香港汽車會

HONG KONG AUTOMOBILE ASSOCIATION

Est. 1918

ARTICLES OF ASSOCIATION

INCORPORATED THE 27TH DAY OF NOVEMBER, 1953

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

HONG KONG AUTOMOBILE ASSOCIATION

is this day incorporated in Hong Kong under the Companies Ordinance, (Chapter 32) and that this Company is limited.

GIVEN under my hand and seal of office this Twenty-seventh day of November, One Thousand Nine Hundred and Fifty-three.

L.S

(Sd.) W. ANEURIN JONES,
Registrar of Companies,
Hong Kong.

The Companies Ordinance, Chapter 32, Section 21

LICENCE TO DISPENSE WITH THE WORD "LIMITED"

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the power conferred on him by Section 26 of The Interpretation Ordinance (Chapter I) been pleased to depute the person for the time being holding the office of Registrar of Companies to exercise and perform on his behalf the duties, discretions and powers vested in him by Section 21 of the Companies Ordinance (Chapter 32).

AND WHEREAS it has been proved to my satisfaction that HONG KONG AUTOMOBILE ASSOCIATION, which is about to be registered under the said Companies Ordinance as an Association Limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Companies Ordinance and that it is the intention of the said Association that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association of the said Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus, or otherwise howsoever by way of profit, to the persons who are Members of the said Association.

NOW THEREFORE I, WILLIAM ANEURIN JONES, Registrar of Companies of the Colony of Hong Kong, in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association, as subscribed by Seven members thereof on the 12th day of November, 1953 do on behalf of His Excellency The Governor by this my License direct HONG KONG AUTOMOBILE ASSOCIATION to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand and Seal of Office at Victoria in Colony of Hong Kong this Twenty-seventh day of November, One Thousand Nine Hundred and Fifty-three.

L.S

(Sd.) W. ANEURIN JONES,
Registrar of Companies.

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

(as amended by Special Resolutions passed on 31st July, 1974, 15th October, 1987, 18th August, 1988, 21st May, 1996, 7th December, 2007, and 18th December, 2009, 25th September, 2014 and 21st September, 2017.)

OF

HONG KONG AUTOMOBILE ASSOCIATION
香港汽車會

Part A: Mandatory Articles

1. The name of the Company is "HONG KONG AUTOMOBILE ASSOCIATION 香港汽車會"

2. The Registered Office of the Association will be situated in Hong Kong.

3. The objects ("Objects") for which the Association is established are:-

   (a) To establish, maintain and conduct an association open to owners and drivers of private motor vehicles of every kind and to all persons interested in motor vehicles ("motorists").

   (b) To procure for the Association recognition by all proper authorities and by the public as the official representative of the motorists in Hong Kong on all issues affecting motorists including access to and control of roads and traffic, taxes on vehicles and use of roads, road safety, environmental issues, licensing of vehicles and motorists, motor sports, consumer protection of motorists and other transport or vehicle related issues.

   (c) To promote and protect the rights of motorists to own and use private motor vehicles for transport, sport and leisure.

   (d) To promote road safety for all road users including the promotion of high safety standards for roads, vehicles, accessories, drivers and other road users and insurance coverage and risk management for road users.

   (e) To promote better understanding of road traffic laws and regulations.

   (f) To promote the use of environmentally friendly vehicles, fuels and environmentally friendly, responsible and safe driving skills and habits.

(g) to do all such other lawful things as are incidental or conducive to the attainment of the Objects.

Provided that : -

(i) 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.

(ii) The Objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The Association has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Association has powers :

(a) To secure for members, where possible, special discounts for the purchase of motor accessories, inspection, repairs, maintenance services of high quality standards or otherwise and to make arrangements for the purchase of any such accessories or services or otherwise for or on behalf of members.

(b) To regulate, issue licences, organise or subscribe to and assist exhibitions, rallies, races and competitions relative to motor vehicles and to offer such prizes as may be thought fit.

(c) To organise or subscribe to advise upon and assist tours and excursions in Hong Kong or in any other part of the world with motor vehicles or otherwise for the benefit of members and their friends.

(d) To consider, make representations to, and to advise any authority on any matters concerning road traffic, driving or motor vehicles in any way whatsoever, and to send a representative or representatives to serve on any committee concerned with any of such matters.

(e) To arrange for the shipping of private motor vehicles belonging to Members from any place abroad into Hong Kong or from Hong Kong to any place abroad.

(f) To provide breakdown services in Hong Kong or elsewhere for private motor vehicles of all kinds, either directly or through approved providers, and in this connection to provide accessories and equipment, and operate motor transport of all kinds, including cars, lorries, trucks, and tractors for the provisions of such breakdown services, to avoid road blockage for the convenience, benefit and safety of members and other road users.

(g) To source insurance and warranty cover of all types for members, to operate insurance agency or brokerage services for that purpose directly and /or indirectly through third parties in which the Association may or may not have an equity interest and to issue such certificates of foreign

insurance and such other licences, certificates or documents as the laws of Hong Kong for the time being shall permit or require.

(h) To invest or otherwise deal with the monies of the Association not immediately required in a proper and prudent manner as may from time to time be determined by the General Committee of the Association for the purpose of furthering the objects of the Association but not otherwise..

(i) To operate an indoor driving school or schools and offstreet driving schools and for these purposes only to enter into any reciprocal concession or cooperation with any person, partnership or company, and to promote, and aid in promoting, constitute, form or organize any company (subsidiary or otherwise), syndicate or partnership of any kind.

(j) To arrange for dissemination of information and knowledge by all manners or means or media including exhibitions, demonstrations, conferences, workshops, forums, meetings, reading of papers, classes, lectures, seminars, discussions, correspondence, publication of journals, books, pamphlets, audio or video cassette tapes, computer magnetic discs, radio, television programmes and other means of communication on a non-profit making basis.

