

**ARTICLES OF ASSOCIATION**

OF

**Hong Kong Jockey Club Music and Dance Fund Awardees Association**  
**香港賽馬會音樂及舞蹈基金得獎者協會**

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**Incorporated the 21st day of January, 2016.**

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HONG KONG

No. 2333502

[COPY]

**CERTIFICATE OF INCORPORATION**

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**I hereby certify that**

**Hong Kong Jockey Club Music and Dance Fund Awardees Association**  
**香港賽馬會音樂及舞蹈基金得獎者協會**

(the word 'Limited' is dispensed with by licence granted by me) is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and that this company is a limited company.

Issued on 21 January 2016.

(Sd.)

Ms Ada L L CHUNG

.....  
*for Registrar of Companies*  
Hong Kong Special Administrative Region

Note:

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)**

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*Company Limited by Guarantee*

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OF

**Hong Kong Jockey Club Music and Dance Fund Awardees Association  
香港賽馬會音樂及舞蹈基金得獎者協會**

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1. The name of the company is " Hong Kong Jockey Club Music and Dance Fund Awardees Association 香港賽馬會音樂及舞蹈基金得獎者協會" (and in these articles, it is called the "Association").

**INTERPRETATION**

2. (1) In these articles-

*"these articles"* means these articles of association;

*"Ordinance"* means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations;

*"the Executive Committee"* means the administrative body of the Association composed of members of Executive Committee for the time being.

*"Executive Committee Member"* means any person for the time being appointed under these articles as a member of the Executive Committee of the Association, and every such member shall be deemed to be a 'director' of the Association for the purpose of the Ordinance.

*"Seal"* means the common seal of the Association.

*"Secretary"* means any person for the time being appointed under these articles to perform the duties of the company secretary of the Association.

*"Month"* means calendar month.

*"Year"* means year from the 1st January to the 31st December inclusive.

- (2) 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 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 purpose of the Ordinance.

3. The regulations in Schedule 3 to the Companies (Model Articles) Notice, Cap. 622H, shall form part of these articles save insofar as they are hereby excluded or modified or are inconsistent with the articles contained herein.

### **LIABILITY OF MEMBERS**

4. The liability of the members is limited.
5. Each person who is a member of the Association undertakes that if the Association is wound up while the person is a member of the Association, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding HK\$1.00, to the Association's assets-
- (a) for the payment of the Association's debts and liabilities contracted before the person ceases to be such a member;
  - (b) for the payment of the costs, charges and expenses of winding up the Association; and
  - (c) for the adjustment, among the contributories, of their rights.

### **OBJECTS**

6. The objects for which the Association is established ("Objects") are specifically expressed below:
- (1) To sustain the promotion and development of music and dance in Hong Kong;
  - (2) To provide a platform for scholars to exchange ideas with each other for the advancement of music and dance, and the relief of the needy people in Hong Kong;
  - (3) To introduce to the public the contribution of The Hong Kong Jockey Club Music and Dance Fund's scholarship scheme(s) in supporting music and dance education for furthering the Objects but not otherwise;
  - (4) To voice professional opinions and suggestions on matters related to the development of music and dance in Hong Kong for furthering the Objects but not otherwise;
  - (5) To foster effective networking and communication among scholars so as to further the Objects more effectively;
  - (6) To solicit, collect, receive, acquire, hold and invest money in a proper and prudent manner in property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of the Association and the proceeds, income, rents, and surplus derived from any property of the Association for any objects for which the Association is formed;
  - (7) 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 for the objects of the Association;
  - (8) To take any gift or property whether subject to any special trust or not to further the objects of the Association;
  - (9) For the objects of the Association to take such steps by personal or written appeals public meetings or otherwise as are from time to time expedient for the purpose of procuring contributions to the funds and resources of the Association in the shape of donations, annual subscriptions, legacies, gifts, technical or human resources or otherwise;
  - (10) For the objects of the Association and subject to Article 19 hereof, to engage or employ any person or persons as officers and or employees of the Association and to provide and establish a superannuation fund at its discretion for the officers and for the employees of the Association their widows and children and to provide a fund for sickness benefits to such officers and /or employees;
  - (11) For the objects of the Association to turn to account any real or personal property acquired by the Association or in which it is benefited and in particular by laying out and preparing any real property for building purposes constructing altering pulling down decorating maintaining fitting up and improving buildings thereon and by planting paving draining farming cultivating letting on building lease or building agreement any such real property and by entering into contracts and arrangements of all kinds with builders tenants and others;

