

Legend:

Text in red / ~~deletion in red~~: Proposed amendments regarding the retirement mechanism of elected Directors

Text highlighted in yellow: Other minor cosmetic amendments proposed or required by CR

THE COMPANIES ORDINANCE CHAPTER 622

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

(To be adopted by resolution to be considered on 14 December 2017)

- of -

HONG KONG SECURITIES AND INVESTMENT INSTITUTE

香港證券及投資學會

1. The Company's name is "HONG KONG SECURITIES AND INVESTMENT INSTITUTE 香港證券及投資學會".
2. The Company's **registered** Office will be situated in Hong Kong.
3. The objects for which the Institute is established are:-
 - 3.1 To promote, encourage, develop and maintain proper conduct, integrity and high standards of professional competence on the part of those practising in Hong Kong in the securities and futures industry and in the fields of banking, foreign exchange, insurance, investment advice, fund management, corporate finance and related fields;
 - 3.2 To promote for the public benefit the advancement and dissemination of knowledge regarding securities, futures, financial markets, banking, foreign exchange, insurance, investments, fund management, corporate finance and related matters;
 - 3.3 To encourage the development of the securities and futures markets in Hong Kong;
 - 3.4 To act as an authoritative body for the purpose of consultation, research and recommendation in the public interest concerning investment in securities, futures and other financial products;
 - 3.5 To establish and maintain contacts with bodies performing similar functions to the Institute whether in Hong Kong or elsewhere for the purpose of mutual assistance and mutual recognition of membership, qualifications and awards.

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4. For the purpose of giving effect to and carrying out the above objects, the Institute shall have the following powers or subsidiary objects:-
 - 4.1 To organise and promote training and research in securities, futures, investments and related matters for the public benefit;
 - 4.2 To liaise, organise and conduct examinations, publish the results thereof and grant certificates, diplomas and other awards and honours;
 - 4.3 To admit Members and levy and receive membership fees, as determined by the Board of Directors from time to time, from Members;
 - 4.4 To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property, of whatsoever nature or kind and wherever situate, which may be deemed necessary or convenient for any purpose of the Institute and to manage, let, lease, mortgage, sell, dispose of or otherwise deal with all or any part of the property of the Institute;
 - 4.5 To establish, equip and maintain a library or libraries;
 - 4.6 To collect, compile, print, publish and disseminate information and generally to give and exchange information and advice for the public benefit;
 - 4.7 To organise, provide facilities for and hold conferences, classes, workshops, seminars, courses of instruction, demonstrations, lectures, exhibitions and competitions;
 - 4.8 To fix and receive fees payable by or on behalf of candidates in respect of such training and examinations as the Institute may organise or conduct;
 - 4.9 To found, create, administer, maintain and offer scholarships, exhibitions, prizes and awards for purposes connected with education and research in securities, futures, banking, foreign exchange, insurance, investments and other related activities;
 - 4.10 To promote, foster and maintain the interest and support of persons engaged in securities, futures, banking, foreign exchange, insurance, investments and other related activities in the objects and activities of the Institute;
 - 4.11 To make recommendations for improving or simplifying the law and practise relating to securities, futures and investments, to draw attention to anomalies in such law and to comment on proposed changes in it;
 - 4.12 To take any gift of property, whether subject to any special trust or not,

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- for any one or more of the objects of the Institute and to accept, obtain, collect and receive monies and funds by way of contributions, donations, subscriptions, legacies, grants, or any other lawful method;
- 4.13 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of acquiring contributions to the funds of the Institute in the shape of donations, annual subscriptions or otherwise;
- 4.14 To make, amend or revoke Rules for the operation of the Institute, the admission and expulsion of Members and such other matters as the Directors shall determine;
- 4.15 To enter into any arrangements with the Government or authority whether local or otherwise that may seem conducive to the objects of the Institute or any of them or to obtain from any such government or authority any rights, privileges and concessions which the Institute may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights and concessions;
- 4.16 To draw, make, accept, indorse, discount, execute, and issue cheques, bills of exchange, promissory notes, and other negotiable or transferable instruments;
- 4.17 Subject to Clause 4.7 hereof to hire and employ all such officers, agents or servants as may be required for the purposes of the Institute and to pay to them and to other persons in return for services rendered to the Institute salaries, wages, gratuities, etc.;
- 4.18 To establish and incorporate any charitable company and to acquire and hold any shares, debentures or other securities in any such company;
- 4.19 Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit and in particular by mortgaging or charging all or any such property as may be legally mortgaged or charged or by the issue of debentures charged on all or any of the Institute's property;
- 4.20 To invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but subject nevertheless to such conditions (if any) and with such sanction (if any) as made for the time being be imposed or required by law;
- 4.21 To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute;
- 4.22 Subject to Clause 4.7 hereof to make all reasonable and necessary

