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THE COMPANIES ORDINANCE
(Chapter 32)

SPECIAL RESOLUTION

OF

HONG KONG & MACAU TAIWANESE ASSOCIATION LIMITED

港、澳、台、灣、同、鄉、會、有、限、公、司

Passed on 24th September, 1999

At an Extraordinary General Meeting of the Members of the Company held at its registered office on 24th September, 1999, the following resolution was duly passed as a Special Resolution :-

Special Resolution

“ THAT the Articles of Association of the Company be altered and adopted as per attached sheets. “

Mr. LAI Kin Shing
Chairman

RECEIVED 收件日期
07-10-1999
COMPANIES REGISTRY
(Administration Section)
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THE COMPANIES ORDINANCE (Chapter 32)

**A Company Limited by Guarantee
and Not Having any Share Capital**

CERTIFIED TRUE & CORRECT

[Signature]

ARTICLES OF ASSOCIATION

OF

HONG KONG & MACAU TAIWANESE ASSOCIATION LIMITED

(港澳台灣同鄉會有限公司)

(Adopted by special resolution passed on October 15, 1996)

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent therewith, the interpretation shall be as follows: -

"The Association" means HONG KONG & MACAU TAIWANESE ASSOCIATION LIMITED

(港澳台灣同鄉會有限公司).

"Hong Kong" means Hong Kong and its dependencies.

"The Ordinance" means the Companies Ordinance, Chapter 32.

"The Articles of Association" means the Articles of Association of HONG KONG & MACAU TAIWANESE ASSOCIATION LIMITED (港澳台灣同鄉會有限公司).

"Member" means a member of the Association

"Executive Committee" means the members of the Executive Committee for the time being.

"Managing Committee" means the members of the Managing Committee for the time being.

"Supervisory Council" means the Council Members of the Supervisory Council for the time being.

"Advisory Panel" means the members of the Advisory Panel for the time being.

"General Meeting" has the meaning assigned to it by the Ordinance.

"Extraordinary General Meeting" has the meaning assigned to it by the Ordinance.

"Special Resolution" and "Extraordinary Resolution" have the meanings assigned to them respectively by Section 116 of the Ordinance.

"The Registered Office" means the Registered Office for the time being of the Association.

"Seal" means the Common Seal of the Association.

"In writing" or "Written" shall include handwritten, printed, lithographed, typewritten or partly one and partly another.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is unlimited.

3. Members of the Association :-

Every person who has attained the age of 18 years and who is or has been a Taiwan Identity Card holder may apply for full membership. Those persons who apply for life membership will become Life Member of the Association.

Every member's spouse and/or his descendants will automatically become Family Member of the Association. Family members do not have election and voting rights in the Association. Those family members who have attained the age of 18 years and intend to be Full Members of the Association must apply for membership individually.

Those who support the aim of the Association and have attained the age of 18 years can apply as Subsidiary Member of the Association. The Subsidiary Members have the right to take part in the activities of the Association but do not have election and voting rights in the Association.

4. Any one who wishes to apply for membership shall sign and deliver to the Executive Committee an application in Chinese which must be countersigned by a member proposing him and he shall be admitted or rejected by the Executive Committee after having considered his or her application, and in the case of non-acceptance, the Executive Committee is not bound to assign any reason therefor.

The qualification of an Honorary Member and a Life Member shall be determined by the Executive Committee.

5. Each member shall be entitled :-

- (a) to attend and vote at any General Meeting but no member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid;**
- (b) to enjoy any benefit of the Association;**

(c) to nominate a member of the Executive Committee;

(d) to be nominated as a member of the Executive Committee/Managing Committee/Supervisory Council.

6.

(a) Each member shall be bound to co-operate in the carrying out of the purposes of and adhere to the Association's Memorandum & Articles of Association directly or indirectly and any Resolution to protect the reputation of the Association.

(b) Each member shall be obliged to pay the entrance fee, annual subscription and necessary subscriptions decided by the Executive Committee from time to time. In the event of failure to pay the above subscriptions for more than one year, the defaulting member's privilege of enjoying the right and benefit of the Association shall forthwith cease. When the defaulting member has fully settled the outstanding fees and subscription, the Secretary-General of the Association will within 7 days give him a written notice advising him of the restoration of his membership. Once the member has received such notice, he can immediately enjoy the right and benefit of the Association.

(c) Each member shall be prohibited to transact any business in public on behalf of the Association without authorisation from the Chairman of the Association or from the Executive Committee.

