

Ref.: COR-GOV-LEGCO-658
Date: 07 December 2010

Clerk To Bills Committee
Bills Committee on Competition Bill
Legislative Council Secretariat
8/F Citibank Tower
3 Garden Road
Central
Hong Kong

Dear Sirs,

Competition Bill

We are an Association established under the companies ordinance in 1999. The objects for which our Association is established are:

- to promote the advancement of architectural practices in Hong Kong
- to facilitate discussion and co-operation between architectural practices in Hong Kong on matters of mutual interests
- to do all such other lawful things as are incidental or conducive to the attainment of the above objects

The members of our association are private-sector architectural practices in Hong Kong. Membership of the Association is open to all private-sector architectural practices in Hong Kong without restriction.

Our Association is active in lobbying the Government to review, revise and improve different areas of policy, legislation and public-sector practices that relate to the built-environment. Our aim, and effect, is to increase scope for open competition and improve quality, efficiency and cost-effectiveness of service delivery.

The AAP also seeks to secure benefits for its members by obtaining discounts on list price for professional indemnity insurance and other basic pre-requisites of architectural practice.

We are concerned that the Competition Bill may inadvertently affect the activities of our Association when in fact we are dedicated to improving efficiency in our sector.

Specifically we believe that it would be helpful for the Bills Committee, when reviewing the Competition Bill, to consider the following:

- That the activities of collective industry associations, such as the AAP, whose mandate is to advance the performance of their respective sectors, be exempted from the operation of the legislation. The nature of our collective activities is transparent and completely unrelated to collusion that could adversely affect open competition.

.../2

Page 2

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Clerk To Bills Committee
Bills Committee on Competition Bill
Legislative Council Secretariat

We enclose a copy of the Articles of Association of the Association of Architectural Practices Limited. We would be grateful if the Bills Committee on the Competition Bill would consider the role of collective Associations such as ours in their ongoing consideration of the Bill as a whole. We would be grateful also for your confirmation that the activities of our Association do not contravene the Competition Bill.

Members of the Association have furthermore expressed their view that, as drafted, the wide-ranging powers proposed for the Competition Commission will in practice result in a machinery of enforcement that tends to pursue cases that could best be addressed through issuance of warnings and corresponding undertakings to desist from practice considered to infringe the provisions of the Competition Bill.


The membership of the AAP comprises mostly of small and medium-sized enterprises. There is a genuine concern amongst some member practices that they could be caught up in protracted, time and resource-consuming proceedings brought about because of minor infringements of which they are unaware.

The dogmatic pursuit of such actions could severely damage architectural practices which generally have only small scale and modest resources. Unless its mandate is carefully framed the Competition Tribunal itself could perversely impose an anti-competitive inertia upon smaller enterprises.

The adoption of a policy of issuing mandatory warnings before escalating enforcement action would at once satisfy the need for effective, and consistent, enforcement at the same time as avoiding unnecessary and disruptive disturbance of ongoing commercial activities small enterprises.