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provision for the payment of pensions, gratuities, allowances and superannuation to or on behalf of past or present employees and their widows and other dependents;

- 4.23 To carry out all or any of the objects of the Institute in any part of the world;
- 4.24 To do all such other lawful things as shall further the attainment of the Institute's objects or any of them provided that such objects are not aimed at profit-making provided that the Institute will not engage in campaigning or electioneering activities for political elections;
- 4.25 To insure against losses, damages, risks and liabilities of all kinds which may affect the Institute.

Provided that the Institute shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Institute would make it a Trade Union.

Provided also that in case the Institute shall take or hold any property subject to the jurisdiction of the Hong Kong Special Administrative Region of the People's Republic of China, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Institute shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Members over such Managers or Trustees, but they shall, as regards any such property, be subject jointly and separately to such control of authority, as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law having regard to such trusts.

Provided that:-

- (a) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (b) The objects of the Institute shall not extend to the regulation of relations between workers and employers or organisation of workers and organisations of employers.
5. The liability of the Members is limited.
6. Every Member of the Institute undertakes to contribute such amount as may

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be required (not exceeding HK\$100) to the Institute's assets if it should be wound up while he is a Member or within one (1) year after he ceases to be a Member, for payment of the Institute's debts and liabilities 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.

7. The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in the Articles and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Institute:-

Provided that nothing herein shall prevent any payment in good faith by the Institute:-

- 7.1 Of reasonable and proper remuneration to any Member, officer or servant of the Institute or to any Member of the Institute not being a Member of the Board of Directors or other governing body of the Institute for any services rendered to the Institute;
- 7.2 Of interest on money lent by any Member of the Institute at a reasonable and proper rate per annum not exceeding 2 per cent above the best lending rate for the time being quoted by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- 7.3 Of reasonable and proper rent for premises demised or let by any Member of the Institute or of its Board of Directors;
- 7.4 To any Member of its Board of Directors of out-of-pocket expenses;
- 7.5 Of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Institute is interested solely by virtue of being a Member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

No Director or Member of the Board of Directors or other governing body of the Institute shall be appointed to any salaried Office of the Institute, or any Office of the Institute paid by fees and no remuneration of other benefit in money or money's worth shall be given by the Institute to any Member of the Board of Director or other governing body.

No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with this Clause.

8. If, upon the winding-up or dissolution of the Institute there remains, after (a) the satisfaction of all its debts and liabilities and (b) repayment of the total amount of money funded by the Securities and Futures Commission of Hong Kong, which is established under the Securities and Futures Ordinance, cap. 571 of the laws of Hong Kong, to the Securities and Futures Commission, any

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property whatsoever, the same shall not be paid to or distributed among the Members of the Institute, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute, 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 Institute under or by virtue of Clause 4.7 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution, and in default thereof by a judge of the High Court of Hong Kong Special Administrative Region having jurisdictions in regard to charitable funds and if and so far as effect cannot be given to such provision, then to some other charitable object.

9. **Sufficient accounting records** ~~True accounts~~ shall be kept of the sums received and expended by the Institute and the matters in respect of which such receipts and expenditure taken place, of all sales and purchases of goods by the Institute and of the property, credits and liabilities of the Institute; and, subject to **the applicable statutory requirements and** any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such **accounting records** ~~accounts~~ shall be open to the inspection of the Members. Once at least in every **financial** year the **accounting records** ~~accounts~~ of the Institute shall be audited and reported upon by properly qualified independent auditors.
10. The Institute shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

INTERPRETATION

- 11.1 In the Articles of Association, unless the context otherwise requires:-

"Annual General Meeting" means the yearly General Meeting of the Members of the Institute held in accordance with the requirements under the Ordinance;

"Associate Member" means a person defined as such in the Rules of the Institute from time to time;

"Board" means the Board of Directors of the Institute from time to time;

"Chairman" means the Director for the time being holding Office as Chairman of the Board of Directors of the Institute under Article 26.4;

"Chairman of the Commission" means the Chairman of the Commission, as defined hereof for the time being;

"Chief Executive" means the Chief Executive of the Institute appointed by the

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Directors from time to time in accordance with Article 28.1;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Commission” means the Securities and Futures Commission established under the Securities and Futures Ordinance, cap. 571;