- (12) For the objects of the Association on a non-profit making basis to carry on printing and publishing and, in connection therewith and relating thereto, to purchase copyrights for books and publications and to issue licences for the same and receive payment therefore, to engage in engraving paper and other impressionable surfaces pictures, figures and letters and to manufacture such paper and material as is necessary in the transaction of such matters;
- (13) For the objects of the Association on a non-profit making basis to manufacture and distribute broadcast transcriptions and domestic recordings and to manufacture, process, duplicate, and distribute motion picture and cut and roll film;
- (14) For the objects of the Association to raise and borrow money in such manner as the Executive Committee may think fit and in particular by the issue of debentures bonds bills of exchange promissory notes or other obligations or securities of the Association or by mortgage bill of sale or other charges of or upon all of any part of the property of the Association whether real or personal;
- (15) For the objects of the Association and subject to Article 19 hereof, to pay for any rights property or privileges acquired by the Association or for any services rendered to or any debt liability or obligation of the Association either in cash or wholly or partly in debenture or other securities of the Association accrued or charged upon all or any part of the property of the Association or not so secured or changed and to make payments either in money or in any other way as may from time to time be deemed expedient for information or advice given to the Association;
- (16) To subscribe and make payments to any charitable fund for furthering the Objects, provided that such fund shall prohibit distribution of its income and property to an extent at least as great as is imposed on the Association under or by virtue of Article 8 hereof;
- (17) To amalgamate or unite and absorb into the Association or to amalgamate with any other present or future company or partnership whether formed in Hong Kong or elsewhere the objects of which are similar to those of the Association and the distribution of the income and property of which is restricted to at least as great an extent in this Association is under article 8 of these articles for furthering the Objects but not otherwise;
- (18) To invest and deal with the moneys of the Association in furtherance of its Objects in a proper and prudent manner as may from time to time be determined by the Association;
- (19) For the objects of the Association to promote and hold, either alone or jointly with any other association, club, or persons, lectures, meetings, competitions, and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote given or support charitable dinners, balls and concerts;
- (20) 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.

### **POWERS OF THE ASSOCIATION**

7. The Association has power to do anything lawfully which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so.

### **APPLICATION OF INCOME AND PROPERTY**

8. (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) The income and property received by the Association from The Hong Kong Jockey Club Charities Trust ("HKJCCT") by way of gift, contribution or otherwise howsoever must be used for the promotion of the Objects and charitable purposes which are approved by HKJCCT.
- (3) Subject to sub-article (4), none of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any member of the Association.
- (4) The requirement under sub-article (3) above does not prevent the payment by the Association:
  - (a) of reasonable and proper remuneration to a member of the Association not being a member of the Executive Committee or governing body for any goods or services supplied by him or her to the Association.
  - (b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;
  - (c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
  - (d) of rent to a member of the Association 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 of the Association 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.

#### **EXECUTIVE COMMITTEE**

9. The operations and affairs of the Association shall be managed by the Executive Committee consisting of a Chairperson, two Vice-Chairpersons, a Treasurer together with one or more Executive Committee Members duly elected at an annual general meeting by members of the Association.
10. Half of the Executive Committee Members should be Music Stream Members and the other half should be Dance Stream Members. If their number is not a multiple of 2, then there should be one more Music Stream Member. Until otherwise determined by the members at a general meeting, the minimum number of the Executive Committee Members shall be 4 and there is no maximum number.
11. The members of the first Executive Committee shall be determined in writing by the founder members of the Articles of Association. Subject to article 10, the Executive Committee may from time to time appoint a Music Stream Members or Dance Stream Member to be a member of the Executive Committee to fill a casual vacancy. Any person so appointed shall retire from office at the next annual general meeting following the appointment; or if the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the Executive Committee Member was appointed is to be determined.
12. Unless otherwise specified in the appointment, an Executive Committee Member appointed under article 9 holds office until the second annual general meeting following his or her appointment. Members who retire from office shall be eligible for re-election of the same office for not more than 3 consecutive terms.

