

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
INFORMATION ENGINEERING ALUMNI ASSOCIATION OF THE CHINESE
UNIVERSITY OF HONG KONG LIMITED
香港中文大學訊息工程學系校友會有限公司

Company No: 0833187

Incorporated the day 12 of February 2003

HONG KONG

Certified True By

Chan Chun

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

**INFORMATION ENGINEERING ALUMNI ASSOCIATION OF THE CHINESE
UNIVERSITY OF HONG KONG LIMITED
香港中文大學訊息工程學系校友會有限公司**

1. The name of the Company (hereinafter called “the Association”) is INFORMATION ENGINEERING ALUMNI ASSOCIATION OF THE CHINESE UNIVERSITY OF HONG KONG LIMITED 香港中文大學訊息工程學系校友會有限公司
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are :-
 - (1) To prosper and promote the studies and research of information engineering in Hong Kong
 - (2) To foster and promote friendship and cooperation amongst past and present students of the Department of Information Engineering of The Chinese University of Hong Kong (“the Department”).
 - (3) To establish a closer relationship between members of the Association, the students, the alumni and the staff members of the Department.
 - (4) To expand personal acquaintance amongst the students, the alumni and the staff members of the Department and to promote social relationships amongst the members of the Association.
 - (5) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
 - (6) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons including scholarship funds to existing students of the Department.
4.
 - (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
 - (2) Subject to clause (3) below, no portion 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 the members of the Association.

- (3) Nothing herein shall prevent the payment, in good faith, by the Association:
- (a) to any member of its Executive Committee of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association or its Executive Committee at a rate to be determined by the Executive Committee from time to time.
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee is interested.
- (4) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clause (3) above.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one Hong Kong dollar.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this 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 clause 4 above, such institution or institutions to be determined by 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 regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers:

WONG, Wing Shing (黃永成)
Chairman and Professor of Information Engineering
Department of Information Engineering
The Chinese University of Hong Kong
Shatin
Hong Kong

WONG, Po Choi (黃寶財)
Professor
Department of Information Engineering
The Chinese University of Hong Kong
Shatin
Hong Kong

KWAN, Tak Yan (關德仁)
Senior Developer
DeliriumCyberTouch (H.K.) Limited
Unit 02, 33/F., The Lee Gardens
33 Hysan Avenue
Causeway Bay
Hong Kong

Dated the day 12 of February 2003

WITNESS to the above signatures: -

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

**INFORMATION ENGINEERING ALUMNI ASSOCIATION OF THE CHINESE
UNIVERSITY OF HONG KONG LIMITED
香港中文大學訊息工程學系校友會有限公司**

Interpretation

1. These Articles shall be construed with reference to the provisions of the Ordinance (Chapter 32), and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent therewith:

“The Association” means the Company registered as INFORMATION ENGINEERING ALUMNI ASSOCIATION OF THE CHINESE UNIVERSITY OF HONG KONG LIMITED 香港中文大學訊息工程學系校友會有限公司.

“The Ordinance” means the Companies Ordinance (Chapter 32 of the Revised Edition).

“Committee Member” means any person for the time being appointed as a member of the Executive Committee of the Association.

“Executive Committee” means the Executive Committee for the time being of the Association.

“General Meeting” means a general meeting of the members of the Association whether yearly or extraordinary.

“Member” means a member of the Association and includes all classes of members unless specified otherwise in these Articles.

“The Department” means the Department of Information Engineering of The Chinese University of Hong Kong.

“The Office” means the registered office for the time being of the Association or such place as the Executive Committee may designate from time to time.

“The Seal” means the common seal of the Association.

“The Secretary” means any person or corporation appointed to perform the duties of the secretary of the Association.

“These Articles” means the Articles of Association of the Association for the time being.

“Recognized Programme” means a programme satisfying one of the following conditions:

- (a) undergraduate major programme solely organized by the Department or the Department is one of the organizers.
- (b) postgraduate programme solely organized by the Department or the Department is one of the organizers.

Words importing the singular number only shall include the plural and vice-versa.

Words importing the masculine gender shall include the feminine and the neuter gender.

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

Number of Members

3. For the purpose of registration the Association is declared to consist of an unlimited number of Members.

Qualification of Members

4. Members of the Association shall be divided into the following categories, namely Ordinary Members, Associate Members and Honorary Members.