(k) To establish, promote or subscribe to assist and enter into arrangements with clubs or associations, whether incorporated or not, in Hong Kong or in any other part of the world, having for their objects the dissemination of information relative to motor vehicles or otherwise in any manner advancing the rights and interests or promoting the convenience of motorists.

(l) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or dependents of such persons and to procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme for the benefit of such employees or ex-employees or their dependents.

(m) To purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its objects or business, and in particular any land, buildings, easements, furniture, fittings, and chattels of any description.

(n) To construct, maintain, and alter any buildings or works necessary for the purposes of convenience of the Association.

(o) To borrow or raise or secure the payment of money in such manner as the Association shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to redeem, purchase or pay off any securities.

(p) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.

(q) To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Association to be established as aforesaid the amount of the money so advanced or subscribed by them.

(r) Generally to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Association.

5. The liability of the members is limited.

6. The income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association or other person, in return for any service actually rendered to the Association, nor prevent the payment of interest on money lent by any member of the Association or its Board of Governors, General Committee or similar Governing Body at a rate per year not exceeding two percent (2%) above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans or rent for premises demised or let by any such member to the Association (provided further 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); but so that no member of the Association or its Board of Governors acting under Article 20(b) of Part B of the Articles, General Committee or governing body shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any such member or to a body corporate in which such member is interested soley 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 one-hundredth part of its votes except reimbursements of out-of-pocket expenses properly incurred by him for the Association.

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

8. Every member of this Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Association, contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding $10.00.

9. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property, whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 6 of this Part and this article, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of Hong Kong Special Administrative Region as may have or acquire jurisdiction in the matter, and in so far as effect cannot be given to the aforesaid provision then to some charitable object.

10. Sufficient accounting records shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association. Once at least in every financial year the accounts of the Association shall be examined, and the correctness of the financial statements ascertained, by one or more properly qualified auditor or auditors.

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

WE the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association, in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers
F. D. HAMMOND, 36, Dina House, Hong Kong, Solicitor.
C. F. WOOD, 15, Ho Man Tin Hill Road, Kowloon, Deputy Manager, China Light & Power Co., Ltd.
J. L. MARDEN, 457, The Peak, Hong Kong, Company Director.
ALFRED S. U. HO, 15, Henderson Road, Journalist.
F. X. D'ALMADA E. CASTRO, 99D, Waterloo Road, 1st Floor, Kowloon, Solicitor.
C. D. LAW, 274, The Peak, Hong Kong, Banker.
L. P. KWOK, 24, MacDonnell Road, Hong Kong, Company Director.

Dated the 12th day of November, 1953.
WITNESS to all the above signatures:

(Sd.) P. C. Woo,
Solicitor, HONG
KONG.

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

(as amended by Special Resolutions passed on 31st July, 1974, 15th October, 1987, 18th August, 1988, 21st May, 1996, 7th December, 2007, and 18th December, 2009, 25th September, 2014 and 21st September, 2017.)

OF

HONG KONG AUTOMOBILE ASSOCIATION
香港汽車會

Part B : Other Articles

1. Definitions:

In these Articles, unless there is something in the subject or context inconsistent therewith:-

"The Articles" or "these Articles" shall mean to include Part A and Part B of these Articles and reference to Article number in Part A refers to the relevant Article in Part A of these Articles and reference to Article number in Part B refers to the relevant Article in Part B of these Articles.

"The Association" shall mean the Company registered in the name of ' Hong Kong Automobile Association **香港汽車會**'.

"The Chief Executive" shall mean the Chief Executive of the Association for the time being.

"The Ordinance" shall mean the Companies Ordinance (Chapter 622) of the Laws of Hong Kong including the related subsidiary legislation of Hong Kong and other enactments made thereunder.

"The predecessor Ordinance" means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

"The Members" shall mean the members of the Association.

"The Governors" shall mean the members of the Board of Governors of the Association for the time being, and every Governor acting under Article 20(b) of this Part shall be deemed to be a 'director' of the Association for the purpose of the Ordinance.

"The General Committee" shall mean the General Committee of the Association for the time being, and every member of the General Committee shall be deemed to be a 'director' of the Association for the purpose of the Ordinance.

"The President" shall mean the President of the Association for the time being. "The Vice President" shall mean the Vice President of the Association for the time being.

"The Hon. Secretary" shall mean the Hon. Secretary of the Association for the time being, and the person holding such office shall be deemed to be the 'company secretary' of the Association for the purpose of the Ordinance.

"The Hon. Treasurer" shall mean the Hon. Treasurer of the Association for the time being.

"The Annual General Meeting" shall mean the yearly General Meeting of the Members of the Association and also includes The First General Meeting of the Members.

"Extraordinary General Meeting" shall mean a General Meeting of the Members of the Association specially summoned under these Articles.

"General Meeting" means a General Meeting of the Members of the Association whether annual or extraordinary.

"The Registered Office" shall mean the registered office for the time being of the Association.
"reporting documents" shall mean the reporting documentsfor a financial year as referred to in section 357(2) of the Ordinance.
"FIA"shall mean the Federation Internationale de L'Automobile.
"FIM" shall mean the Federation Internationale de Motocyclisme.
"ASN" shall mean Authorite Sportif Nationale.
"The Seal" shall mean the Seal of the Association.
"Month" shall mean calendar month.
"In writing" shall mean written or produced by any substitute for writing or partly written and partly produced by a substitute for writing.
Words importing the masculine gender only, include the feminine gender.
Words importing the singular number only, shall include the plural and the converse shall also apply.

2. Number of Members

The number of Members of the Association shall be fixed by the Association in general meeting.

3. Terms

Unless the context otherwise requires, these Articles shall be construed with reference to the provisions of the Ordinance and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

4. Objects

The Association is established for the objects expressed in Part A of the Articles.