#### **POWERS OF EXECUTIVE COMMITTEE MEMBERS**

13. The Executive Committee may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made for furthering the Objects but not otherwise.

14. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by 1 Executive Committee Member of the Association or a person duly authorized by a resolution of the Executive Committee.
15. The Executive Committee must ensure that the Association keeps a written record of every decision taken by the Executive Committee under article 22 for at least 10 years from the date of the decision.

#### **ELECTION OF EXECUTIVE COMMITTEE MEMBERS**

16. Election of the Executive Committee at the annual general meeting in every other year shall be by ballot held in accordance with the following provisions:-
  - (a) Every candidate for election as Member of Executive Committee must be a Music Stream Member or Dance Stream Member of the Association.
  - (b) Every candidate for election as member of Executive Committee must be nominated by any two of Music Stream Members or Dance Stream Members in writing, signed by the Members nominating, and must be accompanied by the written consent signed by the person nominated of his or her willingness to serve on the Executive Committee. Every such nomination and confirmation of acceptance must reach the Secretary not later than 14 days before the annual general meeting.
  - (c) In the event of the number of candidates from either Music or Dance Stream Members duly nominated being greater than the number of vacancies for their respective stream on the Executive Committee, the Secretary shall prepare voting papers and such voting papers shall be handed at the annual general meeting to every Music and Dance Stream Member present.
  - (d) Every such voting shall be in such form as the Executive Committee may from time to time determine and shall contain the names of all candidates who have been duly nominated.
  - (e) If the number of candidates from either Music or Dance Stream Members duly nominated for election as members of the Executive Committee does not exceed the number of vacancies of the respective stream, such candidates shall be deemed to have been duly elected. In the event that the number of candidates from one stream is more than the number of vacancies of that particular stream, ballot is required for that stream even though the total number of candidates is less the total number of vacancies of both streams together.
17. The Chairperson, Vice-Chairpersons, and Treasurer of the Association shall be elected by and from the Executive Committee Members by ballot. The provision for this election shall follow the provisions prescribed for the election of Executive Committee Members in as far as those provisions are applicable. Out of the two Vice-Chairpersons, one must be a Music Stream Member and the other one must be a Dance Stream Member.

#### **DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS**

18. The office of Executive Committee Member shall be vacated if the Executive Committee Member-
  - (a) 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;
  - (b) Becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
  - (c) Becomes a mentally incapacitated person;
  - (d) Resigns the office of Executive Committee Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
  - (e) For more than 6 months has been absent without the Executive Committee's permission from Executive Committee's meetings held during that period; or
  - (f) is removed from office of Executive Committee Member by an ordinary resolution of the Association.

## **REMUNERATION AND BENEFITS TO EXECUTIVE COMMITTEE MEMBERS**

19. No Executive Committee Member or member of governing body shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in article 8(3) above) shall be given by the Association to any Executive Committee Member or member of governing body.

## **CONFLICTS OF INTERESTS**

20. (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 operations; and
  - (b) the Executive Committee Member's interest is material.
- (2) The Executive Committee Member must declare the nature and extent of the Executive Committee Member's interest to the other Executive Committee Member 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 the Executive Committee Member 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 paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to-
- (a) an arrangement for giving an Executive Committee Member any security or indemnity in respect of money lent by the Executive Committee Member to or obligations undertaken by the Executive Committee Member 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;
  - (c) subject to Article 19 hereof, an arrangement under which benefits are made available to employees and Executive Committee Members or former employees and Executive Committee Members of the Association or any of its subsidiaries, which do not provide special benefits for Executive Committee Members or former Executive Committee Members.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
21. (1) Subject to Article 19 hereof, an Executive Committee Member may hold any other office under the Association (other than position of profit) in conjunction with the office of Executive Committee Member for a period and on terms that the Executive Committee determine.
- (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 mentioned in paragraph (1); or
  - (b) as vendor, purchaser or otherwise.

- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of 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 paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (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) Paragraph (1), (2), (3) or (4) only applies if the Executive Committee Member has declared the nature and extent of the Executive Committee Member's interest under the paragraph 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 the Executive Committee Member as a director or officer of, or from the director's interest in, the other company unless the Association otherwise directs.