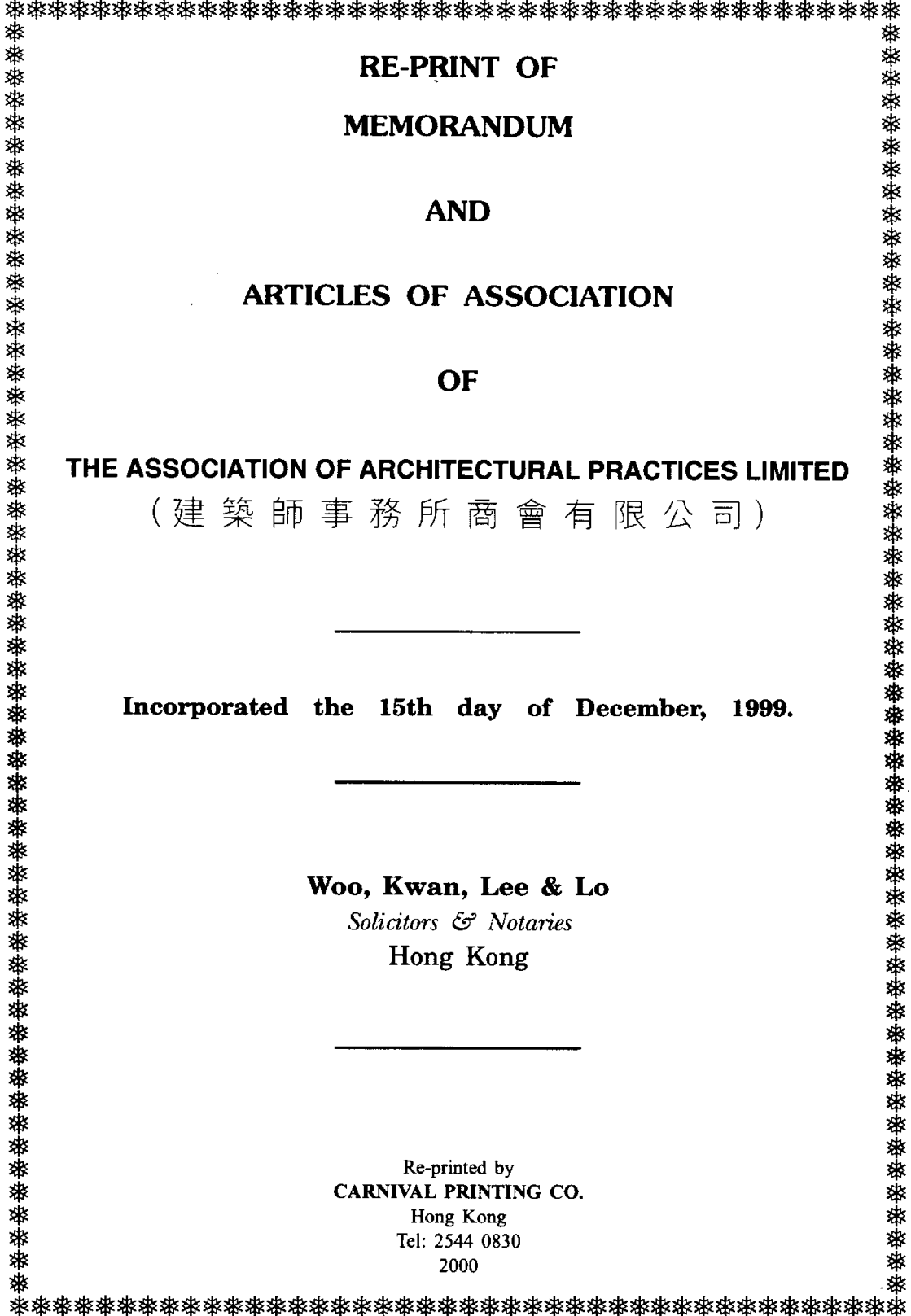
Yours faithfully,

for an on behalf of
THE ASSOCIATION OF
ARCHITECTURAL PRACTICES


Dennis Lau Wing-kwong
Chairman

DL/KWC/AL/kw

c.c. All AAP Members



**RE-PRINT OF
MEMORANDUM**

AND

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED
(建築師事務所商會有限公司)

Incorporated the 15th day of December, 1999.

Woo, Kwan, Lee & Lo
Solicitors & Notaries
Hong Kong

Re-printed by
CARNIVAL PRINTING CO.
Hong Kong
Tel: 2544 0830
2000

Registration No.: 697973

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED

Passed on the 25th day of January, 2000

Pursuant to the authority given by Section 116B of the Companies Ordinance (Chapter 32), we, the undersigned, all the members for the time being of **THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED** ("the Association") entitled to receive notices of and to attend and vote at general meetings of the Company resolve that the following resolution be passed as special resolution of the Company:—

SPECIAL RESOLUTION

"THAT the article 35 of the articles of the association of the Association be and is hereby amended by deleting the word "nine" and substituting therefor the word "fifteen". "

Dated the 25th day of January, 2000

(Sd.) Dominic, Lam Kwong Ki

Dominic, Lam Kwong Ki
Director for and on behalf of
Leigh & Orange Ltd.

(Sd.) Patrick, Cheung Pak Chiu

Patrick, Cheung Pak Chiu
Director for and on behalf of
Simon Kwan & Associates Ltd.

(Sd.) Joseph Ho

Joseph Ho
Director for and on behalf of
Hsin Yieh Architects & Associates Ltd.

(Sd.) Choong Yin-lee

Choong Yin-lee
Director for and on behalf of
Llewelyn-Davis Hong Kong Ltd.

(Sd.) Daniel, Heung Cheuk Kei

Daniel, Heung Cheuk Kei
Director for and on behalf of
D. Heung & Associates, Architects &
Engineers Limited

(Sd.) Johnny, Lee Chung Yiu

Johnny, Lee Chung Yiu
Director for and on behalf of
Ho & Partners Architects Engineers &
Development Consultants Ltd.