Unless in special occasion, with the consent of the Executive Committee of the Association, all benefits and moneys obtained in connection with the activities and business of the Association should belong to the Association solely.

(a) Any member who acts in a way that is prejudicial to or jeopardizes the interest of the Association or any member who violates any of the provisions of the Memorandum and Articles of Association or bye-laws of the Association or damages the Association's property or if his conduct shall in the opinion of the majority members of the Managing Committee be injurious to the reputation or interest of the Association and such member's staying with the Association will be derogatory to the status of the Association, it shall be the duty for the Managing Committee to invite the member complained of by letter to give an explanation of his conduct and to appear before a meeting of the Managing Committee convened for considering his case.

(b) If the Managing Committee is not satisfied with the explanation offered by the member complained of or if no explanation is offered or if he fails to attend the meeting of the Managing Committee convened for considering his case, the Managing Committee shall due to the degree of seriousness of the fault by given written warning, or by given notice to the member suspend him from the benefits of the Association and/or delete the member from the list of members of the Association.

(c) The suspension of or deleting from membership of the member complained of as aforesaid shall be put forward for ratification at the next General Meeting of the Association.

(d) Any member who has been expelled by the Association from membership as aforesaid shall not be eligible for readmitted as member of the Association within 5 years from the date when he is formally expelled from membership.

8. Any member who have moved and shall, through whatever cause, cease to be a member, present a written notice and nevertheless remain liable for payment to the Association of all moneys which at the time of his ceasing to be a member are due from him to the Association and no entrance fee, subscription or donation or any part or portion thereof shall be returned to him in any event.

GENERAL MEETING

9. The First General Meeting shall be held at such time, not being less than ten months after the incorporation of the Association, and at such place, as the Executive Committee may determine.

10. An Annual General Meeting shall be held once in every calendar year at such time (Not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Executive Committee.

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

11. All resolutions as required by Hong Kong Companies Ordinance to be passed by Special Resolution including the provision of Article 55 relating to removal of a member from office shall be decided by votes of at least three-quarter of the members present in person. Any other resolutions shall be decided by votes of more than one-half of the members present in person.

NOTICE OF GENERAL MEETING

12. The notice of General Meeting, and all other Meetings shall be sent by post to those who have the right to attend the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at the meeting.

13. 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 any other meeting 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 these Articles entitled to receive such notices from the Association but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

14. Service of notice to a member shall be made either (1) by messenger, or (2) by post to the address registered with the Association and such notice shall be considered as served 24 hours after its being posted, or (3) by advertisement advertised in at least one of the Chinese newspapers circulating in Hong Kong (having been duly approved by the Hong Kong Government for the publication of any notice under Fraudulent Transfers of Business Ordinance Chapter (49)) and such notice shall be considered as served after the date of the publication thereof.

PROCEEDINGS AT GENERAL MEETING

15. Members' Meeting shall be the ultimate authority unit of the Association.

16. At a General Meeting the following business shall be transacted :-

- (a) Considering and passing any report made by the Executive Committee and/or by Managing Committee and/or by Supervisory Council;
- (b) Passing the budget of the year;
- (c) Electing of the Members of Supervisory Council;
- (d) Passing any proposal made by the Executive Committee and/or by Managing Committee and/or by Supervisory Council;
- (e) Amending Memorandum and Articles of Association;
- (f) Any other business.

At an Annual General Meeting the following business shall be transacted :-

- (a) Adopting and approving the accounts, balance sheets and the annual reports of the Chairman of the Executive Committee and Auditors;
- (b) Electing of the Executive Committee;
- (c) Appointing auditors and fixing their remuneration.

17. 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. Save as herein otherwise provided, the quorum for a General Meeting shall be all members present or one-third of those members who shall present in persons or by proxy.

18. If within 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 for a period of 10 days, the time and place of the adjourned meeting will advise separately. If at the adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present shall be a quorum.

19. Each member shall be entitled to put forward proposals and suggestions in writing for consideration.

20. The Chairman of the Executive Committee shall preside as Chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not present within 30 minutes after the time appointed for holding of the meeting or is unwilling to act as Chairman or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Executive Committee present shall elect one of the Vice Chairman to be chairman of the meeting. If there is no Vice Chairman present at the meeting, the Executive Committee present shall elect one of their member to be the Chairman of the meeting.

21. 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 ten days or more, 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.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a non-disclosure ballot is (before or on the declaration of the result of the show of hands) demanded by at least 1/4 of the members present in person or by proxy entitled to vote and, unless a non-disclosure ballot is 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 of the 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 that resolution.