5. Membership

(a) The Members of the Association shall be:-

(i) the signatories to the Articles of Association;

(ii) every person who was at the date of the incorporation of the Association a Member of the unincorporated Association known as the "Hong Kong Automobile Association" and who did not within two months from the date of incorporation give notice in writing to the Secretary of the Association that he did not desire to be a Member of the Association, and every Member of the unincorporated Association who paid his subscription due in January, 1953, as a Member of the said unincorporated Association; and

(iii) such other persons as the General Committee shall admit to membership.

(b) Members may be:-

(i) Honorary Members,

(ii) Life Members,
(iii) Ordinary Members,
(iv) Commercial Members,
(v) Group Members,
(vi) Family Members, Associate Members, Young Affiliates; or
(vii) such other class or classes of members having such rights privileges and obligations of membership as the General Committee with the concurrence of the Governors may from time to time determine, subject to the prior approval of the Registrar of Companies.

6. Honorary Members

Any distinguished or prominent persons in Hong Kong as the General Committee may think fit to invite shall be Honorary Members of the Association, who shall pay neither entrance fee nor subscription but shall be entitled to all the privileges and benefits of Membership, except that they shall have no voice in the management of the Association and shall accordingly not be entitled to vote.

7. Life Members

(a) Any Ordinary Member may become a Life Member of the Association at any time upon acceptance by the General Committee of his application and upon payment of the prescribed Life Membership subscription.

(b) The Association may also at any Annual General Meeting elect not more than two persons (whether members or not) to Life Membership honoris causa in appreciation of services rendered to the Association. Any persons so elected shall have no voice in the management of the Association as such Life Members.

(c) The Association may also at any Annual General Meeting elect to Life Membership any Ordinary Member who has been an Ordinary Member of the Association for not less than 21 years.

(d) Any Member who shall previously have been elected as President of the Association by the General Committee in accordance with Article 22.6 shall be appointed an Honorary Life President upon the completion of his term of office. No Life Membership subscription shall be payable upon such appointment but the rights and obligations of an appointee shall otherwise be those applicable to regular Life Members and shall confer no entitlement to automatic or permanent membership of the Board of Governors or the General Committee.

(e) The General Committee may approve the admission of individuals to the category of Honorary Life Director of the Association solely upon payment of an appropriate subscription sum from time to time. The rights and obligations of any person so admitted shall otherwise be those applicable to regular Life Members and shall confer no entitlement to automatic or permanent membership of the Board of Governors or the General Committee.

(f) As from the date of their becoming a Life Member, such persons shall pay no further membership subscription, and shall enjoy all the privileges and benefits of membership.

8. Ordinary Members

Every Ordinary Member shall pay the prescribed entrance fee and annual subscription.

Members who are temporarily absent from Hong Kong or who reside overseas shall pay the same fees as other Ordinary Members and shall have the same rights, privileges and obligations as such Ordinary Members.

No person under the age of 18 years shall be a member of the Association.

9. Commercial Members

Any company, firm, business or other organization or association which owns a private car or cars, not being a taxi, registered in its name for use in connection with its business may become a Commercial Member upon acceptance by the General Committee of its application and its payment of the prescribed fees. Subject to Articles 18.4 and 18.5 of this Part, a representative of each Commercial Member, shall be entitled to exercise one vote at a general meeting and shall be entitled to such other rights and privileges of membership as from time to time be determined by the General Committee.

10. Group Members

Any group of individuals, whether existing members or otherwise, being Members or Employees of a single firm, club or organisation may apply for group membership. The General Committee may from time to time make or alter the terms on which group members may be admitted and the fees prescribed thereof, and shall have absolute discretion as to the admissibility of any particular group. Except as above provided individual group members shall have the same rights, obligations and privileges as Ordinary Members.

11. Family Members, Associate Members, Young Affiliates

(a) Family Members

Any Ordinary or Life Member may at his option apply for Family Membership for his or her spouse and/or children and/or parents and parents of spouse and residing with him or her.

A Family Member upon acceptance of his application by the Committee shall pay a reduced Entrance Fee and annual subscriptions as laid down from time to time, but shall otherwise have the same rights, obligations and privileges as an Ordinary Member.

(b) Associate Members

Any person may become an Associate Member upon payment of the required joining and subscriptions fees and the benefits they may enjoy are the reciprocal services and discounts offered by related motoring organisations in Hong Kong and world-wide as notified to the Associate Member from time to time. An Associate Member shall have no right to vote.

(c) Young Affiliates

Any person, who by age, is not qualified to become an Ordinary Member of the Association may, upon payment of the prescribed joining and subscription fees, if any, become a Young Affiliate.

A Young Affiliate has no obligations to the Association under its Articles and Articles of Association and specifically shall have no right to vote. The benefits that a Young Affiliate may enjoy are the reciprocal services and discounts offered by related motoring organisations in Hong Kong and world-wide as notified to the Young Affiliate from time to time.

Upon gaining the age of 18 years a Young Affiliate shall be eligible for application for Ordinary Membership.

12. Classification of Existing Members

As from the date of adoption of these Articles Honorary Members, Life Members, Commercial Members, and Ordinary Members whether paying the subscription of a car owner, a motor cycle owner or a non car owner shall become Honorary Members, Life Members, Commercial Members and Ordinary Members respectively without necessity to pay further entrance fee.

13. Membership through Other Motoring Organisations

(a) Applicants for Ordinary Membership who are full, current members of a motoring organisation which is a member of the Commonwealth Motoring Conference, may join the Association without payment of entrance fee and on payment of one (1) year's subscription they shall be accorded Ordinary membership of the Association for a period of one year plus the unexpired portion of their previous membership, and at the expiration of such periods they shall be entitled to continue as Ordinary Members.