(Sd.) Dennis, Lau Wing Kwong

Dennis, Lau Wing Kwong
Director for and on behalf of
Dennis Lau & Ng Chun Man
Architects & Engineers (HK) Ltd.

(Sd.) Ronald, Lu Yuen Cheung

Ronald, Lu Yuen Cheung
Director for and on behalf of
Ronald Lu & Partners (HK) Ltd.

(Sd.) Ian Butler

Ian Butler
Director for and on behalf of
RMJM Hong Kong Ltd.

No. 697973
編號

(COPY)

COMPANIES ORDINANCE
(CHAPTER 32)

香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED
(建築師事務所商會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance, and that
於本日在香港依據公司條例註冊成為
this company is limited.
有限公司。

Issued by the undersigned on 15 December 1999.
本證書於一九九九年十二月十五日簽發。

(Sd.) MISS R. CHEUNG

for Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任張潔心代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not
having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED

(建築師事務所商會有限公司)

1. The name of the Company is “**The Association of Architectural Practices Limited** (建築師事務所商會有限公司)” (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 advancement of architectural practices in Hong Kong;

(b) to facilitate discussion and co-operation between architectural practices in Hong Kong on matters of mutual interests;

(c) to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. The liability of the members is limited.

5. 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 1 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, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$100.

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.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company limited by Guarantee and not having a share capital, in pursuance of this Memorandum of Association:—

Names, Addresses and Descriptions of Subscribers

- | | | |
|----|---|---|
| 1) | Leigh & Orange Ltd.
19 th Floor, East Warwick House,
Taikoo Place, 979 King's Road,
Hong Kong
Corporation | (<i>Sd.</i>) Dominic Lam
<hr/> Mr. Dominic Lam
For and on behalf of Leigh & Orange Ltd. |
| 2) | Ho & Partners
Architects Engineers & Development
Consultants Ltd.
9 th Floor, The Westpoint,
160 Connaught Road West,
Hong Kong
Corporation | (<i>Sd.</i>) Johnny Lee
<hr/> Mr. Johnny Lee
For and on behalf of Ho & Partners
Architects Engineers & Development
Consultants Ltd. |
| 3) | Simon Kwan & Associates Ltd.
2001 Leighton Centre,
77 Leighton Road
Causeway Bay
Hong Kong
Corporation | (<i>Sd.</i>) Patrick Cheung
<hr/> Mr. Patrick Cheung
For and on behalf of
Simon Kwan & Associates Ltd. |
| 4) | Dennis Lau & Ng Chun Man
Architects & Engineers (HK) Ltd.
34 th -36 th Floors, Hennessy Centre
500 Hennessy Road
Causeway Bay
Hong Kong
Corporation | (<i>Sd.</i>) Dennis Lau
<hr/> Mr. Dennis Lau
For and on behalf of
Dennis Lau & Ng Chun Man
Architects & Engineers (HK) Ltd. |

Names, Addresses and Descriptions of Subscribers

- | | |
|--|---|
| <p>5) Hsin Yieh Architects & Associates Ltd.
13th Floor, China United Centre
28 Marble Road
North Point
Hong Kong
Corporation</p> | <p>(<i>Sd.</i>) Joseph Ho

Mr. Joseph Ho
For and on behalf of Hsin Yieh
Architects & Associates Ltd.</p> |
| <p>6) Ronald Lu & Partners (HK) Ltd.
22nd Floor, Wu Chung House
213 Queen's Road, East
Wanchai
Hong Kong
Corporation</p> | <p>(<i>Sd.</i>) Ronald Lu

Mr. Ronald Lu
For and on behalf of Ronald Lu &
Partners (HK) Ltd.</p> |
| <p>7) Llewelyn-Davis Hong Kong Ltd.
1401 New T & T Centre
Harbour City, Tsimshatsui
Kowloon, Hong Kong
Corporation</p> | <p>(<i>Sd.</i>) Choong Yin-lee

Mr. Choong Yin-lee
For and on behalf of Llewelyn-Davis
Hong Kong Ltd.</p> |
| <p>8) RMJM Hong Kong Ltd.
21st Floor, Pacific Plaza
410 Des Voeux Road West
Hong Kong
Corporation</p> | <p>(<i>Sd.</i>) Ian Butler

Mr. Ian Butler
For and on behalf of RMJM Hong
Kong Ltd.</p> |

Names, Addresses and Descriptions of Subscribers

9) D. Heung & Associates, Architects
& Engineers Limited
Block C, 14th Floor, Seaview Estate
2-8 Watson Road,
North Point
Hong Kong
Corporation

(*Sd.*) Daniel Heung

Mr. Daniel Heung
For and on behalf of D. Heung &
Associates, Architects & Engineers
Limited

Dated the 29th day of November, 1999.