23. 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.

24. 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.

25. 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. On a poll votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. A proxy may not be a member of the Association but is limited to represent one absent member.

27. The Chairman of the General Meeting has the right to stop any member from filibustering or to limit time for such a member to speak; in the event of serious dispute, violent quarrelling or disorder among the members of the meeting, the Chairman of the Meeting as the case may be may order adjournment of the meeting.

28. The Chairman of the Association, notwithstanding anything in its articles shall, on the requisition of members of the Association representing not less than one-fifth of the total voting rights of all the members, forthwith proceed duly to convene an extraordinary general meeting of the Association.

EXECUTIVE COMMITTEE AND THEIR POWERS AND DUTIES

29. The Executive Committee is the planning and execution unit of the Association. It shall consist of a Chairman and certain numbers of Vice-Chairman, Secretary, Vice-Secretary and Committee Members.

30. The Executive Committee Members must be a Life Member of the Association and must be elected among the Life Members or nominated by at least 30 Full Members of the Association. They also have to obtain the consent of the existing Executive Committee and elected by the Members of the Association at the General Meeting. The term of office of the Committee members shall be 2 years and they are eligible for re-election. No remuneration of whatever kind shall be paid to the Executive Committee Members directly or indirectly.

31. The Chairman of the Executive Committee shall convene a meeting at least once in three months. Upon request of not less than one-third of the Committee members, the Chairman shall convene a Committee Meeting.

32. One half of the members of the Executive Committee shall constitute the quorum of a meeting of the Executive Committee.

33. The duties of the Executive Committee include the followings:

(a) to plan and develop the business of the Association;

(b) to promote all kinds of cultural, recreational and athletic activities;

(c) to solve problems and provide help for the unfortunate members of the Association as and when necessary;

(d) to introduce employment to the residents of Taiwan Province in Hong Kong, Macau and Taiwan but in no case should the Association act as guarantor of such person.

- (e) to promote the spirit of mutual assistance and friendship among members and to strive for the improvement and exchange of views relating to economics, commerce and culture between Taiwan and in such place or places where the members for the time are residing.
- (f) to accept or reject the application and cessation of membership of the Association;
- (g) to elect the Chairman, Vice-Chairman, Standing Committee and Managing Committee;
- (h) to control the daily operation of the management and the General Office of the Association;
- (i) to protect and control the property of the Association;
- (j) to engage suitable persons to assist the Executive Committee for the purpose of executing the affairs of the Association;
- (k) to deal with all resolutions duly passed by the members at the General Meeting.

34. All resolutions put to vote at the Meeting of the Executive Committee shall be decided by majority of votes and in the case of an equality of votes, the Chairman or the nominee Chairman shall have a second or casting vote.

35. If necessary, the Chairman of the Executive Committee can convene any Meeting which is constituted by himself, Vice-Chairman and Secretary of the Executive Committee. However, all decided resolutions must be approved, ratified and confirmed by the Executive Committee. Otherwise, the resolutions so decided shall be void.

36. Records of proceedings shall be provided for recording the proceedings of all meetings and attendance books shall be kept for entering names of members attending same.

37. The Executive Committee shall have power to invite persons of reputation and high social standing or those who contribute a great deal of aid to the Association to be Honorary Presidents or Senior Honorary Presidents. The Honorary Presidents represent high reputation and the Senior Honorary Presidents represent nobility. The term of office and number of Honorary Presidents are limitless.

38. The Executive Committee may delegate representatives to set up Special Section and Functional Department of the Association for the purpose of managing the affairs of the Association, as they may think fit.

39. A member of the Executive Committee, Advisory, Supervisory and Managing Committee Member, shall be disqualified if : -

- (a) He commits a breach of the terms of any resolution of a General Meeting;

- (h) He is disqualified under Section 157E or Section 157F of the Ordinance;
- (c) He is adjudicated as a bankrupt;
- (d) He is declared as a lunatic;
- (e) He is convicted of an indictable offence;
- (f) His resignation has been accepted by the Association;
- (g) He has been removed by a special resolution of the Association.

ADVISORY PANEL

40. The Advisory Panel is formed by such persons acting as Advisors to the Association. They are persons of reputation and high social standing or with intellectual achievement nominated by the Chairman of the Executive Committee and with the ratification by the Executive Committee of the Association.
41. The Advisory Panel shall assist and give advice to all units of the Association.
42. The Chairman shall convene the social gathering for the Advisory Panel at least once in every six months in order that views can be exchanged amongst Advisors to strengthen the organisation of the Association.