Eligibility of Members

5. A graduate a Recognized Programme shall be eligible for ordinary membership. For graduates with more than one programme, he shall be eligible for ordinary membership if at least one of the programmes is a Recognized Programme.
6. A person who is registered on a Recognized Programme shall be eligible to apply for associate membership. For person who is registered with more than one programme, he shall be eligible for associate membership if at least one of the programmes is a Recognized Programme. A staff member of the Department shall be eligible to apply for associate membership.
7. A person upon whom the Association has conferred the privilege of Membership as a mark of honor or respect shall be eligible to take up honorary membership.
8. The first Ordinary Members of the Association shall be the signatories to the Memorandum of Association and these Articles.

Admission of Members

9. The appropriate forms of application for admission to, or of nomination for membership as an “Ordinary Member”, or an “Associate Member” of the Association shall be such as shall from time to time be prescribed or approved at any duly constituted meeting of the Executive Committee by a resolution passed by a majority of the whole number present; and it shall be competent for the Executive Committee at any such meeting by a like resolution to alter or add to any of the forms.

10. The Executive Committee may invite any individual to be an honorary adviser of the Association and the honorary adviser so invited is not required to pay any admission fee and the subscription fees. The number of honorary adviser shall be determined by the Executive Committee.
11. Any person shall be deemed to have applied for admission to membership of the Association when he or she has completed and submitted the appropriate form to the Association. Notwithstanding of the above, the Executive Committee has the absolute right to reject any application for membership.
12. Every member shall from time to time notify to the Secretary a place of business or residence to be registered as his place of address and the place so registered from time to time shall for the purpose of the Ordinance and these presents be deemed his registered address.
13. If a member shall fail to give a place of address he shall not be entitled to receive notice in advance of any of the General Meetings or other proceedings and no such General Meeting or other proceedings shall be invalidated by reason of his not having received such notice as aforesaid.
14. A notice may be served by the Association upon any member either to the address registered with the Association at the time being or by sending it through the post.
15. As a condition precedent to membership and subject to Articles 17 and 18 hereinbelow, every member shall pay an admission fee and an annual membership fee to the Association. The amount of the admission fee and the annual membership fee payable shall be such amount as approved by the Executive Committee at the Executive Committee meeting before the first general meeting and thereafter by ordinary resolution at a general meeting of the Members from time to time.

Fees and Subscriptions

16. Subject to Articles 17 and 18 hereinbelow, the Executive Committee may from time to time determine with the sanction of a General Meeting the amount of the admission fee and the annual membership fee payable by the Members.
17. No admission fee or annual membership fee shall be payable by the Associate Members unless otherwise determined by the Association in General Meeting.
18. No admission fee or annual membership fee shall be payable by the Honorary Members.

Determination of Membership

19. The rights and privileges of membership shall not be transferable.
20. If any member of any class shall neglect for six months to pay any money due from him to the Association, the Executive Committee may forthwith suspend his privileges of membership and may serve upon him a notice in writing appointing a day and place for payment and a copy of this Articles shall be subjoined thereto. If he continues in default for one month after service of such notice, his membership shall cease.

Retirement of Members

21. A Member may resign by notice in writing to the Association which shall take effect upon the filing thereof with the Secretary but he shall be liable for payment of his annual membership fee for the current year in which he resigns.
22. A Member who has resigned in good standing may reapply for membership subject to the payment of the admission fee.
23. Membership in the Association shall terminate on the death, resignation or removal of the Member.

Rights of Members

24. Ordinary Members shall be entitled to hold elected and to appoint offices and positions of the Association.
25. Ordinary Members shall have the right to propose resolution and to vote at all the General Meetings of the Association.
26. Every Member; including Ordinary Members and Associate Members is entitled to receive notice of all General Meetings. They are also entitled to attend and speak at the General Meetings. However, only Ordinary Members have right to vote at the General Meetings. The Associate Members have no right to vote at the General Meetings. The Associate Members have the right to apply for transfer to Ordinary Members when they have satisfied the qualification for the membership of an Ordinary Member.
27. Every Member shall have the right to participate in all activities organized and sponsored by the Association.
28. The rights and privileges of a Member shall be personal to himself and is not transferable by the act of the Member or by operation of law and shall cease upon the Member's death or upon ceasing from any reason to be a Member under the provisions of these Articles.
Meetings
29. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint.
30. Ten (10) or more Members may, by written request to the Executive Committee delivered to the registered office address of the Association, request the convening of a meeting of the Association. The written request must set out all the proposed resolutions; such meeting shall be held not later than four (4) weeks after receipt of the written request by the Executive Committee.
31. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

32. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists

Notice of General Meetings

33. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by thirty (30) days' notice in writing at the least, and a meeting of the Association other than an annual general meetings or a meeting for the passing of a special resolution shall be called by fourteen (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 the Members entitled to attend and vote at the meeting; 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 one-third of the total voting rights of all the Members entitled to attend and vote at that meeting.
34. Notwithstanding that a meeting of the Association is called by shorter notice than that specified in these Articles or required by the Ordinance, it shall be deemed to have duly called if it is so agreed by a majority of three quarters of the Members entitled to attend and vote thereat.
35. 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 that meeting.

Proceedings at General Meetings

36. 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 shall also be deemed special, with the exception of the consideration of the income and expenditure accounts and balance sheets, the reports of the Executive Committee and of the Auditors, the fixing of the remuneration of the auditors, and the election or re-election of the President, the Vice-President, the Secretary, the Treasurer and other Committee Members.
37. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Subject to Article 38, a quorum shall be constituted by thirty (30) Ordinary Members or 1/10 of the Ordinary Membership of the Association, whichever shall be the less, attending the General Meeting. The use of proxies as stated in

Article 49 shall also qualify as attendance.

38. 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 Executive Committee may determine, and if at such adjourned meeting a quorum is again not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum, but they shall have no power to alter, amend or make additions to the existing Memorandum and Articles of Association.
39. The President, or in his absence, the Vice-President shall preside as the chairman at every General Meeting of the Association. If neither the President nor the Vice-President be present within ten (10) minutes after the time appointed for the holding of the meeting, or if neither of them 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 Members present shall elect one of their members to be chairman of such meeting.
40. 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 thirty days or more, seven day's notice at the least specifying the place, day and hour of the adjourned meeting / notice shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
41. At any General Meeting, a resolution put to vote of the meeting shall be decided by a simple majority vote on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by –
 - (a) the chairman of that meeting; or
 - (b) at least two Members present in person or by proxy and entitled to vote

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the Minutes Book shall be conclusive evidence of the fact without proof of the number of the votes recorded for or against such resolution. The demand for a poll may be withdrawn only with the approval of the meeting. If a poll is demanded, it shall be taken in such manner as the chairman of the meeting directs. The result of such poll shall be deemed for all purposes to be the resolution of the meeting at which the poll was so directed or demanded. The chairman may, in the event of a poll, appoint scrutinizers.

42. If a poll is duly demanded, it shall be taken at such time and place and wither immediately or after an adjournment of interval, and either by open voting or by ballot, as the chairman of the Meeting directs, and the result of the poll shall be deemed the resolutions of the Meeting at which the poll was demanded.

43. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman or the person presiding 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.
44. 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.

Votes of Members

45. Every Ordinary Member shall have one vote. An Associate Member or an Honorary Member shall be invited to attend a General Meeting (at the discretion of the Executive Committee), but shall not be entitled to vote.
46. On a show of hands or upon a poll, every Ordinary Member present in person or by proxy shall have one vote.
47. No Member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Association in his capacity as Member, and which have been outstanding for more than 1 month after falling due for payment, have been paid.
48. The instrument appointing a proxy shall be in writing under the hand of the appointer or of this attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member of the Association.
49. The use of proxies at the Annual General Meeting, or any meeting, may be used provided that the proxy form which is to be attached to the notice of the meeting be sent to all Members accompanied by specific resolutions for which the absent member using a proxy could vote. Executed proxies should be returned to the Secretary of the Association for confirmation of their membership at least 48 hours before the meeting. For the purpose of quorum of any meeting, a proxy shall qualify as attendance.
50. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
51. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Executive Committee

52. The affairs of the Association shall be managed by an Executive Committee consisting of not less than six (6) and not more than twenty (20) Committee Members.
53. The Executive Committee shall include the President, at least one Vice President, the