“Corporate Member” means a person defined as such in the Rules of the Institute from time to time;

“executed” includes any mode of execution;

“Fellow Member” means a person defined as such in the Rules of the Institute from time to time;

“Hong Kong” means the Hong Kong Special Administrative Region;

“Honorary Fellow” means a person defined as such in the Rules of the Institute from time to time;

“Member” means (except where the context otherwise requires) a person admitted to any class of membership of the Institute under Article 12.5;

“Office” means the registered Office of the Institute;

“Ordinance” means the Companies Ordinance, cap. 622, including the related subsidiary legislation and every other Ordinance incorporated therewith or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the reference in the Articles to the provisions of the Ordinance shall be read as reference to the provisions substituted therefor in the New Ordinance or Ordinances;

“Ordinary Member” means a person defined as such in the Rules of the Institute from time to time;

“Reporting Documents” means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance;

“Rules” means the Rules, regulations and bye-laws of the Institute made by or under the authority of the Directors;

“Secretary” means the Secretary of the Institute or any other person appointed to perform the duties of the Secretary of the Institute, including a Joint, Assistant or Deputy Secretary, the Secretary appointed under these Articles and the person holding such office shall be deemed to be the “Company Secretary” of the Institute for the purpose of the Ordinance;

“Securities and Futures Ordinance” means the Securities and Futures

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Ordinance, cap. 571, and every other Ordinance incorporated therewith or any Ordinance or Ordinances substituted therefor, and in case of any such substitution, the reference in the Articles to the provisions of the Ordinance shall be read as reference to the provisions substituted therefor in the New Ordinance or Ordinances;

"Senior Fellow" means a person defined as such in the Rules of the Institute from time to time;

"Student Member" means a person defined as such in the Rules of the Institute from time to time;

"the Articles" means the Articles of Association of the Institute;

"the Institute" means HONG KONG SECURITIES AND INVESTMENT INSTITUTE 香港證券及投資學會;

"the seal" means the common seal of the Institute;

"Voting Members" for the purpose of the Articles collectively means Senior Fellows, Fellow Members, Ordinary Members and Corporate Members.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations, firms and partnerships.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Ordinance but excluding any statutory modification thereof not in force when the Articles become binding on the Institute.

The Institute is established for the objects expressed in the Articles.

MEMBERS

12.1

- (a) The number of Members with which the Institute proposes to be registered is unlimited;
- (b) The subscribers of the Institute and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Institute.

12.2 There shall be the following classes of Member:-

- (a) Honorary Fellow

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- (b) Senior Fellow
- (c) Fellow Member
- (d) Ordinary Member
- (e) Associate Member
- (f) Student Member
- (g) Corporate Member

and such other classes as may from time to time be determined by the directors and confirmed by the Voting Members in General Meeting.

- 12.3 The Directors shall determine the respective rights, privileges and obligations of the Members within each class and the Rules applicable to the various classes of membership shall be contained in the Rules of the Institute. In the event of any conflict between the Articles and the Rules the Articles shall prevail. Provided always that the Rules of the Institute may be set aside by a resolution passed by the Voting Members for the time being in the General Meeting.
- 12.4 Any person wishing to join the Institute must apply in writing in such form as the Directors may from time to time prescribe. Different forms may be prescribed in respect of different classes of membership.
- 12.5 The Directors may, subject to the Articles and the Rules, admit or refuse an application for membership of any class.
- 12.6 An applicant for membership of the Institute must satisfy such requirements as may from time to time be prescribed by the Rules in respect of training, experience, examinations, fitness for membership or otherwise.
- 12.7 The Rules may require an applicant for membership to pay a fee to the Institute as a condition of his application being considered, and the Rules may specify whether such a fee is or is not capable of being refunded in whole or in part and, if so, under what circumstances and subject to which conditions.
- 12.8 Members shall be subject to the Rules and shall enjoy such rights and privileges as may from time to time be provided by the Articles and the Rules.
- 12.9 The Rules may prescribe the circumstances in which a Member may change his class of membership of the Institute.
- 12.10 Membership of the Institute shall not be transferable and, subject to Article 12.11, a Member shall cease to be a Member of the Institute:-
- (a) If he resigns his membership by giving not less than one (1) month's notice in writing to the Institute, sent to or deposited at the Office; or
 - (b) If he becomes bankrupt or dies; or
 - (c) In such other circumstances as may from time to time be specified in the Rules;

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but this shall be without prejudice to any continuing obligation applicable to him under the Rules.

