

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**HONG KONG SOCIETY OF ILLUSTRATORS LIMITED**  
香港插畫師協會有限公司

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Incorporated the 7th day of April, 2011.

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HONG KONG

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No. 1584712

(COPY)

COMPANIES REGISTRY

**CERTIFICATE OF INCORPORATION**

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I hereby certify that

**HONG KONG SOCIETY OF ILLUSTRATORS LIMITED**

香港插畫師協會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and that this company is limited.

Issued on 7<sup>th</sup> April, 2011.

**(Sd.) Ms Ada L L CHUNG**  
*for Registrar of Companies*  
*Hong Kong Special Administrative*

*Region*

**THE COMPANIES ORDINANCE (CHAPTER 32)**

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Company Limited by Guarantee  
and  
not having a share capital

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**MEMORANDUM OF ASSOCIATION**

**OF**

**HONG KONG SOCIETY OF ILLUSTRATORS LIMITED**

香港插畫師協會有限公司

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1. The name of the company is “HONG KONG SOCIETY OF ILLUSTRATORS LIMITED香港插畫師協會有限公司” (hereinafter called “the Association”).
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:
  - (a) To promote the professional status of illustration art and offer support and assistance to the members of the Association.
  - (b) To enhance the Association’s professional image through exhibitions, seminars, lectures and promotions.
  - (c) To promote the professional stature of illustrators as well as fostering creativity in Hong Kong.
  - (d) To provide a platform for illustrators to share their experience.
  - (e) To cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazine, books, leaflets or other documents or film or recorded tapes so as to make known, disseminate and further the objects of the Association.
  - (f) To bring together persons of similar concern and interest for the purpose of furthering the objects of the Association, which provide a platform for global exchange and cooperation.

- (g) To promote, support, encourage and assist in education and research in furtherance of the objects of the Association and to organize, assist and participate in education and training programs, conferences, symposia, seminars, lectures and meetings in connection therewith.
- (h) To establish, receive into union or affiliation and/or co-operate with other bodies or organizations both within Hong Kong and abroad having objects in whole or in part similar to the objects of the Association.
- (i) To make such grants to or in aid of or to make donations or give assistance to or to make contracts with such individuals, trusts, corporations, associations, societies, institutions or other organizations or authorities whether within or outside Hong Kong, in furtherance of the objects of the Association.
- (j) To subscribe to become a member of and co-operate with or amalgamate with or assist in the establishment of any other association or organization whether incorporated or not whose objects are altogether or in part similar to those of the Association
- (k) To promote, establish, superintend, conduct, control and assist committees and other forms of organization and administration for the purpose of the Association.
- (l) To assist in any way deemed desirable by the Executive Committee any other body or organization in connection with the conduct of any research or similar work which the directors consider to be in line with the goals of the Association or to be conducive to the attainment of any of its objects.
- (m) To take such steps by personal or written appeals public meetings advertisements or otherwise as may from time to time be deemed expedient for the purposes of publicizing and promoting the activities of the Association and of procuring contributions to the Association in the shape of donations, subscriptions, subsidies or otherwise.
- (n) To enter into any arrangements and take all necessary or proper steps with any governments or authorities of any place, and to carry on any negotiations or operations for the purpose of directly or indirectly promoting the purposes of the Association or effecting any modifications in the constitution of the Association, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the purposes of the Association.
- (o) To establish, maintain and conduct such societies, committees and councils for the promotion of any charitable purposes for the benefit of the community in Hong Kong.

- (p) To collect and disseminate information of any event or happening that the Association may think desirable for the promotion of its objects.
- (q) To organize and hold lectures, discussions, debates and meetings and to arrange concerts, exhibitions, plays and cinema shows for acquisition, dissemination, demonstration and application of knowledge, information and practice concerning the furtherance of the objects of the Association.
- (r) At any time and the Association will not carry on a religious or political activity or by with expand or publicize a certain political conviction or mindset for the activity of purpose.
- (s) The Association will accept by personal, group or the organization above aim provide of contribute money, pay and the present, and send back receipt.
- (t) The Association will organize to raise a style of plan and activity to expand, demonstrate, support and practice the above-mentioned aim, and pay the expenses of such kind of plan and activity.
- (u) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may think necessary or convenient for the purposes of the Association.
- (v) Subject to clauses 4 below, the Association will employ an employee and pay salary, wages and subsidy and pension according to the Labour Ordinance of Hong Kong for the purposes of the Association.
- (w) To invest and deal in an appropriate manner on the amount not the capital need.
- (x) For all that more than incidental or conducive to the purpose of other things.

