requires.
- (2) Subject to Article 22(1), the Executive Committee shall have power to manage the business, finances and affairs of the Association and shall have all appropriate or incidental powers to enable it to do so (with full power to delegate), including in particular (but without limiting the foregoing):
 - (a) To manage the finances of the Association, prepare and implement budgets and (if authorised by the Council) exercise all or any of the powers set out in

Article 12(2)(1);

- (b) To determine the timing, venue, fees and programme of and all other issues relevant to the Annual Conference, and to change the timing or venue of the Annual Conference if in its opinion circumstances require;
- (c) To review and if necessary recommend to the Council strategic initiatives and plans;
- (d) To appoint, prescribe the duties and determine the terms of service and remuneration of, supervise and dismiss a Chief Executive and to confer upon him or her, vary and revoke all such powers, duties and responsibilities as may be thought fit including his or her ability to appoint staff as necessary in accordance with the budgetary limitations of the Association;
- (e) To make recommendations to the Council whenever thought fit pursuant to the establishment of Committees and to provide terms of reference (if considered appropriate) for and supervise the activities of any other bodies or committees responsible for conducting any of the activities of the Association (other than the Council);
- (f) To invite corporations or individuals in corporate governance field to collaborate with the Association to pursue the objects of the Association; and
- (g) To exercise the powers under Articles 10(2) and 10(5).

23. Membership of the Executive Committee

The Executive Committee shall consist of **up to twelve members** who shall be:

- (1) The Officers (President, Vice President, Secretary, Treasurer);
- (2) Up to eight Councillors elected in accordance with Article 12(2)(d)(i);
- (3) **Up to four co-opted members** (these need not be the Council members but must be approved by two-thirds of the Executive Committee Members);
- (4) The Chief Executive, if any, should also attend and participate fully in the meetings of the Executive Committee unless specifically requested not to by the Executive Committee; and
- (5) The Chief Executive shall have no vote at the Executive Committee.

24. Proceedings of the Executive Committee

- (1) The Executive Committee shall meet as often as it considers necessary for the despatch of its business and (subject to the provisions of these Articles and any by-laws) shall determine its own procedures.
- (2) Meetings of the Executive Committee shall be convened by or at the discretion of the President or the Chief Executive or any three voting members of the Executive Committee.
- (3) All meetings of the Executive Committee shall be chaired by the President, or if absent, the Vice President or, if absent, another voting member of the Executive Committee chosen by the President or, if no such choice is made, by the Executive Committee Members present.
- (4) Four voting members in attendance (whether physically or by electronic means) at the commencement of each meeting shall constitute a quorum or, if the Executive

Committee has less than eight members then three quarters of those eligible to vote on Executive Committee matters.

- (5) All decisions shall be taken by a majority of those present and voting; provided that any resolution relating to a Reserved Matter shall not be passed or effective unless more than 75 per cent of those voting members present vote in favour of it.
- (6) In the case of an equality of votes on any matter requiring a simple majority, the chairperson of the meeting shall have the casting vote.
- (7) Regulations under Articles 16(10), 16(11), 16(12), 20(1), 20(2), 20(3) and 20(4) applicable to Council and Councillors shall apply to Executive Committee and Executive Committee Members respectively.

25. Delegation by the Executive Committee

The Executive Committee may delegate any but not all of its powers, duties and responsibilities to such committees or subcommittees or individuals (whether or not comprising or including members of the Executive Committee) upon such basis as it thinks fit but is not thereby absolved from its responsibilities under these Articles. For this purpose the Executive Committee may grant signatory power to individuals who need not be the Executive Committee Members.