- 12.11 The Directors may, in their absolute discretion, refuse to accept a notice of resignation given by a Member under Article 12.10 (or reject such a notice after it has been served but prior to its taking effect) if the Directors consider that any matter affecting such a Member should be investigated before a decision may be reached on the question of whether the Member should be expelled or otherwise disciplined or for any other reason.
- 12.12 The Directors may exercise, or authorise the exercise of, such of their powers under the Articles as affect or may affect any Members:-
- (a) In relation to Members of one class and not in relation to Members of other classes; and
 - (b) In different ways in relation to Members of different classes.

ENTRANCE FEE AND SUBSCRIPTIONS

- 13.1 The Directors may require Members to pay any amounts to the Institute upon being admitted to membership or at any time thereafter. Such payments may take the form of lump sum payments, periodical payments (annual or otherwise), payments on account or estimated or provisional payments and may (if the Directors so permit) be made by instalments. Any such amount shall carry interest until actual payment (and as well after as before judgment) if unpaid at the expiration of one (1) month commencing on the due date for payment at such rate (including a floating rate) as the Directors may specify from time to time.
- 13.2 Different payments may be prescribed from time to time and in respect of different classes of membership.
- 13.3 In the event that a Member resigns or his membership otherwise terminates:-
- (a) That shall not in any way impair any liability (including any prospective or contingent liability) to the Institute to which he was subject before he resigned or his membership terminated, whether the liability arose by virtue of action taken by the Directors under Article 13.1 above or otherwise;
 - (b) He shall not be entitled to receive back (in whole or in part) any amounts previously paid by him to the Institute or, by virtue of any action taken by the Directors under the Articles, to any other person.

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GENERAL MEETINGS

- 14.1 Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Institute must, in respect of each financial year of the Institute, hold a General Meeting as its Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
- 14.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 14.3 The Directors may, if they think fit, call a General Meeting to be held, **subject to the Articles, at such time and place as the Directors think fit.** If the Directors are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. But if the Directors do not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.

NOTICE OF GENERAL MEETINGS

- 15.1 An Annual General Meeting shall be called by at least twenty-one (21) clear days' notice in writing, and a meeting of the Institute other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least fourteen (14) clear days' notice in writing but a General Meeting of the Institute may be called by shorter notice if it is so agreed:-
- (a) In the case of an Annual General Meeting, by all the Voting Members entitled to attend and vote thereat; and
- (b) In the case of any other meeting, by a majority in number of the Voting Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent of the total voting rights at that meeting of all Voting Members.
- 15.2 The notice shall specify the **date, time and place of the meeting (if the meeting is to be held in two (2) or more places, the principal place of the meeting and the other place or places of the meeting)** and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. **If a resolution (whether or not a special resolution) is intended to be moved at the meeting, it shall include notice of the resolution; and shall include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution. If a special resolution is intended to be moved at the meeting, it shall specify the intention and include the text of the special resolution; and it shall contain a statement specifying a Member's right to appoint a proxy under section 596(1) of the Ordinance.**

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- 15.3 The notice shall be given to such persons as are, under the Articles of the Institute, entitled to receive such notices from the Institute and to the Directors and auditors.
- 15.4 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

- 16.1 No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, three (3) persons entitled to vote upon the business to be transacted, each being a Voting Member or a proxy for a Voting Member, shall be a quorum.
- 16.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened upon the requisition of Voting 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 Directors may determine.
- 16.3 The Chairman shall preside as Chairman at every General Meeting of the Institute. If the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or shall be unwilling to act, the Directors present shall elect one (1) of their number to be Chairman of the meeting.
- 16.4 If no Director is willing to act as Chairman, or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Voting Members present who are entitled to attend and vote shall choose one (1) of their number to be Chairman of the meeting.
- 16.5 The Chairman of the meeting may, with the consent of a 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty (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.
- 16.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Ordinance, a poll may be demanded:-

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- (a) By the Chairman of the meeting; or
- (b) By at least three (3) Voting Members entitled to attend and vote at the meeting; or
- (c) By any Voting Member or Voting Members entitled to attend and vote at the meeting and representing at least 5% of the total voting rights of all the Voting Members having the right to vote at the meeting;

and a demand by a person as proxy for a Voting Member shall be the same as a demand by the Voting Member.

- 16.7 Unless a poll is duly demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 16.8 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 16.9 Except as provided in Article 16.11, a poll shall be taken in such manner as the Chairman of the meeting directs, and he may appoint scrutineers (who need not be Voting Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 16.10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 16.11 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 either forthwith or at such time and place as the Chairman of the meeting directs not being more than thirty (30) days after the poll is demanded. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll was demanded.
- 16.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.13 A resolution in writing executed by all Voting Members who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General

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Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Voting Members.