Provided that :

(A) The powers set forth in the Seven Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

(B) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

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 in this Memorandum of Association.
- (2) Subject to clauses (4) and (5) 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) No member of the Executive Committee of the Association 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 clause (5) below) shall be given by the Association to any member of the Executive Committee.
  - (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee of the Association in return for any services actually rendered to the Association.
  - (5) 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 reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;
    - (c) 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.
  - (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) 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 during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of Ten Hong Kong Dollars (HK\$10.00).

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, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other association or associations, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such association or associations to be determined by the members of the Association before the dissolution of the Association or 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 so far as effect cannot be given to the aforesaid provisions then to some charitable object.

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

Name, addresses and descriptions of signatories
<p><b>(Sd.) 鍾渠盛 ( Chung Kui Sing, Stephen )</b> 澳門高美士街澳門理工學院 綜合樓5樓藝術高等學校 副教授 (設計系)</p>
<p><b>(Sd.) 馬志雄 ( Ma Che Hung )</b> 香港仔黃竹坑道65號, 志昌行中心8樓C1室 廣告及人偶造型設計師</p>
<p><b>(Sd.) 劉婉卿 ( Lau Yuen Hing, Sindy )</b> 香港灣仔適安街16號地下 插畫師 / 畫家</p>
<p><b>(Sd.) 潘嘉良 ( Pun Ka Leung, Patrick )</b> 香港上環永吉街2 1-2 7號 誠興商業大廈1 2樓E座 插畫師 / 平面 / 網頁設計師</p>

Dated the 30<sup>h</sup> day of December, 2010.

Witness to the above signatures:-

**(Sd.) 陳啟賢 ( Chan Kai Yin )**

香港太古城廬山閣21樓H室

插畫師

*( If there is any difference between English and Chinese language versions of these Memorandum of Association, for all purposes the Chinese version shall prevail. )*



**THE COMPANIES ORDINANCE (CHAPTER 32)**

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

**ARTICLES OF ASSOCIATION**

**OF**

**HONG KONG SOCIETY OF ILLUSTRATORS LIMITED**

**香港插畫師協會有限公司**

1. These Articles of Association therewith:-

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

"Executive Committee" means the executive committee of the Association constituted in accordance with these Articles.

“Members” refers to the Executive Committee in accordance with Article 5 of the acceptance and enjoyment of the rights mentioned in Articles 6 of the members.

"Ordinance" means the Companies Ordinance, (Chapter 32) and every statutory modification or re-enactment thereof for the time being in force.

“Association” represents HONG KONG SOCIETY OF ILLUSTRATORS LIMITED 香港插畫師協會有限公司.

“Seal” means the Common Seal of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, the text of the articles contained within the meaning of words or phrases, and in these articles become binding on the company's effect on the date of this Ordinance or any statutory modification contained in the text or words the same meaning.

Words importing masculine gender shall include feminine and neuter genders.

Members of the Association referred to the Members mentioned in Companies Ordinance.

2. The regulations contained in Table C of the Ordinance do not apply to the Association.

### **Purposes of the Association**

3. The Association is established for the purposes expressed in the Memorandum of Association.

### **Membership**

4. For the purpose of registration, the maximum number of Members of the Association is declared to be not greater than 5,000.
5. Where any person would agree with the purpose of the Association, and are willing to abide by the constitution, must fill out the membership form, through the Executive Committee recommendation or review, and pay an annual fee, issue membership cards to become members.

The members of the Association shall be divided into the following classes viz;

#### **5.1 Honorary Member**

Recommended by the Executive Committee, the initiative to invite a very outstanding contributors to the association as Honorary Members. This mechanism is not established, the Executive Committee may, depending on circumstances, make any discretion.