26. Conflicts of interest

- (1) This article applies if:
 - (a) an Executive Committee Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
 - (b) the Executive Committee Member's interest is material.
- (2) The Executive Committee Member must declare the nature and extent of his/her interest to the other Executive Committee Members in accordance with section 536 of the Ordinance.
- (3) The Executive Committee Member must neither:
 - (a) vote in respect of the transaction, arrangement or contract in which he/she is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Executive Committee Member contravenes Article 26(3)(a), the vote must not be counted.
- (5) Article 26(3) does not apply to:
 - (a) an arrangement for giving an Executive Committee Member any security or indemnity in respect of money lent by him/her to or obligations undertaken by him/her for the benefit of the Association;
 - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the Executive Committee Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or

- (c) an arrangement under which benefits are made available to employees and Executive Committee Members or former employees and former Executive Committee Members of the Association or any of its subsidiaries, which do not provide special benefits for the Executive Committee or former Executive Committee Members.
- (7) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

27. Supplementary provisions as to conflicts of interest

- (1) An Executive Committee Member may hold any other office or position of profit under the Association (other than the office of auditor) in conjunction with the office of Executive Committee Member for a period and on terms (as to remuneration or otherwise) that the Executive Committee determines.
- (2) An Executive Committee Member or intending Executive Committee Member is not disqualified by the office of Executive Committee Member from contracting with the Association:
 - (a) with regard to the tenure of the other office or position of profit mentioned in Article 27(1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in Article 27(2) or any transaction, arrangement or contract entered into by or on behalf of the Association in which any Executive Committee Member is in any way interested is not liable to be avoided.
- (4) An Executive Committee Member who has entered into a contract mentioned in Article 27(2) or is interested in a transaction, arrangement or contract mentioned in Article 27(3) is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of:
 - (a) the Executive Committee Member holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Articles 27(1), (2), (3) or (4) only applies if the Executive Committee Member has declared the nature and extent of his/her interest under the Articles to the other Executive Committee Members in accordance with section 536 of the Ordinance.
- (6) An Executive Committee Member of the Association may be a director or other officer of, or be otherwise interested in:
 - (a) any company promoted by the Association; or
 - (b) any company in which the Association may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the Executive Committee Member is not accountable to the Association for any remuneration or other benefits received by him/her as a director or officer of, or from his/her interest in the other company unless the Association otherwise directs.

28. Validity of acts of meeting of Executive Committee

The acts of any meeting of Executive Committee or of such committee or subcommittee or the acts of any person acting as an Executive Committee Member are as valid as if the Executive Committee Members or the person had been duly appointed as an Executive

Committee Member and was qualified to be an Executive Committee Member, even if it is afterwards discovered that:

- (1) there was a defect in the appointment of any of the Executive Committee Members or of the person acting as an Executive Committee Member;
- (2) any one or more of them were not qualified to be an Executive Committee Member or were disqualified from being an Executive Committee Member;
- (3) any one or more of them had ceased to hold office as an Executive Committee Member; or
- (4) any one or more of them were not entitled to vote on the matter in question.

29. Record of decisions to be kept

The Executive Committee must ensure that the Association keeps a written record of every decision taken by the Executive Committee under Articles 24(5) and 24(6) or by the Council in accordance with Article 20 for at least 10 years from the date of the decision.

30. Termination of Executive Committee Member's appointment

A person ceases to be an Executive Committee Member if the person:

- (1) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (2) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (3) becomes a mentally incapacitated person;
- (4) resigns the office of Executive Committee Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (5) for more than 6 months has been absent without the Executive Committee's permission from Executive Committee's meetings held during that period; or
- (6) is removed from the office of Executive Committee Member by an ordinary resolution of the Association.

31. Executive Committee Members' remuneration

No Executive Committee Member is entitled to receive any remuneration as an Executive Committee Member.

Company Secretary

32. Appointment and removal of Company Secretary

- (1) The Executive Committee may appoint a Company Secretary for a term, at a remuneration and on conditions they think fit.
- (2) The Executive Committee may remove a Company Secretary appointed by them.

Committees

33. Establishment of Committees

The Council may establish additional committees dedicated to furthering the Objects of the Association.

- (1) The establishment of any such Committee requires at least two-thirds of the Councillors to vote in favour;
- (2) The terms of reference and constitution for each Committee will be set and (if appropriate), approved and reviewed from time-to-time by the Council.

34. Committees Officers and Members

The chairperson and vice-chairperson of each committee must be a member of the Council.