#### **PROCEEDINGS OF EXECUTIVE COMMITTEE MEMBERS**

- 22. A decision of the Executive Committee may only be taken-
  - (a) by a majority of the Executive Committee Member at a meeting; or
  - (b) in accordance with article 23.
- 23. (1) A decision of the Executive Committee Members is taken in accordance with this article when all eligible Executive Committee Members 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 Executive Committee Member or to which each eligible Executive Committee Member has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible Executive Committee Members is a reference to Executive Committee Members who would have been entitled to vote on the matter if it had been proposed as a resolution at an Executive Committee meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Executive Committee Members would not have formed a quorum at an Executive Committee meeting.
- 24. (1) Any Executive Committee Member may call an Executive Committee meeting by giving notice of the meeting to the Executive Committee Members or by authorizing the Secretary to give such notice.
- (2) Notice of an Executive Committee meeting must indicate-
  - (a) its proposed date and time; and
  - (b) where it is to take place.



- (3) Notice of an Executive Committee meeting must be given to each Executive Committee Member, but need not be in writing.
25. (1) Subject to these articles, Executive Committee Members participate in an Executive Committee meeting, or part of an Executive Committee meeting, when-
- (a) the meeting has been called and takes place in accordance with these articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Executive Committee Members are participating in an Executive Committee meeting, it is irrelevant where an Executive Committee Member is and how they communicate with each other.
- (3) If all the Executive Committee Members participating in an Executive Committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.
26. (1) At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Executive Committee meetings may be fixed from time to time by a decision of the Executive Committee and unless otherwise fixed it is a simple majority of Executive Committee Members.
27. If the total number of Executive Committee Members for the time being is less than the quorum required for Executive Committee meetings, the Executive Committee Members must not take any decision other than a decision-
- (a) to appoint further Executive Committee Members; or
  - (b) to call a general meeting so as to enable the Members to appoint further Executive Committee Members.
28. (1) If the Chairperson is present at the Executive Committee Meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) If the Chairperson is not participating in an Executive Committee's meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the Executive Committee Members present at an Executive Committee Meeting must elect one of themselves to be the chairperson.
29. (1) If the numbers of votes for and against a proposal are equal, the Chairperson or other Executive Committee Member chairing the Executive Committee meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the Chairperson or other Executive Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.
30. The chairperson of an Executive Committee Meeting may permit other persons to attend and speak at a general meeting even though they are not members of the Association.

#### **DELEGATION OF POWERS BY EXECUTIVE COMMITTEE**

31. (1) Subject to these articles, the Executive Committee may, if they think fit, delegate any of the powers that are conferred on them under these articles-
- (a) to any person or committee;
  - (b) by any means (including by power of attorney);
  - (c) to any extent and without territorial limit;
  - (d) in relation to any matter; and

- (e) on any terms and conditions.
  - (2) If the Executive Committee so specify, the delegation may authorize further delegation of the Executive Committee's powers by any person to whom they are delegated.
  - (3) The Executive Committee Members may-
    - (a) revoke the delegation wholly or in part; or
    - (b) revoke or alter its terms and conditions.
32. (1) The Executive Committee may make rules providing for the conduct of business of the sub-committees to which they have delegated any of their powers.
- (2) The sub-committees must comply with the rules.

#### **VALIDITY OF EXECUTIVE COMMITTEE'S DECISIONS**

33. The acts of any Executive Committee meeting or of sub-committee or the acts of any person acting as an Executive Committee Member are as valid as if the Executive Committee Member 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-
- (a) there was a defect in the appointment of any of the Executive Committee Member or of the person acting as an Executive Committee Member;
  - (b) any one or more of them were not qualified to be an Executive Committee Member or were disqualified from being an Executive Committee Member;
  - (c) any one or more of them had ceased to hold office as an Executive Committee Member; or
  - (d) any one or more of them were not entitled to vote on the matter in question.

#### **COMPANY SECRETARY**

34. (1) Subject to Article 19 hereof, 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.