#### **5.2 Achievement Member**

Recommended by the Executive Committee, the industry initiative to invite prominent illustrator, or Achievement Members are outstanding contributors to success. This mechanism is not established, the Commission may, depending on circumstances, make any discretion.

5.3 Fellow Member

Any member of more than a decade as a Professional Member of the Executive Committee recommended, or offered by the Professional Member application by the Executive Committee resolution that could be upgraded to Fellow Member.

5.4 Founding Member

Where the Association in 1999 when Founding members are the members.

5.5 Professional Member

Persons engaged in professional illustration for three years or more, would agree with this purpose, and are willing to abide by the constitution, the Executive Committee review, and pay an annual fee, membership card can be issued to professional members.

5.6 Associate Member

Persons engaged in related industries with the illustration, but do not meet the professional membership may apply to become Associate Member. Applicants will be required to identify the purpose, and are willing to abide by the constitution, the Executive Committee review, and pay an annual fee, membership card can be issued to Associate Members

5.7 Corporate Member

The applicant must be a legally registered organization, the nature of the real purpose of this would be similar to, or for the creative industry, organizations, institutions could apply to become Corporate Members. Applicants will be required to identify the purpose, and are willing to abide by the constitution, the Executive Committee review, and pay an annual fee, membership cards can be sent to Corporate Members.

### **Admission of Members**

5.8 Application for Professional Member

Once a year to recruit members of the Association, the applicant shall submit the application form and portfolio, through an interview and assessment. Successful applicants are required to sign and return the "Notice of membership" and the official confirmation of its membership will be issued.

5.9 Application for Associate Member

To join the Association who do not meet the professional membership may apply to become Associate Member, the application procedures are same as 5.8.

5.10 Associate Member upgraded to Professional Member Application

If the applicant is currently an Associate Member, and meet Professional Membership requirement, can apply to upgrade to Professional Member, the application procedures are same as 5.8.

5.11 Application for Corporate Member

Applicants should submit the application form, the application procedures are same as 5.8.

**Judging Criteria for Membership**

5.12 Judging for Membership

Assessment panel is made up by the five members or to be rotated, or appointed by the Association. Unsuccessful applications can re-apply next year, and will be selected again by another assessment panel.

5.12.1 Judging Criteria for Professional and Associate Membership

Base on the applicant's "experience", "skills", "creative" and "personal style" for review.

5.12.2 Judging Criteria for Associate Member upgraded to Professional Member

Base on the applicant's "experience", "skills", "creative", "personal style" and "conduct of business support and participation" for review.

5.12.3 Judging Criteria for Corporate Membership

Base on the institution's "objective", "image" and "performance" for review.

**Rights and Obligations of Members**

6. The members of all rights, benefits and obligations, shall not transfer by the members themselves or by law to yield to others. Before the Association members paid all owed dues membership fee, members shall not use any of the rights and welfare, but does not affect the implementation of Article 10 of this Association, the Executive Committee

may deem unconditionally or subject to any suitable conditions to permit the member to exercise any or all of the rights and welfare of members.

### **Termination of Membership**

7. (a) The member may withdraw at any time less than one month prior written notice to the Executive Committee, the membership will be terminated when the notice period expires,. The Executive Committee have the right at any time before the expiry of the notice to terminate its membership.  
  
(b) If any member of the Association fails to pay his subscription or any part of the arrears over 90 days, its membership will automatically terminate, but the Executive Committee have the right to conditionally or unconditionally to restore its membership.
8. In the following cases, the Executive Committee of not less than three-fourths majority of the Committee may by resolution, shall remove a member from the Register of Members:
  - (a) Executive Committee in accordance with the fact that the members of the act will impede the development of, or damage the interests of the Association;
  - (b) the members breach or will not comply with the Articles of Association, Appendix or General Meetings or resolution or instructions passed by the Executive Committee;
  - (c) the bankruptcy of the members; or
  - (d) that the membership fee owed under this statute more than 90 days or other payables owed by the Association more than 90 days:

But

  - (i) The Executive Committee shall be not less than seven days prior notice informing the date and reasons considered by the members of the Executive Committee; and
  - (ii) the members entitled to attend the Executive Committee meeting and make oral or written representations.
9. The members will be removed from membership does not affect those under Section 113 of the "Companies Ordinance" held a right of appeal, and attended by the members not less than three-fourths vote, may overrule his or its removal from the Association

by resolution or, in case conditions for removal of membership overturn the resolution as the final resolution.