- (1) Voting members of a Committee must be Council members; non-Councillors who will also be non-voting members, may be seconded on a Committee at the request of any member of the Committee subject to a two-thirds vote in favour of such secondment by voting members. There is no limit to the number of non-voting members on a Committee.
- (2) Membership and chairmanship of each Committee must be confirmed by the Council each year.

Officers

35. Officers

- (1) The Officers shall be the President, Vice President, Secretary and Treasurer each of whom shall be elected in accordance with these Articles.
- (2) Subject to Articles 35(4) and 36 and except in the year of incorporation of the Association, the Officers shall hold office for a term of one year beginning on 1 January following election. A person may hold the office of President for no more than three years.
- (3) The President, Vice President, Secretary and Treasurer shall be elected by the Council.
- (4) If the office of President, Vice President, Secretary or Treasurer shall not be filled, the previous holder of that office shall continue in office until such time as a successor shall have been elected by the Council under the provisions of Article 36 below.
- (5) Neither the President nor the Vice President nor the Secretary nor the Treasurer shall hold more than one office at a time.

36. Casual Vacancies of Officers

The Council may fill any casual vacancy in the office of President, Vice President, Secretary or Treasurer (subject to Article 35(5)) and in the case of any vote to fill the vacancy the provisions for election of these Officers shall apply. Any person so appointed shall hold office until the date on which the holder of the position would have ceased to hold office if there had not been a casual vacancy.

37. Duties of Officers

- (1) The President shall:
 - (a) Preside at all meetings of the Council and of the Executive Committee;
 - (b) Chair the Annual Council Meeting;

- (c) Superintend all activities of the Association and make such appointments, subject to such prior consultations, as may be authorised by these Articles; and
 - (d) Subject to ratification by the Council, appoint the chairperson and other members of any Committees of the Council.
- (2) The Vice President shall:
- (a) Perform the duties of the President and exercise the President's authority when the President is absent or otherwise not available; and
 - (b) Perform such other duties as may be assigned by the President, the Council or the Executive Committee.
- (3) The Secretary (with the assistance of the Company Secretary, where necessary and appropriate) shall:
- (a) Be responsible for ensuring compliance with all procedural and constitutional issues; and
 - (b) Be responsible for the organising, running and record keeping of meetings of the Council and the Executive Committee of the Association; and
 - (c) Perform such other duties as may be assigned by the President, the Council or the Executive Committee.
- (4) The Treasurer shall:
- (a) Be responsible for the supervision and administration of the funds of the Association;
 - (b) Supervise the maintenance of the books of account at the offices of the Association;
 - (c) Supervise the receipt of dues and other income and authorise disbursements in accordance with budgets approved by the Executive Committee; and
 - (d) Generally have responsibility for supervising all aspects of the financial affairs of the Association.
- (5) In addition, all Officers shall perform the functions usually performed by such Officers, and those prescribed by these Articles and/or the Council and/or the Executive Committee.

Honorary Appointments and Awards of Certificates of Outstanding Achievement

38. Honorary Life Presidents and Other Honorific Titles

On the recommendation of the Executive Committee, the Council may elect as an Honorary Life President of the Association any person who has held the office of President and who, by virtue of an outstanding and unique contribution to the work of the Association, has advanced substantially the general interests of the corporate secretarial profession and/or good governance and/or the Association.

- (1) Such status shall confer no authority to act on behalf of the Association.

39. Awards of Certificates of Outstanding Achievement

- (1) On the recommendation of the Executive Committee and/or one of its other committees, the Council may decide to award a certificate of outstanding

achievement to any person whose outstanding contribution to the corporate secretarial profession and/or good governance and/or the Association shall be deemed to merit such recognition.

- (2) No nomination of any person to be recommended by the Executive Committee or other committee to the Council for the award of a certificate of outstanding achievement shall be effective unless made in writing to the President specifying in detail how such a person has met the requirements for such recognition as specified in Article 39(1) at least 30 days prior to a meeting of the Executive Committee. The Council shall be provided with notice of any such recommendation by the Executive Committee or other committee at least 30 days prior to the date of the meeting at which the Council will be asked to vote on such recommendation.
- (3) Any holder of a certificate of outstanding achievement shall be listed as such in the annual directory of Members of the Association as a holder of such a certificate, but shall not be entitled to attend Council meetings unless entitled to do so by virtue of any position or capacity they may otherwise hold or have in the Association.