MANAGING COMMITTEE AND THEIR POWERS AND DUTIES

43. The Executive Committee shall nominate a certain members to constitute the Managing Committee. The terms of office of the Managing Committee members shall be two years and being eligible to be re-elected. No member of the Managing Committee shall be appointed and/or elected to any other office of the Association. The Chairman of the Managing Committee is elected from the Managing Committee members.
44. Meetings of the Managing Committee shall be held at least once in three months to be convened by the Chairman of the Managing Committee. Upon request of not less than one-third of the existing Committee, the Chairman of the Managing Committee must convene a meeting.
45. No business shall be transacted at any Meeting of the Managing Committee unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, the quorum for the meeting shall be more than one-half of the members of the Managing Committee present in persons. Any resolution must be passed by more than one-half of members present in the meeting in persons.

46. The Managing Committee shall manage, supervise and control the finance and personnel of the Association.

47. In accordance with the provisions of Article 7, the Managing Committee empowers to reprimand, suspend all or any rights of membership and/or expel the membership of the Association.

48. The development and business of the Association shall be under the Managing Committee's supervision to ensure the Association's objectives not being violated and/or opposed, otherwise, the Managing Committee put forward the matters to the Executive Committee for consideration or lodge a complaint with the Supervisory Council.

SUPERVISORY COUNCIL AND THEIR POWERS AND DUTIES

49. The members of the Supervisory Council shall be elected in the General Meeting of the Association. The ex-Chairman of the Association will automatically become a member of the Supervisory Council. The term of office of Council Members is unfixed and shall be varied from time to time.

50. No member of the Supervisory Council can hold office in the Executive Committee and/or in the Managing Committee.

51. The Chairman and Vice-Chairman of the Supervisory Council shall retire from office every year. The vacated office shall be filled by rotation in accordance to the ascending order of the number of strokes of the member's Chinese surname.

52. The Supervisory Council shall manage and exercise all powers to ensure the business of the Association are being consistent with these Articles. Any prior act of any Member of the Association shall be invalidated by the Council if such act violated the Articles of Association.

53. The Supervisory Council shall supervise the inauguration of the Chairman, the Vice-Chairman, the Executive Committee and Managing Committee of the Association.

54. The Supervisory Council shall restrain any political activity without being approved by the Association and restrain any act in violation of the Articles of Association of the Association.

55. The Supervisory Council shall have power to give warnings to such member(s) who has/have violated to the provisions of Article 54, and in case of disobedience to warning, such member(s) shall be removed from office, pending ratification by Members in General Meeting.

56. The Supervisory Council shall have power to request the Executive Committee to rectify any policy or discussion which is in conflict with the Articles of Association.

57. If the Executive Committee refuses to take notice of the Supervisory Council's suggestion(s) or under the critical circumstances when there comes to a deadlock amongst members of the Executive Committee, the Supervisory Council shall have the power to dissolve the Committee and publish a notice of the dissolution in the local newspaper. An Extraordinary General Meeting has to be convened within one month from the date of the dissolution to restructure the constituents of the Executive Committee.

58. The Supervisory Council shall assist and handle the affairs of the Association resolved in the General Meeting.

59. The Meeting of the Supervisory Council of the Association shall be called, if necessary, by the Chairman of the Council or not less than any two members of the Council.

60. No business shall be transacted at any Meeting of the Supervisory Council unless a quorum of members is present at the time when the meeting proceeds to business; Save as herein otherwise provided, the quorum for a General Meeting shall be more than one-half members present in persons. All general resolutions shall be passed by more than one-half members present at the meeting. Resolutions of giving warning to member(s) or removing any member from the Association, have to be passed by more than three-quarter of the members present at the meeting.

THE CHAIRMAN & VICE-CHAIRMAN OF THE ASSOCIATION

61. The Chairman of the Association shall externally represent the Association and internally lead the Association.

62. The Chairman of the Association shall be responsible to carry out his duties in accordance with the powers vested in him by the General Meeting and the Supervisory Council.

63. The Chairman of the Association is nominated and elected by the Executive Committee. Unless otherwise stated in future, the term of office shall be two years but is eligible for re-nomination and/or re-election and the Chairman shall not hold office for more than two consecutive terms. The ex-Chairman will automatically become the member of the Committee for the year.

64. The Chairman of the Association shall convene and preside as chairman of all General Meetings and Executive/Managing Committee Meetings.