10. Termination of the membership by the Executive Committee approved the resolution took effect. Be removed from membership will be required to give up all rights to this will have to pay the fee is not refundable, unless the membership get rid of the overthrow by General Meeting and complex such rights.
11. If the membership is considered removed from membership or get rid of those members of the Executive Committee, its Executive Committee at the meeting or the matter can not have their right to vote at the meeting will not be counted in the quorum.

### **Executive Committee**

12. (a) Committee members are elected by General Meeting by secret ballot, the Committee composed of 11 or more, the Executive Committee shall include the Chairman, two to four (2-4) Vice-Chairmen, the Honorary Secretary and the Honorary Treasurer;
- (b) Executive Committee is the highest executive body of the Association, shall hold office for a term of two (2) years, can be re-elected. Under special circumstances, can advance or delay re-election;
- (c) Notice of seven days before the committee meeting and sent to the members at each meeting, the need for one-third of all the members who attended will be formed a quorum, a majority of the members present shall be resolved in favor of it passed, if the same number of votes, the Chairman may have a casting vote, the Committee has to study the conduct of Association and to promote the conduct of Association development;
- (d) The Committee has the responsibility to promote the conduct of Association development, in line with the purpose of this will work;
- (e) The Committee before the expiry of a term is responsible for set up election committees for election of new committees.

### **Powers of Executive Committee**

13. In addition to the Articles of Association or the Companies Ordinance to be prescribed or approved by the General Meeting, the Executive Committee will have full authority to manage the business and all matters, and use all the powers of the Association, but must comply with the law, the Articles of Association and the provisions of General Meeting of the resolution. However, the provisions of General Meeting resolution will not affect any of the provisions have been resolved before the Executive Committee to deal effectively with issues.
14. As the Executive Committee that will deal effectively with the business necessary or convenient to the Executive Committee may at any time release formulation Appendix to the General Meeting, and make deletions or changes to the Appendix.

### **Proceedings at General Meetings**

15. Executive Committee Meeting chaired by the Executive Committee of the Chairman. If at any time the Chairman is not present within fifteen minutes, the Executive Committee present shall choose some one of their members to be chairman of the meeting.
16. The Executive Committee may be held freely, pause and adjust the meeting to address the Association affairs. Any meeting of the Executive Committee of the resolution, in addition to Article 13 of the Articles of Association are described things will be by a majority vote, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Chairman or any three members of the Executive Committee may direct the Secretary to convene the Executive Committee meeting. The Executive Committee shall constitute a quorum for the transaction of the existing Executive Committee of not less than one-third, beginning of the meeting a quorum shall be maintained until the end of the meeting. Although there are vacancies within the Executive Committee, existing members can still handle the transaction.
17. Any Executive Committee resolution in writing signed by all the current Executive Committee meeting and the formal adoption of the resolution as effective. Executive Committee shall cause minutes of the meeting are fully recorded in minutes books for the following matters:
  - (a) Senior staff members on all appointments made;
  - (b) Any member of each Committee meeting and subcommittee meeting of the members present name;

- (c) All in the Association, members of committee and Subcommittee meetings on the resolution, and the proceedings of such meetings.

The members present at any meeting of the Committee or Subcommittee shall be matters for the book kept within the signature.

- 18. Any Executive Committee member of the Executive Committee meetings or to act as the processing of affairs should be regarded as valid, and each such person shall be deemed to have been affected by duly appointed and qualified. And later on that there are shortcomings on the appointment or qualifications of any such person has been canceled.