WITNESS to the above signatures:—

(*Sd.*) **LO Chi Lik, Peter**
Solicitor
Hong Kong SAR
Woo, Kwan, Lee & Lo
26th Floor, Jardine House
1 Connaught Place
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED

(建築師事務所商會有限公司)

General

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

“the Association” means the company registered as The Association of Architectural Practices Limited (建築師事務所商會有限公司);

“the Ordinance” means the Companies Ordinance (Chapter 32), or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the references in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances;

“Member” or “Members” means a member or members of the Association and includes all classes of members unless specified otherwise in these Articles and “Membership” shall be construed accordingly;

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

“Executive Committee Member” or “Executive Committee Members” means the “director or directors” of the Association for the purpose of the Ordinance and includes all Executive Committee Members unless specified otherwise in these Articles;

“month” means a calendar month;

“office” means the office for the time being of the Association;

“seal” means the Common Seal of the Association;

“Honorary-Secretary” means the Honorary Secretary of the Association for the time being;

“Honorary Treasurer” means the Honorary Treasurer of the Association for the time being;

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED

(建築師事務所商會有限公司)

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“office” means the office for the time being of the Association;

“seal” means the Common Seal of the Association;

“Honorary-Secretary” means the Honorary Secretary of the Association for the time being;

“Honorary Treasurer” means the Honorary Treasurer of the Association for the time being;

Words importing the singular number only shall include the plural and the converse shall also apply.

Subject as aforesaid, any work or expression defined in the Ordinance or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Membership

2. The number of Members for which the Company proposed to be registered is unlimited
3. Members shall consist of Foundation Members and Corporate Members.
4. The subscribers to the memorandum of association shall be Foundation Members.

5. Any incorporated architectural practice qualified to practise in Hong Kong satisfying the qualifications for Membership from time to time specified by the Executive Committee shall be eligible to apply for Membership.

6. Every application for Membership shall be made in writing signed by the applicant in such form as the Executive Committee shall from time to time prescribe or approve, and the Executive Committee shall have an absolute discretion to accept or reject any application without assigning any reason therefor.

Subscriptions and Fees

7. The entrance fees and annual subscriptions payable by Members shall be such as the Association in general meeting shall from time to time prescribe provided that, until the Association in general meeting shall otherwise prescribe, such entrance fees and annual subscriptions shall be as follows:—

- (a) For Foundation Members an entrance fee of HK\$12,000.00 and an annual subscription of HK\$3,000.00.
- (b) For Corporate Members an entrance fee of HK\$3,000.00 and an annual subscription of HK\$1,200.00.

The Executive Committee shall determine the time for payment of the entrance fee and the annual subscription and may remit part of the annual subscription on a pro rata basis.

Rights of Members

8. Foundation Members and Corporate Members shall be entitled to receive notices of general meetings but only Foundation Members shall be entitled to vote thereat.

9. Each Foundation Member shall be entitled to nominate one representative to serve as a member of the Executive Committee.

Disqualification of Member

10. If:
 - (a) a Member ceases to comply with the qualifications for Foundation or Corporate Membership from time to time specified by the Executive Committee;
 - (b) a Member is in breach of these Articles; or

(c) the conduct of a Member is detrimental to the interest or reputation of the Association; the Executive Committee shall be entitled to remove the name of the Member from the register of Members by resolution and upon such removal such Member shall cease to be a Member.

General Meetings

11. A general meeting shall be held once in every calendar year as annual general meeting at such time (not being more than fifteen months after the holding of the last preceding annual general meeting) and place as may be determined by the Executive Committee.

12. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

13. The Executive Committee may whenever they think fit, convene an extraordinary general meeting and an extraordinary general meeting shall also be convened by such requisitionists as provided by Section 113 of the Ordinance.

Notice of General Meetings

14. Twenty-one days' notice in writing at the least of every annual general meeting and of every general meeting convened to pass a special resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Ordinance entitled to receive such notices but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance in the case of meetings other than annual general meeting, a meeting may be convened by such notice as those Members may think fit.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings held at any meeting.

Proceedings at General Meeting

16. All business shall be deemed special that is transacted at any extraordinary general meeting and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Executive Committee and auditors, and the appointment of the auditors and the fixing of their remuneration.