VOTES OF MEMBERS

- 17.1 Every Voting Member who is personally present at a General Meeting shall, on a show of hands, have one (1) vote. On a poll every Voting Member present in person or by proxy shall have one (1) vote. Voting Members shall (save where required by any legal requirement) be considered as one class of Member for the purposes of General Meetings even though they comprise Senior Fellows, Fellow Members, Ordinary Members and Corporate Members.
- 17.2 Any Honorary Fellow, Associate Member and Student Member shall not be entitled to receive notice of or attend and vote at any General Meeting.
- 17.3 A Voting Member in respect of whom an order has been made by any court having jurisdiction (whether in Hong Kong or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than forty-seven (47) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 17.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is rendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- 17.5 No Voting Member shall be entitled to vote at any General Meeting or at any separate class meeting, either in person or by proxy, unless by the date that is seven (7) clear days before the date for holding the General Meeting or separate class meeting (as the case may be) (“Cut Off Date”), all moneys owed which as at the Cut Off Date have been outstanding for more than one (1) month after they fell due and which remained payable by him to the Institute have been paid.
- 17.6 Any Voting Member of the Institute entitled to attend and vote at a General Meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the meeting.
- 17.7 On a poll votes may be given either personally or by proxy.

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17.8 An instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

“HONG KONG SECURITIES AND INVESTMENT INSTITUTE

I/We _____ of,

being a Voting Member/Voting Members of the above named Institute, hereby appoint

_____ of, _____ or failing him, of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary General Meeting of the Institute to be held on

_____ 20 _____, and at any adjournment thereof.

Signed on _____ 20 _____.”

17.9 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):-

HONG KONG SECURITIES AND INVESTMENT INSTITUTE

I/We _____ of,

being a Voting Member/Voting Members of the above-named Institute, hereby appoint _____ of, _____ or failing him,

of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/Extraordinary General Meeting of the Institute to be held on

_____ 20 _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on _____ 20 _____.

17.10 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-

Legend:

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- (a) Be deposited at the Office or at such other place within the Hong Kong Special Administrative Region as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting not less than forty-seven (47) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote; or
- (b) In the case of a poll taken more than forty-seven (47) hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty-four (24) hours before the time appointed for the taking of the poll; or
- (c) Where the poll is not taken forthwith but is taken not more than forty-seven (47) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting or to the Secretary or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 17.11 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 17.12 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of determination was received by the Institute at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

- 18.1 Unless otherwise determined by ordinary resolution of Members, the number of Directors shall be not more than fifteen (15) and shall be not less than seven (7). The Board shall have power to appoint a Director to fill a casual vacancy. The Members in General Meeting shall have power to appoint additional Directors. Subject to the provisions of the Article 18.1, the Board shall also have power to appoint additional Directors to represent business sectors which are specified and approved by the Members in General Meeting.

The Board shall consist of at least one (1) Director to be appointed by the Commission pursuant to Article 21.9 and one (1) Director from each of the following business sectors:-

- (a) Academia

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- (b) Corporate Finance Group
- (c) Fund Management Industry
- (d) Futures Industry
- (e) Investment Analysts Group
- (f) Securities Industry

Notwithstanding the aforesaid, the Board shall not consist of more than three (3) Directors from any one of the business sectors and the total number of Directors representing all the business sectors, excluding the Directors appointed by the Commission, shall not be more than twelve (12). Subject to there being at least one (1) Director from each of the above business sectors, the Board may include additional Directors from other business sectors or other sectors of society who may be appointed by the Board or the Institute. The Commission may appoint not more than three (3) Directors to the Board. For the purpose of election and/or appointment of Directors if there is any dispute concerning whether any Member is "from" any business sector, the dispute shall be referred to the Board for the determination and the determination of the Board shall be final and conclusive.

POWER OF DIRECTORS

- 19.1 Subject to the provisions of the Ordinance, the Articles and to any directions given by special resolution, the business of the Institute shall be managed by the Directors who may exercise all the powers of the Institute. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or the direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 19.2 The Directors may exercise all the powers of the Institute to borrow money and to mortgage or charge all or any part of its undertaking and/or property, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Institute.
- 19.3 The Directors may from time to time and at any time by power of attorney or other instrument appoint any person or body of persons to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other instrument may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- 19.4 All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Institute, shall be signed,

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drawn, accepted and endorsed, or otherwise executed as the case may be by (a) any two (2) Members of the Board; or (b) one (1) Member of the Board and countersigned by the Secretary or the Chief Executive, as the Directors shall from time to time by resolution have determined.