### **Retirement and Disqualification of Executive Committee Members**

- 19. The office of Committee Member shall ipso facto be vacated if:
  - (a) the Executive Committee will receive salary;
  - (b) the Executive Committee of bankruptcy;
  - (c) the Executive Committee to become mentally ill;
  - (d) the Executive Committee under the Section 157D (3) of paragraph (a) of the "Companies Ordinance" in writing to the Association to resign;
  - (e) the Executive Committee without the approval of the Executive Committee, more than six months continuous absence of the Executive Committee meeting held during this period;
  - (f) the Executive Committee's membership terminated for any reason; or
  - (g) the Executive Committee will take part in any of this and have a significant impact on the contract, directly or indirectly have an interest, but not under the Section 162 of the "Companies Ordinance" to disclose their interests. Executive Committee members with interested in the contract relating to their matters on their right to vote at the meeting will not be counted in the quorum.

### **Appointment and Succession of Executive Committee Members**

- 20. The term of appointment of any member of Executive Committee will be expired on second Annual General Meeting.
- 21. Retired members of the Executive Committee have the right to be re-elected.



22. Retired members of the Executive Committee of the General Meeting to his retirement, the Executive Committee will continue its membership until the end of the General Meeting.
23. Every candidate eligible for election as a member of the Executive Committee shall be accompanied by the following conditions:
- (a) his or its membership will not be less than one year, but the Executive Committee have the right not to implement this requirement;
  - (b) tenure in the future and long-term stay in Hong Kong;
  - (c) President, Vice President may be re-elected term, members of the re-election is unlimited, all those who need to be re-elected must be re-nominated as a candidate;
  - (d) Candidates for President and Vice President of the Association must be being served as President, Vice President, member, or with considerable qualifications of members;
  - (e) Achievement, Fellow, Founding and Professional member of the Committee on behalf of a candidate, must be success-oriented members, Full Members of the Founding Members or Professional Members.
  - (f) Associate Member of the Committee on behalf of candidates will be existing Associate Member.
24. Although the Articles of Association or any member of this Association and the Executive Committee's agreement to the contrary between the terms of this, the Executive Committee members may remove from their positions before the expiry of term of office by a Special Resolution,.
25. The Council may, by ordinary resolution appoint any person to fill the Articles of Association were dismissed according to the aforementioned members of the Executive Committee of the vacancy. Committee of the General Meeting may appoint any qualified member of the Executive Committee members, either to fill vacancies or appoint additional members.

### **Secretariat**

26. The Executive Committee shall appoint a secretariat, any member of secretariat will be appointed and removed by the Executive Committee. The Secretariat will be

responsible for the registration and preservation of the affairs of members and with the relevant records, public relations, data collection, printing and publishing work and general administration and assigned by the Executive Committee of the paperwork.

### **General Meetings**

27. Apart from the other members of the General Meeting, every year an Annual General Meeting to be held, and to inform the meeting described the matter, but not between two Annual General Meeting more than fifteen months apart. Annual General Meeting by the Executive Committee decided to convene the time and place, notice of the meeting 14 days before the meeting sent to the Member;
28. General Meeting decided the affairs of this approach and work plan, consider the work of the Committee reports, financial reports and proposals to modify Articles of Association;
29. Convening of a quorum of the General Meeting more than one-third resolution by a majority of members entitled to attend and vote in favor was passed, if the same number of votes, the Chairman may have a casting vote; amend Article or other important resolution, must be attended by members of the number of three-fourths or more;
30. Under special circumstances, meeting may be convened by two-thirds of the members.

### **Regulations of General Meetings**

31. Convening Annual General Meeting and passed a special resolution of the Extraordinary General Meeting held, should at least twenty-one days advance written notice; of any other extraordinary general meeting is at least fourteen days advance written notice. Advance notice period does not include date of service of notice or the notice as the date of service, not including the meeting on account. Notice shall specify the meeting's venue, date and time. If at any general meeting in addition to routine affairs will also deal with other special services, the notice shall specify the general nature of such transactions. Notice shall be in accordance with Articles of Association and the provisions of General Meeting resolution to all of the right to attend the meeting and vote of the members.