Secretary and the Treasurer of the Association (hereafter Designated Post), and be determined amongst the Committee Members at the first Executive Committee meeting after every Annual General Meeting. The term of office of Designated Posts is one (1) year. For clarity, the term of office of the Committee Member who takes up any Designated Post does not affect his term of office as a Committee Member. If any Committee Member who takes up any Designated Post vacated his office under Article 62, the Executive Committee shall determine another Committee Member to take up the vacated Designated Post. The Committee Member who fills such vacancy shall hold office only until the expiration of the term of office of the vacated Designated Post. The Executive Committee may from time to time appoint any Members to form sub-committee(s) to promote and carry out business and activities of the Association.

54. The terms of office of the Committee Members is two (2) years, and every Committee Member has independent terms of office. Committee Members who retire from office are eligible for re-election.
55. In case of casual vacancy occurring in the Executive Committee, such vacancy shall be filled by such Ordinary Member as may be elected by the Executive Committee. The Member who fills such vacancy shall hold office only until the expiration of the term of office of the Member whose place is filled by him.

Appointment and Election of the Executive Committee

56. The first Executive Committee and Committee Members, including the President, at least one Vice-President, the Secretary and the Treasurer, shall be determined and appointed in writing by the subscribers to the Memorandum of Association.
57. Election of Committee Members, including the President, the Vice-President, the Secretary, the Treasurer, at the Annual General Meeting in every year shall be by ballot held in accordance with the following provisions:
 - (a) Every candidate for election as a Committee Member shall be an Ordinary Member of the Association.
 - (b) Every candidate for election as a Committee Member must be nominated by two Ordinary Members in writing, signed by the Ordinary 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 fourteen days before the Annual General Meeting.
 - (c) In the event of the number of candidates duly nominated being greater than the number of vacancies on the Executive Committee, the Secretary shall prepare voting papers and such voting papers shall be handed at the Annual General Meeting to every Ordinary Member present.
 - (d) Every such voting paper 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 duly nominated for election as Committee Member shall not exceed the number of vacancies, such candidate or candidates shall be deemed to have been duly elected.

Powers of the Executive Committee

58. In the government of the Association the Executive Committee shall, in addition to the powers and authorities by these Articles expressly conferred upon them, be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting.
59. In the temporary absence of the Secretary, or his inability to act, the Executive Committee may appoint any Committee Member to act in his stead; and the person so appointed may temporarily exercise all the powers and duties of the Secretary.
60. The Executive Committee shall provide for the safe custody of the Seal of the Association and make regulations as to the use thereof, but the Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the President or the Vice-President and the Secretary shall sign every instrument to which the Seal of the Association is so affixed in their presence.

Rules

61. The Executive Committee may make Rules for regulating the affairs of the Association which shall be binding on all Members, and may from time to time revoke, alter or replace any such Rules. In particular the Executive Committee may make such Rules in regard to all or any of the following matters:
- (a) the rights and privileges which shall be accorded to Members of the Association, and the particulars to be supplied by candidates for Membership.
 - (b) the use of the Association's premises and facilities.
 - (c) the organization, management and conduct of social events arranged by the Association.
 - (d) the arrangements for mutual benefits or other matters with other clubs or associations, in particular associations of students and graduates from particular academic disciplines represented in the Chinese University of Hong Kong.
 - (e) any other matter relating to the operation of the Association not already provided for by the Memorandum and Articles of Association, provided always:
 - i) that no rule shall be inconsistent with anything contained in the Memorandum or Articles of the Association.
 - ii) that any rule may be canceled, modified or amended by resolution of the Association in General Meeting.

Vacation of Office by Committee Members

62. Any Committee Member shall be deemed to have vacated his or her office of the Executive Committee:
- (a) if he or she becomes bankrupt;
 - (b) if he or she becomes of unsound mind;
 - (c) if he or she ceases to be an Ordinary Member of the Association;
 - (d) if he or she is absent from three consecutive meetings of the Executive Committee and

- the Executive Committee resolves that his or her office is thereby vacated;
- (e) if by notice in writing to the Association he or she resigns office;
 - (f) if he or she ceases to hold office by reason of an order made under Section 223 or Section 275 of the Ordinance.