(b) Life Members of such motoring organisations as are referred to in *(a)* above, may be afforded a maximum of one (1) year's Ordinary membership without payment of fee or subscription.

(c) Full members of other motoring organisations affiliated with the Association other than members of the Commonwealth Motoring Conference, may join the Association under such terms as may be agreed between each individual Association or Club and the General Committee.

14. Entrance Fees and Subscriptions

(a) Entrance fees and first annual subscription shall be payable at the time of application for membership, either in full or by monthly instalment, and no member shall be admitted to any of the privileges of membership of the Association until (where the same is payable) he has paid his Entrance Fee and Subscription.

(b) Subsequent annual subscriptions, whether payable in full or monthly, shall be due and payable on each anniversary of the first day of the month following the month during which the member was admitted to membership.

(c) Members neglecting to pay their subscription or other liabilities incurred to the

Association, will, after such notice as the General Committee think reasonable, have their names removed from the Register; but such Member's name may be replaced on the list on satisfactory reasons being given to the General Committee for non-payment and on payment of subscriptions or dues up to date of re-admission.

(d) All entrance fees and subscriptions shall be determined by the General Committee with the written concurrence of the Governors.

15. Application and Admission

Every application for Membership shall be in writing signed by the candidate giving such particulars as shall be required by the General Committee in such form as the General Committee shall from time to time think fit.
Every person who is in sympathy with the objects of the Association shall be eligible for membership.

Admission to membership shall be at the discretion of the General Committee and shall be decided in such manner as may be prescribed from time to time.

The Association shall send to each member immediately upon his admission to membership written notice thereof together with a copy of the Articles for the time being of the Association and he shall thereupon become entitled to the privileges of Membership of the Association.

Acceptance of admission to Membership shall be taken as conclusive proof of a Member's assent to the Articles for the time being of the Association.

16. Resignation or Withdrawal

(a) Any Member may resign his membership by giving to the Association notice in writing to that effect. Every such notice shall take effect as on the last day of the month next after the month in which it is given. Provided however that the Association will not be liable to refund any subscriptions or dues paid in advance.

(b) Members having resigned from the Association and wishing to rejoin can only do so as provided in Articles 14 and 15 of this Part.

It shall be the duty of the General Committee if at any time they shall be of opinion that the interests of the Association so require to invite by letter any Member or Members to withdraw from membership within a specified time; in default of such withdrawal from membership the question of expulsion may be submitted to an Extraordinary General Meeting to be held within six weeks of the date of the President's letter inviting resignation. At such meeting the Member or Members whose expulsion is under consideration shall be allowed to offer an explanation of their conduct verbally or in writing, and if two-thirds of the Members present vote for expulsion, the Member or Members concerned shall thereupon cease to be Member or Members of the Association.

No person ceasing to be a Member of the Association shall have any right or claim upon the Association or its property and funds.

17. General Meetings

17.1 Annual General Meetings

Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as the General Committee shall appoint.

17.2 Extraordinary General Meetings

All general meetings other than Annual General Meeting shall be called Extraordinary General Meetings.

17.3 Convening of Extraordinary General Meetings

The General Committee members may, if they think fit, call a general meeting. If the General Committee members are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If they do not call a general meeting in accordance with section 567 of the Ordinance, the members of the Association who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

17.4 Notice

An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and all other general meetings of the Association shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at the meeting.

17.5 Accidental Omission

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the

proceedings at the meeting.

17.6 Business

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the reporting documents, the election of Governors, General Committee members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

17.7 Quorum

No business shall be transacted at any general meeting unless a quorum of Members 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, 15 Members whose voting rights are not subject to Articles 18.4 and 18.5 of this Part present in person shall be a quorum.

17.8 Failure to Muster a Quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition 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 to such other day and at such other time and place as the General Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

17.9 Chairman

The President of the General Committee, failing whom a Vice-President, shall preside as the chairman at a general meeting. If there be no such President or Vice-President, or if at any meeting neither be present within half an hour after the time appointed for holding the meeting and willing to act, the General Committee members present shall choose one of their number (or, if no General Committee member be present or if all the General Committee members present decline to take the chair, the Members present shall choose one of their number) to be the chairman of the meeting.

17.10 Adjournment

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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18.1 Method of Voting

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 on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least 5 Members whose voting rights are not subject to Articles 18.4 and 18.5 of this Part present in person or by proxy; or

(c) by Members present in person or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman, that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

18.2 Time for Poll

A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. Except as aforesaid, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18.3 Casting Vote

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.

18.4 Number of Votes

Every Member not being an Honorary Member, Associate Member or Young Affiliate shall have one vote. The right of Members to vote, for such categories of membership that are entitled to vote, shall only be awarded after one full year of membership.

18.5 Unpaid Sums

No Member shall be entitled to vote at a general meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Association if any sum presently payable by him to the Association remains unpaid.

18.6 Admissibility

No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

18.7 Exercise of Votes

On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

18.8 To Attend and Vote

A Member may attend by proxy any general meeting which he is entitled to attend in person and, on a poll but not otherwise, vote by proxy on any resolution at any such meeting on which he would, if present in person, otherwise be entitled to vote. A proxy need not be a Member of the Association.

19. Proxy

19.1 General Proxy

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which the General Committee may approve:

Hong Kong Automobile Association

I, _____, of _____ being a Member of Hong Kong Automobile Association hereby appoint of _____, or failing him _____ of _____, (as the case may be) as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the _____ day of _____ 20 ___, and at any adjournment thereof.

Signed this _____day of _____20_____ .

19.2 Special Proxy

Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which General Committee may approve:

Hong Kong Automobile Association

I, _____, of _____ being a Member of Hong Kong Automobile Association, hereby appoint _____of _____, or failing him _____of _____, as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the _____ day of _____, 20___, and at any adjournment thereof.