However, even if the notice period shorter than the above provisions, is still considered an official member of the General Meeting convened, if:

- (a) when the meeting time for the Annual General Meeting, all members of this consent to be entitled to attend and vote; and
  - (b) when the meeting for other meetings, be entitled to attend and vote in the majority of the members agree, majority means to attend and have not less than 95% of the voting members.
32. Unexpected omission General Meeting notice to any person or any member of the Association who do not receive notice, are not so in the General Meeting resolution adopted by the loss of effectiveness.
33. Annual General Meeting to deal with the affairs of the Executive Committee received and considered and submitted to the auditor accounts, balance sheets and reports, the appointment of the Executive Committee members elected [every two years] or retired member to fill the vacancy, the appointment of auditors and set the auditors remuneration.
34. In Extraordinary General Meeting on all matters are being dealt with as special affairs. Annual General Meeting in dealing with other matters, in addition to the articles of association matters mentioned in section 33, was also classified as special affairs.
35. Unless at the beginning of the meeting until the meeting closed when a quorum is present to maintain, any member of the General Meeting are not dealing with any issues. Unless there are other members of the General Meeting resolutions, the quorum is not less than one-third are eligible to attend the meeting and vote of the members in person or represented.
36. General Meeting is chaired by the Chairman of the Executive Committee, or be appointed by the Executive Committee who served at any time, as Chairman of the Executive Committee or the appointed person was unable to attend the meeting, or at fifteen minutes after the meeting has not yet specified time to attend, or not willing to serve as Chairman of the meeting, or absence, or have notified the Association will not attend the meeting, the Executive Committee members may elect one person as the meeting chairman.

37. If the meeting fifteen minutes without a specified time members of the Executive Committee chaired present or willing to attend, the Association's corporate members of the optional one was the meeting chairman.
38. In any general meeting a quorum is present, the Chairman of the Meeting to get the consent of the congregation, may suspend the meeting, and change the resumption of the time and place, but in addition to the original meeting may lawfully deal with affairs, this meeting postponed shall not deal with other matters. When the meeting was adjourned 30 days or more, notice of meeting to be re-issued notice the same way as the original meeting. In addition to those expressly provided above, this would not have given any notice or notification extended the adjournment meeting will deal with the matter.
39. If members required by the General Meeting held a meeting at the scheduled start time, thirty minutes after a quorum has not attended the meeting, this meeting shall be dissolved. Request the convening of the Executive Committee of any other member of the General Meeting if the scheduled meeting time in thirty minutes after the start not a quorum present at the meeting, this meeting should be postponed to a date specified by the Executive Committee and place, but not from the original date of the meeting more than thirty days and shall give the member prior written notice of not less than seven days. This extension will be attending the meeting will be the meeting of the membership quorum, and handles matters dealing with the meeting.

### **Votes of Members**

40. In the General Meeting, except for Honorary Members, Associate Members and Corporate Members, other members should have one vote, and Associate Members of the voting rights limited to elect representatives of their members. If the votes for and against the same, whether by show of hands or poll, chairman of the meeting shall have more than one vote, but other than elections.
41. Any member of the General Meeting, the resolution decided by a show of hands should be adopted, unless a show of hands vote, according to a poll the following requirements:
- (a) the Chairman requested the meeting; or
  - (b) to attend and less than half of the voting members or their representatives of the statutory requirements.

42. Unless required to vote, or chairman of the meeting announced that it has passed, or carried unanimously, or by a majority, or a resolution by a statement, together with the minutes in the match record, will do truth is the conclusive evidence for and against do not have the proportion and number of votes recorded as proof.
43. For the election of the Chairman or the requirements for the adjournment of the voting problems, it should immediately be held. Other problems require the vote of the voting, may immediately or chairman of the meeting may specify a later time or postpone the meeting and the location, the voting results should be regarded as the meeting of the resolution.
44. Unless regarding the methods of voting, the call for a vote to continue the meeting does not affect other matters.
45. Every member present or their representatives have the legal right to vote.
46. Appointing a proxy shall be signed by the appointer or his authorized person. On behalf of members must be oriented.
47. Appointing a proxy shall be signed by the person appointed; and be prepared to exercise at least representation in the meeting or postpone the meeting time of 72 hours, will be registered to the site of delivery, or other specified on the notice of meeting in Hong Kong place. Appointing a proxy is unable to delivery of the above requirements, can not be a valid proxy file view.
48. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit –

To : HONG KONG SOCIETY OF ILLUSTRATORS LIMITED 香港插畫師協會有限公司

I/We \_\_\_\_\_, [Membership Number : \_\_\_\_\_] of \_\_\_\_\_, being member/members of the above Association, has/have the right to attend the [General/Extraordinary Meeting] of the Association held on \_\_\_\_\_ and vote at the meeting, I/We hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the General Meeting or so times postponed meeting.