Proceedings of the Executive Committee

- 63. The Executive Committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit not less than once every three months and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Executive Committee six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have both a deliberative and a casting vote.
- 64. The President, or in his absence, the Vice-President shall preside as the chairman at every meeting of the Executive Committee. If neither the President nor the Vice-President be present within ten (10) minutes after the time appointed for the holding of the meeting, or if neither of them is unwilling to act as the chairman or is absent from Hong Kong or has given notice to the Executive Committee of his intention not to attend the meeting, the Committee Members present shall elect one of their members to be the chairman of such meeting.
- 65. The President and/or the Vice President may summon a meeting of the Executive Committee at any time by notice served upon the Committee Members.
- 66. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee generally. The quorum shall continue to be present until the conclusion of the meeting and if not the provisions in Article 24(b) shall apply.
- 67. The Executive Committee may delegate any of its powers to committee(s) consisting of such Members as the Executive Committee may think fit under any special conditions as it shall from time to time determine. Such committee(s) shall comprise at least two Committee Members.
- 68. All acts of the Executive Committee or any person acting on its authority shall, notwithstanding it be afterwards discovered that there was some defects in the appointment or continuance in office of any such Member of the Executive Committee or person acting as aforesaid, so that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee Member as the case may be.
- 69. The Executive Committee shall cause proper minutes to be made of the proceedings of meetings of the Association and of the Executive Committee and all business transacted at such meetings, and any such minutes of any meeting, purporting to be signed by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated.
- 70. A resolution in writing signed by all the Committee Members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee

duly convened and constituted.

Accounts and Audits

71. The Executive Committee shall cause proper books of accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods, lands and other things whatsoever by the Association; and
 - (c) the assets and liabilities of the Association.
72. The Treasurer shall receive all subscriptions and all other moneys coming to the Association; his or her receipts shall be the only sufficient discharge, and he or she shall pay into a bank, to be named by the Executive Committee, all moneys received.
73. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, jointly by any two of the President, the Vice President, the Treasurer and the Secretary.
74. The books of account shall be kept at such place as the Executive Committee shall think fit, and shall always be open to the inspection of Committees Members.
75. At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account made up to date not more than three months before such meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings. The Auditors' report shall be open to inspection and be read before the Meeting.
76. The Executive Committee out of the funds of the Association shall pay all costs, losses and expenses which any Committee Member or servant may incur or become liable for by reason of any contract entered into, or act or deed done by him or her as such Committee Member or servant or in any way in the discharge of his or her duties.
77. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more authorized Auditor or Auditors.
78. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Notices

79. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his or her

registered address appearing in the Register of Members except that only Members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.

80. Any notice sent by post, shall be deemed to have been served on the day following that on which the letter containing the same was put into the post.

Indemnity for Officers

81. The Committee Members and the agents and officers for the time being of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages and expenses which they or any of them respectively incur or be put to on account of any contract, act, deed, matter or thing, which shall be made, done entered into or executed by them respectively on behalf of the Association, and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Association or otherwise in the execution of their respective offices except as herein otherwise provided, and excepting such costs damages and expenses as shall happen through their respective wilful act. And they or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default or any other officer, not for any banker, broker, collector, agent or other persons appointed by the Association with whom or into whose hands and property or monies of the Association shall be deposited, not for the insufficiency of any security upon which any of the monies of the Association shall be invested, nor any loss of damage which may happen except where the same shall happen by or through their or his own wilful act.

Amendments

82. These articles may be repealed, amended or re-enacted only by special resolution of the Members. A special resolution to be passed must be adopted by not less than three-fourths of the votes cast by such members present, in person or by proxy, at a General Meeting of which notice of intention to propose the resolution as a special resolution has been duly given.

Interpretation

83. Any questions as to the interpretation of these Articles shall be determined by the Executive Committee whose decision on any point shall be final and all matters not specially provided for in these Articles shall be left to the decision of the Executive Committee whose ruling shall be conclusive.

Winding Up

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

Secretary

85. The First Secretary of the Company shall be LEE, Kwok Kit.

Names, Addresses and Descriptions of Subscribers:

WONG, Wing Shing (黃永成)
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Shatin
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Dated the day 12 of February 2003

WITNESS to the above signatures: -