#### **MEMBERS AND ADMISSION TO MEMBERSHIP**

35. For the purposes of registration, the number of members of the Association is not exceeding 5,000.
36. The following shall be the categories of Membership:-
- (a) Music Stream Members;
  - (b) Dance Stream Members;
  - (c) Honorary Members;
  - (d) Advisory Members.
37. (1) The founder members who signed these articles and having received a scholarship in music by the Hong Kong Jockey Club Music and Dance Fund are first Music Stream Members.
- (2) The founder members who signed these articles and having received a scholarship in dance by the Hong Kong Jockey Club Music and Dance Fund are first Dance Stream Members.

- (3) Any scholars, having received a scholarship in music by the Hong Kong Jockey Club Music and Dance Fund shall be eligible to apply to the Association for Music Stream Membership, such Music Stream membership to become effective upon registration with the Secretary of the Association, which action shall be construed as admission to membership.
  - (4) Any scholars, having received a scholarship in dance by the Hong Kong Jockey Club Music and Dance Fund shall be eligible to apply to the Association for Dance Stream Membership, such Dance Stream membership to become effective upon registration with the Secretary of the Association, which action shall be construed as admission to membership.
  - (5) Any person with a mark of honour or respect who having been nominated and voted by the Members at the annual general meeting or any extraordinary general meeting shall become an Honorary Member of the Association.
  - (6) The Advisory Members are representatives appointed by The Hong Kong Jockey Club Charities Trust and the Board of Trustees of the Hong Kong Jockey Club Music and Dance Fund, from time to time.
38. Unless otherwise determined by the Association at a general meeting, the amount of membership fee payable by the members shall from time to time be determined by the Executive Committee.

### **RIGHTS OF MEMBERS**

39. (a) A Music Stream Member is entitled to receive all notices of general meeting sent by the Association, attend and speak at, and vote on all motions put before, any general meeting of the Association, and eligible for becoming an Executive Committee Member.
  - (b) A Dance Stream Member is entitled to receive all notices of general meeting sent by the Association, attend and speak at, and vote on all motions put before, any general meeting of the Association, and eligible for becoming an Executive Committee Member.
  - (c) An Honorary Member is entitled to receive all notices of general meeting sent by the Association, attend and speak at any general meeting of the Association.
  - (d) An Advisory Member is entitled to receive all notices of general meeting sent by the Association, attend and speak at, any general meeting of the Association.
40. The rights of Music Stream Members, Dance Stream Members, Honorary Members and Advisory Members of the Association in regard to the Association's activities (other than in regard to voting, receiving notice of, attending and speaking at general meetings, eligibility for becoming an Executive Committee Member and other matters expressly provided for in these Articles) shall be determined from time to time by the Executive Committee.

### **TERMINATION OF MEMBERSHIP**

41. The membership of any member of the Association shall be deemed to be personal and shall forthwith cease to exist in any of the following events.
  - (a) If the member dies.
  - (b) If the member shall by notice in writing to the Association resign from membership.
  - (c) If the member shall become lunatic or of unsound mind.
  - (d) If the member shall become a declared bankrupt or insolvent under any of the laws relating to bankrupts or insolvent for the time being in force in Hong Kong.

### **GENERAL MEETINGS**

42. (1) Subject to 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.

- (2) The Executive Committee may, if they think fit, call a general meeting.
- (3) If the Executive Committee is required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the Executive Committee do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance. All general meetings other than annual general meetings shall be called extraordinary general meetings.

#### **NOTICE OF GENERAL MEETINGS**

43. (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of-
- (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must-
- (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting-
    - (i) include notice of the resolution; and
    - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution.
  - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
  - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) and (3) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which-
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed-
- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

44. (1) Notice of a general meeting must be given to all members of the Association.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.
45. Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

46. 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 financial statements, and the reports of the Executive Committee and auditors, the election of Executive Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
47. 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 otherwise provided, a quorum shall be constituted by 15 members with voting right.
48. (1) If the Chairperson of the Executive Committee is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The Executive Committee Members present at a general meeting must elect one of themselves to be the chairperson if-
- (a) The Chairperson is not present within 15 minutes after the time appointed for holding the meeting;
- (b) The Chairperson is unwilling to act.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if-
- (a) No Executive Committee Member is willing to act as chairperson;
- (b) No Executive Committee Member is present within 15 minutes after the time appointed for holding the meeting.
49. The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not members of the Association.
50. (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must-
- (a) if called on the request of members, be dissolved; or
- (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Executive Committee determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if-
- (a) the meeting consents to an adjournment; or
- (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.

- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

## **CONTENT AND EFFECT OF PROXY NOTICES**

51. (1) A proxy may only validly be appointed by a notice in writing (“proxy notice”) that-
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
  - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
  - (d) is delivered to the Association in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as-
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
52. If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.
53. (1) A proxy’s authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy-
- (a) attends in person the general meeting at which the resolution is to be decided; and
  - (b) exercises, in relation to the resolution, the voting right attached to the shares in respect of which the proxy is appointed.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general 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 member.

54. (1) A proxy notice does not take effect unless it is received by the Association at least 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Association at least 48 hours before the time appointed for holding the meeting or adjourned meeting.

### **VOTING AT GENERAL MEETINGS**

55. (1) A resolution put to the vote of a general meeting must be decided on a show of hands.
- (2) If there is an equality of votes, the chairperson of the meeting at which the show of hands takes place is entitled to a second or casting vote.
- (3) On a vote on a resolution at a general meeting, a declaration by the chairperson that the resolution-
- (a) has or has not been passed; or
- (b) has passed by a particular majority,
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
56. (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.
57. On a vote on a resolution at a general meeting-
- (a) every member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.
58. (1) A member who is a mentally incapacitated person may vote by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy.

### **COMMON SEAL**

59. (1) A common seal may only be used by the authority of the Executive Committee.
- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to paragraph (2), the Executive Committee may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the Executive Committee, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 Executive Committee Member of the Association.

### **RECORDS OF ASSOCIATION**

60. The Executive Committee must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.
61. The Association's records may be—
- (a) kept in hard copy form or in electronic form; and
  - (b) arranged in the manner that the Executive Committee thinks fit.

#### **ACCOUNTS**

62. (1) The Executive Committee must prepare annual financial statements 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 as required by the Ordinance.
63. Subject to Article 19 hereof, auditors shall be appointed and their duties regulated in the manner provided by the Ordinance or any statutory modification thereof for the time being in force.
64. (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 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.

#### **INDEMNITY AND INSURANCE FOR EXECUTIVE COMMITTEE MEMBERS**

65. (1) An Executive Committee Member or former Executive Committee Member of the Association may be indemnified out of the Association's assets against any liability incurred by the Executive Committee Member to a person other than the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association.
- (2) Paragraph (1) only applies if the indemnity does not cover-
- (a) any liability of the Executive Committee Member 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 Executive Committee Member -
    - (i) in defending criminal proceedings in which the Executive Committee Member is convicted;
    - (ii) in defending civil proceedings brought by the Association in which judgment is given against the Executive Committee Member;
    - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association in which judgment is given against the Executive Committee Member;



- (iv) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Executive Committee Member 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.
- 66. The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for an Executive Committee Member of the Association against—
  - (a) any liability to any person attaching to the Executive Committee Member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association; or
  - (b) any liability incurred by the Executive Committee Member in defending any proceedings (whether civil or criminal) taken against the Executive Committee Member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.

#### **NET ASSETS ON WINDING UP AND DISSOLUTION**

- 67. 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 of the Association 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 8 above and this article, such institution or institutions to be determined by a resolution of the members of the Association 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.

#### **AMENDMENTS TO ARTICLES OF ASSOCIATION**

- 68. No addition, alteration or amendment shall be made to or in the articles of association of the Association, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

#### **RESTRICTION ON FORMATION OF SUBSIDIARY**

- 69. 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 undersigned, wish to form a company and wish to adopt the above articles of association:

Names of Founder Members

YIP Wing Sie 葉詠詩  
(Orchestral Conductor)

LUNG Heung Wing 龍向榮  
(Artistic Director)

LAU Yin Ling 劉燕玲  
(Ballet Lecturer)

Lo Ka Yu, Suky 羅嘉裕  
(Marketing Manager)

Lam Wai Yuen, Allen 林偉源  
(Artistic Director / Choreographer)

Lee Ka Ling, Colleen 李嘉齡  
(Concert Pianist)

Carol YU 余嘉露  
(Concert Pianist)