Signed this      day of      .

\* This form will be made in favor of / against the resolution to use.

In addition to designated, the proxy have the right to freely vote.

(\* Delete as not appropriate)

49. Appointing a proxy shall be deemed to include the authorized representative requirements, or join in demanding a poll right.

50. If the delay in meeting or before the meeting, the Association has not received any appointment of the death, insanity or withdraw a written notice of proxy, even if the appointed person has died or mental disorder or withdraw this proxy or the power to appoint, on behalf of the vote to remain valid.

### **Secretary**

51. The Secretary of the Executive Committee will be appointed by the members, the powers and responsibilities of Secretary will be approved by the Executive Committees. Executive Committees reserve the right to be dismiss the Secretary of the Association and re-appoint another member as secretary, but this dismissed without prejudice in other positions within the Association's identity.

52. If the Companies Ordinance or the provisions of this Articles of Association shall be a matter of one member of the Executive Committee and Secretary of the common treatment, the dual role of secretary can not deal with the matter.

### **Cheque**

53. All checks, promissory notes, drafts, notes and other negotiable or transferable instruments, and the amount paid to the Association of all receipts issued shall be by authorized by the two Executive Committee members signed, billing, acceptance, endorsement take effect.

### **Seal**

54. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a Committee of the

Executive Committee authorized by the Executive Committee in that behalf, and every instrument to which the seal is affixed shall be signed by an Executive Committee Member and shall be countersigned by the Secretary or by a second Executive Committee Member.

### **Accounts**

55. The Executive Committee shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods of the Association; and
  - (c) the assets and liabilities.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association 's affairs and to explain its transactions.

56. The books of account shall be kept at the registered office of the Association, or, subject to the Section 121 (3) of the Ordinance, at such other place or places as the Executive Committee may think fit, and shall always be open to the inspection of the Executive Committee Members.
57. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and other records of the Association or any of them shall be open to the inspection of Members (not being Executive Committee Members). And no Member (not being an Executive Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Committee or by the Association in general meeting.
58. The Executive Committee shall from time to time in accordance with the Section 122 and 129 of Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to the Ordinance.
59. 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 Directors' report and a copy of the Auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member of the Association:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

### **Audit**

60. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Ordinance.

### **Notices**

61. A notice may be given by the Association to any Member either personally or by sending it by post to him or it at his or its registered address or to the address, if any, within Hong Kong supplied by him or it to the Association for the giving of notices to him or it. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to be deemed to be received after 48 hours after posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

62. No other person shall be entitled to receive notices of general meeting. Notice of every general meeting shall be given in any manner herein before authorized to,:

- (a) every Member who are eligible to attend the meeting; and
- (b) the auditor or auditors for the time being of the Association.

### **Liquidation**

63. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and shall be strictly enforced.

### **Secretary**

64. The first secretary of the Association is **Poson Accounting And Secretarial Services Limited**.



Name, addresses and descriptions of signatories

**(Sd.) 鍾渠盛 ( Chung Kui Sing, Stephen )**

澳門高美士街澳門理工學院  
綜合樓5樓藝術高等學校  
副教授 (設計系)

**(Sd.) 馬志雄 ( Ma Che Hung )**

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廣告及人偶造型設計師

**(Sd.) 劉婉卿 ( Lau Yuen Hing, Sindy )**

香港灣仔適安街16號地下  
插畫師 / 畫家

**(Sd.) 潘嘉良 ( Pun Ka Leung, Patrick )**

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誠興商業大廈12樓E座  
插畫師 / 平面 / 網頁設計師

Dated the 30<sup>h</sup> day of December, 2010.

Witness to the above signatures:-

**(Sd.) 陳啟賢 ( Chan Kai Yin )**

香港太古城廬山閣21樓H室  
插畫師

*( If there is any difference between English and Chinese language versions of these Articles of Association, for all purposes the Chinese version shall prevail. )*