17. No business shall be transacted at any general meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than five such Members.

18. 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, and if at the adjourned meeting a quorum is not present all Members present who are entitled to vote thereat shall be a quorum.

19. The Chairman of the Executive Committee and in his absence the Vice-Chairman shall preside as chairman at every general meeting of the Association. If at any meeting the Chairman or Vice-Chairman shall not be present within 15 minutes after the time appointed for holding the

meeting, or if they shall have previously notified the Association of their intention of not being present, the Members present who are entitled to vote shall choose one of their number to be Chairman of the meeting.

20. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, 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.

21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Members present in person entitled to vote and, unless a poll 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.

22. 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.

23. 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.

24. A poll demanded on the election of a Chairman of the meeting, 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.

25. No Member, except with the permission of the Chairman of the meeting, may address the meeting for more than five minutes at a time.

Votes of Members

26. Every Foundation Member shall have one vote whether on a show or hands or on a poll.

27. No Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as a Member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.

28. Votes shall be given by an appointed representative of a Member, appointed under the hand of that Member.

29. The instrument appointing a representative shall be in writing under the hand of the appointor.

30. The instrument appointing a representative shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument shall not be treated as valid. No instrument appointing a representative shall be valid after the expiration of twelve months from the date of its execution.

31. A vote given in accordance with the terms of an instrument appointing a representative shall be valid notwithstanding the previous revocation of the appointment, provided that no intimation in writing of revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the instrument is used.

32. An instrument appointing a representative shall be in the following form or as near thereto as circumstances will admit:

THE ASSOCIATION OF ARCHITECTURAL PRACTICES LIMITED

(建築師事務所商會有限公司)

We,
of
a Foundation member of the abovenamed Association hereby appoint
of
or failing him,
of
as an representative to vote for us and on our behalf at the [Annual or Extraordinary or Adjourned, as the case may be] general meeting of the Association to be held on the day of
19 and at any adjournment thereof.

As witness our hands this day of 19 .

33. The instrument appointing a representative shall be deemed to confer authority to demand or join in demanding a poll.

Executive Committee

34. The management of the affairs of the Association shall be vested in the Executive Committee.

35. Until otherwise determined by the Association in general meeting the number of members of the Executive Committee shall not be less than five nor more than fifteen.

36. Each Foundation Member shall be entitled to nominate one person to become the first members of the Executive Committee. Thereafter each Foundation Member may at any time by a notice under hand remove and replace the person nominated by that Foundation Member to serve on the Executive Committee. If a Foundation Member ceases to be a Foundation Member, or is wound up or enters into an arrangement or composition with its creditors, the person appointed by that Foundation Member shall forthwith cease to be a member of the Executive Committee.

37. The Executive Committee may at any time and from time to time to appoint additional Executive Committee Members for such term as the Executive Committee may resolve so far as the maximum number of the Executive Committee Members under these Articles is not exceeded.

38. The Executive Committee may from time to time elect among themselves, a Chairman, a Vice-Chairman, an Honorary Secretary and an Honorary Treasurer.

39. The Association may by Special Resolution remove any Executive Committee Member.

40. An Executive Committee Member shall not receive salary or remuneration but she shall be indemnified by the Association in respect of travelling expenses and other expenditure properly incurred in and about the affairs of the Association.

Proceedings of the Executive Committee

41. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Executive Committee may be convened on the request of their Chairman or by requisition in writing signed by two Executive Committee members stating the objects for which such meetings are to be convened and forwarded to the Honorary Secretary. An Executive Committee member who is absent abroad shall not be entitled to notice of a meeting.

42. The Chairman or in his absence the Vice Chairman shall preside at meetings of the Executive Committee and if at any meeting not one of them be present within fifteen minutes after the time appointed, those present shall choose one of their members to be chairman of the meeting.

43. The quorum necessary for the transaction of the business of the Executive Committee shall be five Executive Committee members.

44. Questions arising at any meeting of the Executive Committee shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

45. The Executive Committee shall hold a meeting at least once a month. The Chairman may at any time, and shall, upon the request in writing of three Executive Committee members or of five Foundation Members convene a meeting of the Executive Committee.

46. The continuing Executive Committee members may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members, the continuing Executive Committee Member may act for the purpose of filling up vacancies in their body or summoning a general meeting of the Association, but for no other purpose.

47. The Executive Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing approved by not less than three-fourth of the Executive Committee Members shall be valid and effectual as if it had been passed at a meeting of the Executive Committee.