DELEGATION OF DIRECTORS' POWERS

- 20.1 Subject to any restrictions or requirements imposed by law the Directors may delegate any of their powers to any committee consisting of such persons, (whether or not including one or more Director), who should be Members of the Institute as they think fit. Unless otherwise determined by the Directors the proceedings of a committee of two or more persons shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.
- 20.2 Unless otherwise determined by the Directors, any committee appointed under Article 20.1 shall have power to constitute one or more sub-committees comprising one or more Members of that committee together with such other persons, (if any), who should be Members of the Institute, as the Directors may approve and to sub-delegate to any such sub-committee any duties and powers delegated to that committee.
- 20.3 With the sanction of the Directors, any such committee or sub-committee may include Members who have no right to vote.
- 20.4 The Directors and (unless otherwise determined by the Directors) any committee or sub-committee appointed under Article 20.1 or 20.2 may delegate to any of the officers or employees of the Institute any of their respective duties and powers and for a definite period of time and purpose.
- 20.5 Any delegation of the powers of the Directors may be made subject to any conditions they may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered.

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APPOINTMENT AND RETIREMENT OF DIRECTORS

21.1 Director appointed via election by the Members at General Meeting shall serve on the Board for a fixed term of three (3) consecutive years and retire at the forthcoming third Annual General Meeting and shall be eligible for re-election subject to Article 21.10.

Original
11.01

For avoidance of doubt, Directors who have been appointed prior to 14 December 2017 shall be exempted from the said fixed term of three years rule in case his/her term of office is longer than 3 years. However, he/she has to retire at the Annual General Meeting held after 14 December 2017 when his/her term of office has become more than 3 years, and shall be eligible for re-election subject to Article 21.10.

~~At each general meeting one third of the directors for the time being shall be subject to retirement of office by rotation (or, if their number is not three or a multiple of three, the number nearest one third but if there is only one director who is subject to retirement by rotation, that director shall retire from office). For avoidance of doubt, the directors appointed by the Board pursuant to Article 11.07 shall be counted for the purpose of counting the number of directors to be retired whereas the directors appointed by the Commission shall not be counted for the purpose of counting the number of directors to be retired.~~

Original
11.02

~~For the purposes of Article 11.01, the directors subject to retirement by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed directors on the same day, those subject to retirement by rotation shall (unless they otherwise agree among themselves) be determined by lot. The directors subject to retirement by rotation (both as to number and as to identity) shall be determined by the composition of the board of directors at the date of the notice convening the annual general meeting, and no director shall be made subject to retirement by rotation or relieved from being subject to retirement by rotation by reason of any change in the number or identity of the directors after the date of such notice.~~

21.2 If the Institute, at the meeting at which a Director retires **by rotation**, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

21.3 Except Directors appointed by the Commission, no person other than a Director retiring **by rotation** shall be appointed or reappointed a Director at any General Meeting unless:-

- (a) He is recommended by a resolution passed by the Directors; or
- (b) Not less than thirty-five (35) clear days before the date appointed for the meeting a notice executed by not less than twenty-five (25)

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Members qualified to vote at the meeting has been given to the Secretary of the intention to propose that person for appointment or reappointment as a Director, stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Institute's register of Directors, together with notice executed by that person of his willingness to be appointed or reappointed. Any person proposed for appointment in this way shall satisfy the qualification in Article 21.8.

Any Member, who is qualified to vote at the meeting, can propose not more than one (1) candidate from each business sector which is specified and approved by the Members in a General Meeting. If more than one (1) candidate from one single business sector is proposed by any Member, the proposal of such Member, in relation to the candidates who fall within the same business sector, will be invalid and shall not be taken into account when the number of proposers are counted.