This form is to be used (*in favour of/against) the resolution. Unless otherwise instructed , the proxy will vote as he thinks fit.
Signed this _____day of _____20_____ .

*Strike out whichever is not desired.

19.3 Execution of Proxy Form

An instrument appointing a proxy shall be signed by the appointor or his attorney.

19.4 Delivery of Proxy Form

An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, and failing previous registration with the Association, the power of attorney or a certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Registered Office) at least 48 hours before the time appointed for holding the meeting or adjourned meeting or (in case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purpose of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

19.5 Rights of Proxy

An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, and the same right to speak at the meeting as the appointor has.

19.6 Invalidation

A vote cast by proxy shall not be invalidated by the previous death or insanity of the appointor or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at the Registered Office at least 48 hours before, the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

20. Management

(a) The business and affairs of the Association shall be managed by the General Committee who may, subject to the Ordinance and these Articles, exercise all such powers of the Association as are not by the Ordinance and these Articles required to be exercised by the Association in General Meeting or the Governors provided that the General Committee shall not dispose of an asset of the Association of a value of 5 per cent or more of the Association's net tangible assets without the written consent of a majority of the Governors. For the avoidance of doubt, the written consent of a majority of the Governors shall not be required on the creation of a mortgage, charge or other encumbrance on an asset to be acquired by the Association to secure a loan to finance the acquisition thereof by the Association.

(b) In the event of the resignation of a majority of the General Committee, the management of the affairs of the Association shall be vested in the Governors, who shall as soon as practicable call an Extraordinary General Meeting at which a new General Committee may be elected to hold office until the next Annual General Meeting.

21. Governors

(a) *The Board of Governors*

There shall be a Board of Governors consisting of not less than three nor more than seven persons elected by the Members as hereinafter provided together with the President or in his absence the Vice President. The responsibilities of the Board shall be:-

(i) Advising the General Committee on all major decisions affecting the welfare and development of the Association.

(ii) Acting in accordance with the provision of Article 20 of this Part in the event of the resignation of a majority of the General Committee or if in the opinion of the Board any important matter requires to be brought to the attention of the members.

(b) For the purpose of carrying out its obligations hereunder the Board shall be empowered to require the General Committee to supply such information to the Board as the Board shall reasonably call for.

(c) Appointment of Governors

Governors shall be elected in General Meeting from among the members of the Association who may be permanent or long term residents of Hong Kong. The first Governors who shall assume office upon the adoption of these New Articles shall be:-

F. D. Hammond, Esq.
Alfred S. U. Ho, Esq. J.
L. Marden, Esq.

(d) *Election & Rotation of Governors*

(i) Two Governors shall retire each year prior to the Annual General Meeting.

(ii) The first Governors shall retire in such sequence as may be agreed between themselves or as may be decided by ballot. Subsequently, Governors shall retire in order of seniority of service as a Governor.

(iii) Two Governors shall be elected at each Annual General Meeting, to serve until retirement hereunder or by resignation from the Board in writing addressed to the Chairman thereof.

(iv) Casual vacancies of Governors shall be filled by majority resolution of the Board, and such appointee(s) shall continue in office for the balance of the term of the person(s) whose vacancy he or they are filling.

(v) Additional appointments of Governors (not exceeding two in number in any one year) may be made by a majority resolution of the Board and such appointee or appointees shall retire at the next Annual General Meeting following his or their appointment.

(vi) A retiring Governor shall be eligible for re-election.

(e) *Proceedings and Powers of the Board*

(i) The Governors shall elect one of their number to be Chairman, and shall make such arrangements for the conduct of their business as they may think fit and for this purpose may call upon the General Committee for such assistance, facilities and minor expenses as they may from time to time require.

(ii) The quorum for a Board meeting shall be three persons and decisions by a simple majority. In the event of an equality of votes, the Chairman shall have a second or casting vote.

(iii) A resolution which could properly have been passed at a duly constituted Board Meeting may be passed by a resolution in writing signed by two thirds of the Board members.

(f) *Status of the Board*

(i) Subject to Articles 20 and 21 of this Part, the Board shall be deemed to be a committee of the General Committee and Article 22.16 of this Part shall apply to the Board.

(ii) The role of the Board shall be advisory save and except when the Governors exercise their role under Article 20(b) of this Part during which period each Governor so acting shall be deemed a 'director' of the Association for the purpose of the Ordinance.

22. General Committee

22.1 Number of Members

Unless otherwise determined by an ordinary resolution of the members in general meeting, the General Committee shall consist of not less than 8 and not more than 15 members. No person who is not a Member of the Association, or whose subscription being due has been unpaid for more than three months, may be elected to or remain on the General Committee.

22.2 Retirement

At every Annual General Meeting, one-third of the General Committee members for the time being, or if their number is not 3 or a multiple of 3, then the number nearest but not exceeding one third, shall retire from office. The General Committee members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became General Committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring General Committee member shall be eligible for re-election.

22.3 Co-option

The General Committee shall have power at any time, and from time to time, to appoint any member to be a General Committee member either to fill a casual vacancy or as an addition to the existing General Committee but so that the total number of General Committee members shall not at any time exceed the number fixed in accordance with these Articles. Any General Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the General Committee members who are to retire by rotation at such meeting or if the Association has dispensed with the holding of Annual General Meetings or is not required to hold Annual General Meetings, the General Committee members must retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the General Committee member was appointed is to be determined. Nevertheless, such retiring General Committee member shall then

be eligible for re-election, but shall not be taken into account in determining the General Committee members who are to retire by rotation at such meeting.