Indemnity and Insurance

40. Indemnification and defence of officers and employees

- (1) Every person who was or is a party or is threatened to be made a party to or is involved in any or threatened, pending or completed action, suit or proceeding because he is or was an Officer, employee or otherwise acting with authority on behalf of the Association shall be indemnified and held harmless by the Association, to the fullest extent permissible by Article 40, against all losses, liabilities and expenses threatened, incurred or suffered by such person in connection therewith. Such rights of indemnification and to be held harmless shall be contract rights enforceable in any manner desired by such person, and shall not be exclusive of any other right which such person may have or hereafter acquire.
- (2) Without limiting the generality of Article 40(1), such person shall be entitled to all relevant rights of indemnification and to be held harmless under any Articles, agreement, vote of members, Councillors or delegates, provision of law or otherwise, as well as all rights under Article 40.
- (3) In furtherance and not in limitation of Article 40(1):
 - (a) The Association shall indemnify and hold harmless such person against all expenses, including fees and expenses for legal services, and against all judgments, fines and amounts paid in settlement reasonably incurred in connection with legal, administrative or investigative proceedings if such person is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason only of the fact that such a person is or was an Officer or otherwise acted with the authority and on behalf of the Association.
 - (b) Article 40 applies to such person in all events if such person acted honestly and in good faith for a purpose which such person reasonably believed to be in the best interests and with the authority of the Association.
 - (c) The termination of any proceedings by judgment, order, settlement, conviction or the entering of a plea of *nolo contendere* or its equivalent shall not, by itself, create a presumption that such person did not act honestly and in good faith and in a manner he believed to be in or not opposed to the best interests and with the authority of the Association or that such person had reasonable

cause to believe the relevant conduct was unlawful.

- (4) The Association shall indemnify the Officers, members of the Executive Committee, the Chief Executive, the Company Secretary or other employees of the Association and any person otherwise acting with authority on behalf of the Association against loss arising from any action or omission bona fide taken or omitted to be taken in connection with the cancellation or change of time or place of any Conference or Council meeting, and may disclaim liability on the part of the Association and may authorise any of the aforementioned persons to disclaim liability in respect of such action or omission.
- (5) Unless it is clear beyond reasonable doubt that Article 40(3)(b) does not permit such action:
 - (a) The Association shall defend any such person at its own expense and hold him or her harmless, but such person may participate in such defence to the extent such person reasonably desires.
 - (b) Expenses incurred by any such person in defending a civil or criminal action, suit or proceeding (as distinguished from the expenses of the Association incurred pursuant to Article 40(5)(a) and including such person's expenses of participation referred to in Article 40(5)(a)) shall be paid by the Association on behalf of such person in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.
- (6) The indemnification and advancement of expenses provided in Article 40 shall continue as to such person even after such person has ceased to hold the office or position which gave rise to the entitlement or otherwise to act on behalf of the Association and shall inure to the benefit of the heirs, executors and administrators of such person.
- (7) Any indemnification under Article 40 (unless ordered by a court) shall be made by the Association as authorised in the specific case upon a determination that such person has met the applicable standard of conduct set forth in Article 40(3)(b). Such determination shall be made by any of the following procedures:
 - (a) By majority vote of the Executive Committee; or
 - (b) By majority vote of the Council with all voting members who were not parties to such action, and not involved in such claim of liability, suit or proceedings, voting; or
 - (c) By independent legal counsel in a written opinion, if so requested either by vote pursuant to Article 40(7)(a) or at a meeting of the Council with all members entitled to do so voting whether or not disinterested.

Miscellaneous Provisions

41. Records of Association

The Executive Committee must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.

42. Accounts

(1) The Executive Committee must prepare annual financial statements and Reporting

Documents for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

- (2) The Executive Committee must keep accounting records of the Association as required by the Ordinance.