- 21.4 Not less than seven (7) clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Institute of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Institute's register of Directors.
- 21.5 In case a Director from any of the business sectors as referred to in Article 18.1 ceased to act, the Institute may by ordinary resolution appoint a person from that business sector to fill the vacancy arising thereunder.
- 21.6 In case a Director (other than a Director appointed by the Commission) ceases to act, the Directors may appoint a person, who is an Ordinary Member, Fellow Member or Senior Fellow of the Institute, to fill the vacancy. In selecting a person to fill such a vacancy on the Board, the Directors must ensure that following the appointment the Board consists of at least one (1) Director from each of the business sectors (a) to (f) specified in Article 18.1 and that there shall not be more than three (3) Directors from any one of such sectors. A Director so appointed shall hold Office only until the next following Annual General Meeting ~~and shall be taken into account in determining the directors who are to retire by rotation at the meeting.~~ If not reappointed at such Annual General Meeting, he shall vacate Office at the conclusion thereof. Notwithstanding of the aforesaid, the Directors cannot appoint any person, who has been appointed by the Directors as a Director of the Institute for two (2) consecutive calendar years, to be a Director.
- 21.7 Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain Office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

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21.8 A person shall not be eligible to be appointed or elected as a Director unless he is a Senior Fellow, a Fellow Member or an Ordinary Member (other than the person appointed by the Chairman of the Commission pursuant to Article 21.9) of the Institute.

21.9 The Chairman of the Commission may at any time:-

(a) By written notice signed by him and deposited at the Office of the Institute appoint any person as a Director of the Institute representing the public interest in the securities, futures and related industry; and

(b) In like manner at any time remove such Director from the Institute.

A Director so appointed shall hold Office only until the conclusion of the next following Annual General Meeting unless re-appointed by the Chairman of the Commission.

For the avoidance of doubt, the Chairman of the Commission may appoint not more than three (3) Directors to the Board. ~~A director appointed by the Chairman of the Commission shall not be taken into account in determining the directors who are to retire by rotation at the meeting.~~

21.10 Notwithstanding of the above, no Director shall continue to be a Director of the Institute for more than six (6) consecutive years from the date of the first appointment as Director by the Members at the General Meeting. This restriction shall not apply to the Director holding the Office of Chairman who may continue to be a Director until he is Chairman for up to three (3) years from the date of first appointment as Chairman. For avoidance of doubt, the directorship of such Chairman shall be ceased at the date upon his/her cessation, retirement or resignation, as the case may be, from Chairman.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22.1 The Office of a Director shall be vacated forthwith if:-

(a) He ceases to be a Director by virtue of any provision of the Ordinance or he becomes prohibited by any order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (cap. 32) or by law from being a Director; or

(b) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) He becomes of unsound mind; or

(d) He resigns his Office by written notice to the Institute sent to or deposited at the Office in accordance with section 464(5) of the Ordinance; or

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- (e) He shall for three (3) consecutive meetings of the Board of Directors have been absent without the approval of the Chairman of the Institute and the Directors resolve that his Office be vacated by reason of such absence; or
- (f) He is directly or indirectly interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Institute’s business) with the Institute and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in accordance with the applicable statutory requirements; or
- (g) (Save for any person appointed by the Chairman of the Commission pursuant to Article 21.9), he ceases for any reason to be an Ordinary Member, Fellow Member or Senior Fellow of the Institute; or
- (h) He is requested in writing by all the other Directors to resign; or
- (i) He ceases for any reason to be appointed by the Chairman of the Commission in accordance with Article 21.9; or
- (j) He is convicted of a criminal offence whether it is an indictable offence or a summary offence; or
- (k) He is disciplined in whatever way by the Commission under any of its statutory powers or by any self-regulatory body, such as the Stock Exchange of Hong Kong Limited and the Hong Kong Futures Exchange Limited;
- (l) He is removed from his Office by an Ordinary Resolution passed at a duly convened General Meeting of the Institute in accordance with section 462 of the Ordinance.

REMUNERATION OF DIRECTORS

- 23.1 The Members of any committee or sub-committee appointed under Article 20.1 or 20.2 (not being Directors) may be paid such remuneration for their services as shall from time to time be determined by the Directors provided that such services rendered shall not be in relation to the performance of the ordinary duties of a Director delegated by the Board of Directors.

DIRECTORS’ EXPENSES

- 24.1 The Directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of

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Directors or committees of Directors or General Meetings or otherwise in connection with the discharge of their duties.

- 24.2 No salary, remuneration or allowance shall be paid to the Directors as such but they shall be paid all out-of-pocket expenses.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 25.1 Subject to **section 536** of the Ordinance, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, **whether direct or indirect**, with the approval of the Board, a Director notwithstanding his Office:-

- (a) May be a party to, or otherwise interested in, any transaction, arrangement **or contract** with the Institute or in which the Institute is otherwise interested, **that is significant in relation to the Institute's business**;
- (b) May be a Director or other officer of, or employed by, or a party to any transaction, arrangement **or contract** with, or otherwise interested in, any body corporate promoted by the Institute or in which the Institute is otherwise interested, **that is significant in relation to the Institute's business**; and
- (c) Shall not, by reason of his office, be accountable to the Institute for any benefit which he derives from any such office or employment or from any such transaction, arrangement **or contract** or from any interest in any such body corporate and no such transaction, arrangement **or contract** shall be liable to be avoided on the ground of any such interest or benefit.