22.4 Casual Vacancy

The office of a General Committee member shall be vacated in any of the following events, each of which shall, without prejudice to the creation of a casual vacancy in any other manner, for the purposes of these Articles be regarded as creating a casual vacancy, namely:-

(a) if he shall cease to be a member of the General Committee or the Board of Governors acting under Article 20(b) under these Articles or the Ordinance or the Companies (Winding Up and Misceallaneous Provisions) Ordinance (Cap 32) or is prohibited from being a director by law.

(b) if he shall resign by notice in writing signed by him and lodged at the Registered Office or if he shall by notice in writing signed by him offer to resign and the General Committee shall resolve to accept such offer, and so that in either such case the office of General Committee member shall be vacated with effect from the date and/or time of or (if later) specified in such notice or offer or, if none, from the date on which it is so left or, as the case may be, accepted;

(c) if he fails to attend 2 consecutive General Committee Meetings and does not furnish to the General Committee a satisfactory explanation of his failure to attend shall cease to be a member of the General Committee, on a resolution being passed by a majority of the other Members of the General Committee present and voting to that effect;

(d) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(e) if in Hong Kong or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver of other person (by whatever name called) to exercise powers with respect to his property or affairs;

(f) if he be removed from office by an Ordinary Resolution in accordance with Section 157B of the predecessor Ordinance or section 462 of the Ordinance. Such removal shall be without prejudice to any claim such General Committee member may have for damages for breach of any contract of service between him and the Association;

(g) if he is convicted of a criminal offence or disciplined by a Trade or Professional body; or

(h) upon a vote being cast for his removal by not less than 75% of the General Committee so entitled to vote, either at a normal, scheduled and duly notified meeting of the General Committee, at which it must be an agenda item and the member so voted upon must be present, or by circulation to all members of the General Committee.

A General Committee Member whose office is vacated in accordance with paragraph (f), (g) or (h) of Article 22.4 of this Part shall not be

eligible for nomination for General Committee election or re-lection for five consecutive years from the date of his removal.

A General Committee Member whose office is vacated in accordance with paragraph (f), (g) or (h) of Article 22.4 of this Part shall be entitled to appeal against such removal by making a request in writing within 14 days of his receipt of the decision to the General Committee asking them to convene an extraordinary general meeting to revoke such removal by a special resolution of the members. Unless such extraordinary general meeting will coincide with a forthcoming annual general meeting of the Association, the General Committee shall be entitled to make it a pre-condition for the convening of the meeting that the member shall pay a reasonable sum to re-imburse the printing, postage, staff and other reasonable expenses the Association may incur in the exercise. For the avoidance of doubt, no sum shall be charged if such appeal is one of the businesses to be considered and transacted at any annual general meeting or other general meeting which is not convened for the sole purpose of such appeal.

22.5 Nomination and Election

22.5.1 General Committee Member retiring at an Annual General Meeting shall be eligible for re-election without nomination. A candidate shall be at the time of his nomination have been a member in good standing for a period of not less than one year from the date of his admission to membership. Nomination to the General Committee shall be in writing and signed by a proposer and a seconder both of whom shall be Members of the Association and endorsed by the candidate by way of confirmation of his consent to act if elected. The General Committee shall after each financial year of the Association give a notice to the Members inviting them to submit nominations to the General Committee on or before a certain day ("Nomination Closing Date") which shall not be less than 21 clear days after the day of the service of the notice. Nominations shall be delivered to the Registered Office on or before the Nomination Closing Date. The Nomination Closing Date shall not be less than 49 clear days before the date fixed for the Annual General Meeting.

22.5.2 If the candidates running for election are not more in number than the vacancies, the persons so running for election shall, as from the next Annual General Meeting, be deemed to be duly elected members of the General Committee.

22.5.3 If the candidates running for election are more in number than the vacancies, any candidate in excess of the number to be elected may within 7 clear days of the Nomination Closing Date withdraw or, with his consent, be withdrawn by the nominators in writing; but if the candidates still remain in excess of the number to be elected, the election shall be conducted by voting papers as hereinafter provided.

22.5.4 If an election by voting papers be necessary, the procedure shall be as follows:

(a) Not less than 3 scrutineers shall be appointed by the General Committee from the Members.

(b) The Chief Executive shall, not less than 14 clear days before the date fixed for the Annual General Meeting send out a voting paper to every Member entitled to vote and the voting paper shall be in such form as the General Committee from time to time directs.

(c) The voting papers, duly sealed or otherwise fastened up in accordance with the directions printed thereon, shall be delivered to the scrutineers at least 2 clear days before the date fixed for the Annual General Meeting. Any voting paper not received by that date shall be invalid.

(d) As soon as the voting papers have been examined and the results of the election ascertained by the scrutineers, the voting papers shall be closed up under the seals of the scrutineers, and shall be retained by them until after the conclusion of the Annual General Meeting when they shall be destroyed by the scrutineers.

(e) The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes in favour of each candidate, and the names of those who are duly elected and shall hand such report to the Chief Executive at or before the Annual General Meeting.

(f) If there be an equality of votes, the chairman of the Annual General Meeting may give such casting vote or votes as may be necessary to remove the equality and complete the election.

(g) The report of the scrutineers shall be read at the Annual General Meeting.

(h) Election under this Article shall take effect as from the conclusion of the Annual General Meeting.

22.6 Honorary Officers

The General Committee shall at a meeting immediately after each Annual General Meeting, elect among themselves a President, not more than 2 Vice-Presidents, and an Honorary Secretary and an Honorary Treasurer. The President, Vice-Presidents and Honorary Secretary and Honorary Treasurer shall each respectively hold office until his successor is elected. No person shall serve as President for more than five consecutive terms. No person shall be elected as President who has been a General Committee member for a period less than two years from the date of his admission to the General Committee. The accumulated period of the service as a General Committee member shall be taken into account.