43. Means of communication to be used

- (1) Subject to these Articles, anything sent or supplied by or to the Association 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 the Association for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to an Executive Committee Member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that Executive Committee Member has asked to be sent or supplied with such a notice or document for the time being.
- (3) An Executive Committee Member may agree with the Association that notices or documents sent to that Executive Committee Member 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.

44. No right to inspect accounts and other records

A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a Member or Councillor, unless the person is authorised to do so by:

- (1) an enactment;
- (2) an order under section 740 of the Ordinance;
- (3) the Executive Committee; or
- (4) an ordinary resolution of the Association.

45. By-Laws

The Council may adopt such by-laws or rules of procedure, not inconsistent with these Articles:

- (1) Setting out procedures to be followed in the administration, operation or management of the Association or any part of it; or
- (2) Otherwise for the management of the affairs of the Association and may vary, amend or repeal the same as it thinks fit.

46. Amendment to these Articles

- (1) Upon the recommendation of the Executive Committee or a Member Organisation these Articles may be amended by the Council, by not less than 75 per cent of the votes cast by those who, being entitled to do so, vote.
- (2) Notice of any proposed amendments shall be included in or sent before or at the same time as and to the same persons and in the same manner as the notice of the Council meeting.
- (3) Amendments shall take effect on such date or on the fulfilment of such condition or

conditions as the Council shall determine.

47. Dissolution

- (1) The Association may be dissolved by applying *mutatis mutandis* the provisions of Article 46 with respect to amendments to these articles.
 - (2) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (*the net assets*), the net assets shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Article 5 and this Article, such institution or institutions to be determined by a resolution of the Members 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 the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.
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WE, the undersigned, wish to form a company and wish to adopt the articles of association.

Name of Founder Members
<p>Governance Institute of Australia Ltd</p> <p><i>For and on behalf of</i> Governance Institute of Australia Ltd</p> <p>(Sd.) _____ <i>Authorised Signature(s)</i></p>
<p>Institute of Chartered Secretaries of Bangladesh</p> <p><i>For and on behalf of</i> Institute of Chartered Secretaries of Bangladesh</p> <p>(Sd.) _____ <i>Authorised Signature(s)</i></p>
<p>The Hong Kong Institute of Chartered Secretaries 香港特許秘書公會</p> <p><i>For and on behalf of</i> The Hong Kong Institute of Chartered Secretaries 香港特許秘書公會</p> <p>(Sd.) _____ <i>Authorised Signature(s)</i></p>
<p>The Institute of Certified Public Secretaries of Kenya</p> <p><i>For and on behalf of</i> The Institute of Certified Public Secretaries of Kenya</p> <p>(Sd.) _____ <i>Authorised Signature(s)</i></p>

The Institute of Company Secretaries of India

For and on behalf of
The Institute of Company Secretaries of India

(Sd.) _____
Authorised Signature(s)

The Malaysian Institute of Chartered Secretaries and Administrators

For and on behalf of
The Malaysian Institute of Chartered Secretaries
and Administrators

(Sd.) _____
Authorised Signature(s)

Institute of Chartered Secretaries and Administrators of Nigeria

For and on behalf of
Institute of Chartered Secretaries and Administrators
of Nigeria

(Sd.) _____
Authorised Signature(s)

Chartered Secretaries Institute of Singapore

For and on behalf of
Chartered Secretaries Institute of Singapore

(Sd.) _____
Authorised Signature(s)

The Southern African Institute of Chartered Secretaries and Administrators NPC

For and on behalf of
The Southern African Institute of Chartered Secretaries
and Administrators NPC

(Sd.) _____
Authorised Signature(s)

Institute of Chartered Secretaries and Administrators

For and on behalf of
Institute of Chartered Secretaries and Administrators

(Sd.) _____
Authorised Signature(s)

Institute of Chartered Secretaries and Administrators in Zimbabwe

For and on behalf of
Institute of Chartered Secretaries and Administrators
in Zimbabwe

(Sd.) _____
Authorised Signature(s)