48. Except as provided in Article 46, a meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Committee generally.

49. The Executive Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of its functions and may delegate to any such Sub-Committees any of its powers and duties provided that no delegation made hereunder shall preclude the Executive Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.

50. A person may be appointed a member of any such Sub-Committee notwithstanding that he is not an Executive Committee member.

51. Any Sub-Committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Committee.

52. All acts done by any meeting of the Executive Committee or a Sub-Committee or by any person acting as a member of the Executive Committee or Sub-Committee, shall, notwithstanding that

it was afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or were qualified to be a member of the Executive Committee or Sub-Committee.

Powers of the Executive Committee

53. The business of the Association shall be managed by the Executive Committee who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by Ordinance or by these Articles required to be exercised or done by the Association in general meeting subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance for the time being in force and affecting the Association and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the association which would have been valid if such regulation had not been made.

54. Without prejudice to the general powers conferred by Article 53 hereof the Executive Committee shall have power:—

- (a) To lease, purchase or otherwise acquire for the Association any property, rights and privileges on such terms and conditions as they think fit and to pay for the same either in cash, debentures or other securities of the Association;
- (b) To enter into such contracts and do all such acts and things as they may think expedient for the purpose of the Association;
- (c) To exercise all the borrowing powers of the Association not required by the Ordinance or these Articles to be exercised by the Association in general meeting;
- (d) To make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Association may think desirable in carrying out the objects of the Association;
- (e) To appoint and at their discretion remove or suspend manager, agents, secretaries, clerks, servants and workmen for carrying out the objects of the Association, and to determine the powers and duties of such persons and fix their salaries or emoluments and to sanction the payment of the same out of the funds of the Association;
- (f) To appoint any company, firm or person or body of persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as they may think fit;
- (g) To invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time determined.

Disqualification of Executive Committee Members

55. The office of an Executive Committee Member shall be vacated if:—

- (a) a receiving order be made against him or he makes any arrangement or composition with his creditors;
- (b) he is found lunatic or become of unsound mind;

- (c) he resigns his office by notice in writing to the Association;
- (d) where he has been appointed by the Executive Committee for a term, upon the expiry of that term;
- (e) the Foundation Member which appointed him ceases to be a Foundation Member; or
- (f) he is removed from office by a resolution duly passed pursuant to Article 39.

Honorary Secretary

56. The Honorary Secretary may be appointed by the Executive Committee from one of its members on such terms as it may think fit.

57. The Honorary Secretary shall perform the duties of the secretary of the Association.

Honorary Treasurer

58. The Honorary Treasurer shall be appointed by Executive Committee from one of its members on such terms as it may think fit.

59. The Honorary Treasurer shall be responsible for the receipts of all moneys payable to the Association. The receipt of the Honorary Treasurer for all moneys coming to the Association shall be a sufficient discharge.

The Seal

60. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of any two of the Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer, and such persons shall sign every instrument to which the seal of the Association is so affixed in their presence.

Accounts

61. The Executive Committee shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.

62. The books of account shall be kept at the office of the Association, or at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee Members.

63. The Executive Committee shall from time to time determine at which times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of the members not being members of the Executive Committee and no member (not being member of the Executive Committee) shall have any right of inspecting any account or books or document of the Association except as conferred by Ordinance or by the Memorandum of Association or authorised by the Executive Committee or by the Association in general meeting.

64. The Executive Committee shall from time to time in accordance with Section 122 of the 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 in that section.

65. 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 twenty-one days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Association.

Audit

66. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132 and 133 of the Ordinance.

Notices

67. Every Member entitled to receive notice of general meetings shall register with the Association an address in Hong Kong to which notices can be sent and if any member shall fail so to do notice may be given to such member by sending the same in any of the manners hereinafter mentioned to her last known place of business or residence or, if there is none, by posting the same for one week at the office of the Association.

68. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address or by advertisement once in one Chinese daily newspaper and one English daily newspaper circulating in Hong Kong.

Indemnity

69. Every member of the Executive Committee, Sub-Committee, officer or other servant of the Association shall be indemnified by the Association against all liability incurred by him as such member of the Executive Committee, Sub-Committee, officer or servant in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

Names, Addresses and Descriptions of Subscribers

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Mr. Daniel Heung
For and on behalf of D. Heung &
Associates, Architects & Engineers
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Dated the 29th day of November, 1999.

WITNESS to the above signatures:—

(*Sd.*) **LO Chi Lik, Peter**
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