22.7 Chairman of Meetings

The President, failing whom a Vice-President, shall take the chair of all General Committee meetings. If neither be present and willing to act within 5 minutes after the time appointed for holding the meeting, the General Committee members present shall choose one of their members to chair the meeting.

22.8 Meetings

Subject to the provisions of these Articles, the General Committee may meet together at least 4 times a year for the despatch of business, adjourn and otherwise regulate

their meetings as they think fit. At any time any 3 General Committee members may summon a meeting of the General Committee. Reasonable notice of a meeting of the General Committee shall be given to all General Committee members, and may be given in any manner, including in writing or by cable or telex or facsimile transmission or by telephone or otherwise orally.

22.9 Quorum

The quorum necessary for the transaction of the business of the General Committee shall be 3. A meeting of the General Committee at which a quorum is present when the meeting proceeds to business shall be competent to exercise all powers and discretions for the time being exercisable by the General Committee.

22.10 Votes

Questions arising at any meeting of the General Committee shall be determined by a majority of votes. The chairman of any meeting shall have a second or casting vote.

22.11 Declaration of Material Interest

A General Committee member who is in any way, whether directly or indirectly interested in any transaction, arrangement or contract (being a contract of significance in relation to the operations of the Association) with the Association and, if his interest in such transaction, arrangement or contract is material, shall declare the nature of his interest in manner required by section 162 of the predecessor Ordinance or section 536 of the Ordinance.

22.12 Interested Council Member's Vote

A General Committee member shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the General Committee that a General Committee member is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any contract or arrangement which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the General Committee member has an interest in any transaction of the nature and to the extent so specified.

22.13 Minimum Number

The continuing General Committee members may act notwithstanding any vacancies, but if and so long as the number of General Committee members is reduced below the minimum number fixed by these Articles the continuing General Committee member or members may act for the purposes of filling such vacancies or of summoning general meetings, but not for any other purposes. If there be no General Committee member able or willing to act, then any two Members may summon a general meeting for the purposes of appointing General Committee members.

22.14 Resolution in Writing

A resolution in writing signed by all General Committee members shall be as effective as a resolution duly passed at a meeting of the General Committee and may consist of several documents in the like form each signed by one or more General Committee members.

22.15 Minutes

The General Committee shall cause minutes to be made in books provided for the purpose:

(a) of all appointments of officers made by the General Committee;

(b) of the names of the General Committee members present at each meeting of the General Committee and of any committee of the General Committee;

(c) of all resolutions and proceedings at all meetings of the Association, and of the General Committee, and or committees of the General Committee;

and every General Committee member present at any meeting of General Committee or committee of General Committee shall sign his name in a book to be kept for that purpose.

22.16 Committees

The General Committee may delegate any of its powers to committees consisting of one or more General Committee members and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the General Committee. Any such regulations may provide for or authorize the co-option to the committee of members of the Association other than General Committee Members and non-members of the Association and for such co-opted members to have voting rights as members of the committee provided always the number of non-members shall not exceed the number of members in each Committee and the Chairman of each Committee

shall be a General Committee member. The meetings and proceedings of any committee consisting of two or more persons shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the General Committee so far as the same are not superseded by any regulations made by the General Committee under the last preceding sentence.

22.17 Motor Sport Council

Without prejudice to the generality of provisions of Article 22.16, the General Committee shall establish and maintain a Committee of the General Committee designated as its Sporting Commission for the exercise of the Sporting Power under Article 5 of the FIA Statutes and Article 11.12 of the FIM Statutes and known as "The Hong Kong Motor Sport Council" ("the Council"). The General Committee shall regulate the powers of the Council and its members and shall appoint members

thereof after each Annual General Meeting of the Association. The Council shall exercise the Sporting Powers of the Association. The council shall also carry out such other matters and things as the General Committee shall from time to time appoint for the purpose. The Council shall have the powers of co-option either for the purposes of the National Court of Appeal or to fill any vacancy that may arise for a specific meeting of the Council or its National Court of Appeal. Such co-option will lapse after the said meeting or Court of National Appeal. Members so co-opted need not necessarily be members of the Association. The Council shall consist of a chairman, a vice chairman, an honorary secretary and a maximum of two other members. The Council shall have the sole authority to appoint officials for the association's own sporting competitions, a Steward of the Meeting, or other officials that may be requested, for other Hong Kong organisers, or such other officials as the FIA, FIM or another ASN or foreign organiser may request of it. The Council shall not be dissolved unless pursuant to a Special Resolution of the members.

22.18 Defects in Appointment

All acts done by any meeting of General Committee, or of any of its committees, or by any person acting as a General Committee Member or as a member of any committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote or form part of a quorum, be as valid as if every such person had been duly appointed and was qualified and had continued to be a General Committee member or member of the committee and had entitled to vote and form part of a quorum.

23. Minutes

The General Committee shall cause minutes to be made of proceedings at Meeting of the Association, Board of Governors, and General Committee for the purpose of recording:-

(a) The appointment of all officers of the Association;
(b) The names of the officers of the Association present at each meeting of the Association, the General Committee, and the Board of Governors;
(c) All by-laws and regulations made by the General Committee;
(d) All resolution and proceedings of the General Committee and the Board of Governors;
(e) All resolutions and proceedings of General Meeting of the Association.

24. The Seal

The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the General Committee, and in the presence of the President or the Vice President, and two other Members of the General Committee, and the President or Vice President and the Members of the General Committee as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

25. Accounts

(a) The General Committee must keep accounting records that:

(i) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance; and
(ii) enable the members of the General Committee to prepare financial statements of the financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.

(b) The accounting records shall be kept at the Registered Office , or, subject to the applicable statutory requirements, at such other place or places as the General Committee think fit, and shall always be open to the inspection of the General Committee and the Governors.