65. The Chairman of the Association shall supervise the Executive Committee and the General Office of the Association.

66. The Chairman of the Association shall convene any social gathering for the Advisory Panel.

67. The Chairman of the Association must carry out all resolutions duly passed by the members at General Meetings, Executive Committee's Meetings and Managing Committee's Meetings.

68. A Vice-Chairman of the Association shall be nominated by the Chairman and elected by at least more than one-half members present at the members' meeting of the Executive Committee. Subject as hereinafter provided, the term of office of Vice-Chairman shall be two years and is eligible for re-nomination and/or re-election.

69. The Vice-Chairman of the Association shall assist the Chairman in all the affairs of the Association.

70. In the absence of the Chairman, the Vice-Chairman shall act as his deputy until the Chairman resumes his duties or the new Chairman is elected.

THE GENERAL OFFICE OF THE ASSOCIATION

71. The General Office of the Association shall consist of one Secretary-General, one Vice Secretary-General, one Secretary, and several staff. All of them carry out the daily operation under the supervision of the Chairman of the Association.

72. The Chairman of the Association shall appoint a member of the Executive Committee to be the Secretary-General and the appointment must be approved by the Executive Committee. The Secretary-General is responsible to the Chairman of the Association. If the Secretary-General is a non-member of the Executive Committee, the Secretary-General so appointed will automatically become a member of the Executive Committee.

73. The Vice Secretary-General, the Secretary and the staff of the General Office shall be appointed by the Chairman of the Association.

74. The General Office shall execute the resolutions passed by the Executive Committee and Managing Committee.

75. The General Office shall take and carry out orders from the Chairman, and take charge of all title deeds, documents, books, accounts, the common seal and all records of the meetings of the Association.

76. The General Office shall manage the daily operation and in general any of the affairs of the Association.

PUBLICATION OF ASSOCIATION

77. The publication of the Association shall be published at least every two years in order to disseminate the Association's objectives.

78. The Editorial Unit shall be formed and work under the supervision of the Chairman of the Association.

AMENDMENT OF ARTICLES OF ASSOCIATION

79. Either the Executive Committee or more than one-fifth of the Members (including Full Members and Subsidiary Members) shall propose to amend the Articles of Association of the Association. The proposal shall be accepted by more than three-fourth of the members present in person or in proxy at the General Meeting. The resolutions shall be come into effect upon duly filed with the Companies Registry in accordance with the Companies Ordinance.

SEAL

80. The Executive Committee shall provide for the safe custody of the Seal. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the Chairman of the Association and/or the Secretary-General and/or the Chairman of the Managing Committee for the purpose.

MANAGEMENT OF MONEY AND PROPERTIES

81. All money of the Association shall be deposited in such bank or banks as directed by the Executive Committee and accounts in respect of dealing with such bank or banks shall be kept for the purpose of auditing. All cheques shall be signed by such person or persons as the Executive Committee may by resolution determine.

82. Except for purchasing of a new premises for the Association which shall be properly authorised by a resolution of the Meeting of the Executive Committee, the property and assets of the Association shall not be sold or mortgaged.

83. Any sum received by the Association shall be deposited in such bank or banks as the Executive Committee may determine. If the accumulation warrants the Executive Committee may invest same or any part thereof in such investment as they think fit. Proper accounts and detail records shall be kept in the Association in respect of such investment.

84. If any loss should be unexpectedly sustained in the exercise of the powers given them to deal with the assets of the Association the Executive Committee, Managing Committee and Supervisory Council if they had acted in good faith and had exercised reasonable care shall not be responsible thereof.

85. The Association may raise funds through an appeal by the Executive Committee for public subscription or donation for the maintenance of the Association or of a charitable organisation managed by the Association.

86. A sponsor or donor shall not ipso facto become a member of the Association except in compliance with provisions of the Memorandum and Articles of Association. Such persons can apply as Subsidiary Member of the Association.

ACCOUNTS

87. Proper books shall be caused to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the assets and liabilities of the Association, and as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transaction.

88. The books of account shall be kept at the registered office of the Association, or subject to Section 121(3) of the Ordinance, at such other place or places as the Executive Committee shall think fit and shall be always be open to the inspection of the Executive Committee.

89. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditors' report shall not, less than 21 days before the date of the meeting, be sent to all persons entitled to receive notice of General Meeting of the Association.

90. Auditors shall be appointed and their duties regulated as provided in the Ordinance.

WINDING UP

91. The dissolution of the Association shall follow the provisions and laws of Hong Kong. All assets and profits deriving from the dissolution of the Association shall not be distributed to any of its members.