(c) The General Committee may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Members not being Governors or members of the General Committee, and no Member, (not being a Governor or a member of the General Committee) shall have any right of inspecting any of the accounting records or document of the Association except as conferred by statute or authorised by the General Committee or by the Association in General Meeting.

(d) The General Committee shall from time to time, in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Association in Annual General Meeting the reporting documents as are required by the statutes.

26. Audit

Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

27. Notices

(a) Notices of all resolutions to be proposed at the Annual General Meeting shall be sent to every Member prior to the date for which such meeting is called, and Members having resolutions to bring forward must give notice in writing to the Association of their intention to do so and of the matter to be proposed. It shall, however, be competent for any Member to bring forward, without notice, any resolution on any subject connected with the Association, provided that such resolution be in the form of a Recommendation to the General Committee.

(b) A notice may be given by the Association to any Member either by advertisement in the local press or personally or by sending it by post to him or her to his or her registered address or by its website in accordance with the provisions of the Ordinance. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

(c) A Member who has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him or her shall be deemed to have received any notice which shall have been displayed at the registered office of the Association and shall have remained there for the space of 24 hours, and such notice shall be deemed to have been received by such Member at the expiration of 24 hours from the time when it shall have been so first displayed.

(d) Notice of every General Meeting, with a statement of the purposes of the meeting shall be exhibited in the registered office of the Association and shall be given in some manner hereinbefore authorised to every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

28. Indemnity

28.1 Every agent, auditor, secretary and other officer (other than a Governor and a General Committee members) for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 903 or 904 of the Ordinance in which relief is granted to him by the Court.

28.2 (1) A General Committee member or Governor or former General Committee member or Governor of the Association may be indemnified out of the Association's assets against any liability incurred by the General Committee member or Governor to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).

(2) Paragraph (1) only applies if the indemnity does not cover –

(a) any liability of the General Committee member or Governor to pay;

(i) a fine imposed in criminal proceedings; or

(ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(b) any liability incurred by the General Committee member or Governor;

(i) in defending criminal proceedings in which the General Committee member or Governor is convicted;

(ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the General Committee member or Governor;

(iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the General Committee member or Governor;

(iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the General Committee member or Governor; or

(v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the General Committee member or Governor relief.

(3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

(4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—

(a) if not appealed against, becomes final at the end of the period for bringing an appeal; or

(b) if appealed against, becomes final when the appeal, or any further

appeal, is disposed of.

(5) For the purposes of paragraph (4)(b), an appeal is disposed of if—

(a) it is determined, and the period for bringing any further appeal has ended; or

(b) it is abandoned or otherwise ceases to have effect.

28.3 The General Committee members or Governors may decide to purchase and maintain insurance, at the expense of the Association, for a General Committee member or Governor of the Association, or a General Committee member or Governor of an associated company of the Association, against—

(a) any liability to any person attaching to the General Committee member or Governor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or associated company (as the case may be); or

(b) any liability incurred by the General Committee member or Governor in defending any proceedings (whether civil or criminal) taken against the General Committee member or Governor for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

29. Limit of Liability

(i) In providing a service to or at the request of any Member (irrespective of whether service is provided free of charge), the Association shall not be liable for any loss of or damage to the motor vehicle and/or other property of any Member howsoever and wheresoever caused arising out of or in connection with the provision of the service in excess of a maximum limit of liability of HK$300,000.00 ("the limit of liability").

(ii) In this Article, "Service" includes:-

(a) the driving, handling, conveyance and/or transportation of a motor vehicle onto which there is attached the Association Trade Plate;

(b) the driving, handling, conveyance, transportation and/or other means of dealing with a motor vehicle which is delivered to the Association's depots for technical or other inspection;

(c) the towing, handling, conveyance or otherwise transporting of a motor vehicle by means of the Association's tow truck or other vehicle; or

(d) a combination of any one or more of items (a)(b) and (c) above.

(iii) Once the Association has taken charge of the motor vehicle, the Association shall have the absolute discretion in carrying out what it considers the best way to drive, handle, convey, transport, tow, test or otherwise deal with the same.

(iv) Any Member in respect of whose motor vehicle the service is provided shall ensure that adequate insurance cover in excess of the limit of liability has been taken out with a reputable insurer during such period as the Association is providing the service and shall indemnify the Association against all claims, proceedings, losses, costs, damages, expenses in excess of the limit of liability which the Association may incur or has incurred as a result of any loss or damage

howsoever and wheresoever caused to any motor vehicles or other property arising out of or in connection with the provision of the service.

(v) This Article does not affect the liability of the Association towards any person who is not a Member in respect of any loss or damage to his property irrespective of whether a service is provided at the request of a Member.

30. Alteration of Articles

Subject to the provisions of the Ordinance and Article 7 of Part A of the Articles, the Association may by Special Resolution after or add to these Articles, and any alteration or addition so made shall, subject to the Ordinance as aforesaid, be valid as if originally contained herein. A Special Resolution shall require the consent of a majority of not less than 3/4 of such members as, being entitled so to do, vote in person or by proxy at a General Meeting of which not less than 21 days' notice, specifying the intention to propose the Resolution as a Special Resolution, has been duly given; provided that, if all the members entitled to attend and vote at any such Meeting so agree, a Resolution may be proposed and passed as a Special Resolution at a Meeting of which less than 21 days' notice has been given.

31. Badges

Every member should display the official Badge of the Association on every private vehicle owned or used by him. Any Badge or token which may from time to time be issued to any Member shall be the absolute property of the Association and in no case shall any interest in the said Badge or token other than that of the right to use same during membership be vested in or passed to a Member, nor shall same be lent, or sublet to any person. Upon termination of membership at any time it shall be incumbent upon such Member to return intact the Badge or other token issued to him except at the discretion of the General Committee.

32. Winding Up

The provisions of Article 8 of Part A of the Articles relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in this Article.

Re-printed in 11/2017