A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

- 25.2 For the purposes of Article 25.1:-
- (a) A general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction, arrangement **or contract** in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction, **arrangement or contract** of the nature and extent so specified; and
 - (b) An interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

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25.3 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of Directors or of a committee or sub-committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Institute unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-

- (a) The resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Institute or any of its subsidiaries;
- (b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Institute or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- (c) His interest arises by virtue of his subscribing or agreeing to subscribe for any debentures or other securities of the Institute or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures or other securities, by the Institute or any of its subsidiaries for subscription, purchase or exchange;
- (d) The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes;
- (e) The resolution concerns the arrangement of insurance cover for Directors in accordance with the provisions of Article 35.2; or
- (f) The resolution relates to any arrangement for the benefit of employees of the Institute or of any of its subsidiaries under which the Director benefits in a similar manner to such employees and does not afford to any Director as such any privilege or advantage not generally afforded to the employees to whom such arrangement relates.

For the purposes of this Article:-

- (i) An interest of a person who is, for any purpose of the Ordinance, connected with a Director shall be treated as an interest of the Director; and
- (ii) A relevant enterprise is a business carried on by the Director, by a firm of which he is a partner or by a corporation of which he is a Member or Director.

25.4 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

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- 25.5 The Institute may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provisions of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
- 25.6 Where proposals are under consideration concerning the appointment of two (2) or more Directors to Offices or employments with the Institute or any body corporate in which the Institute is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 25.7 If a question arises at a meeting of Directors or of a committee or sub-committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

PROCEEDINGS OF DIRECTORS

- 26.1 Subject to the provisions of the Articles, the Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from Hong Kong Special Administrative Region. A Director may waive notice of any meeting either prospectively or retrospectively. Each Director shall have one (1) vote. Questions arising at a meeting shall be decided by a simple majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 26.2 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three (3).
- 26.3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in their number, but, if and so long as the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or calling a General Meeting.
- 26.4 (a) The Board may from time to time elect any one Director to be the Chairman of the Board. At the conclusion of each Annual General Meeting of the Institute, the Chairman shall retire from such Office. Any Chairman retiring as aforesaid shall be eligible for re-election. Notwithstanding as aforesaid, no person shall continue to be the Chairman for more than three (3) consecutive years. Upon the

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expiry of the term of three (3) years as Chairman, such person cannot be re-elected or re-appointed as a Chairman of the Institute again until the expiry of the following next three (3) calendar years from the date of his cessation as a Chairman of the Institute. The Board may also, from time to time remove such Chairman from his Office and appoint another person in his place. Subject to the Article 21.10 of the Articles, a Chairman shall be subject to the same provisions as to resignation, retirement and removal as those which apply to the Directors, and he shall ipso facto immediately cease to be Chairman when he shall cease to hold the office of Director;

- (b) The election of the Chairman shall be by ballot by the Directors of the Board at any Board meeting to be held prior to each Annual General Meeting provided that any such election shall be deemed to take effect from the conclusion of such Annual General Meeting. At the ballot for electing the Chairman, each Director shall be entitled to one (1) vote in favour of one (1) candidate for the Chairman of the Board. The candidate receiving the highest number of votes shall be elected as Chairman of the Board. In the event of an equality of votes at a ballot for the election of the Chairman, the election shall within a period of thirty (30) minutes after the counting of the votes be determined by agreement between the candidates for whom equal votes have been cast or, if such agreement cannot be reached, the result of the election shall forthwith be determined among such Directors of the Board by drawing of lot which shall be drawn in such manner and in such place as the Board shall decide. At the outset of such Board meeting upon any Director's request the ballot to elect the Chairman will be conducted as a secret ballot;
- (c) The Board shall have power to elect any one of the Directors in accordance with the Article 26.4(b) to fill the casual vacancy of the Chairman. Any Chairman so appointed shall hold office until the next following Annual General Meeting, and, subject to Article 26.4(a) shall then be eligible for re-election;
- (d) The Chairman shall preside at all meetings of the Board of Directors, but if there be no Chairman or if at any meeting the Chairman is not present and not willing to act within five minutes after the time appointed for the meeting, the Directors present may appoint one (1) of their number to be Chairman of the meeting.
- 26.5 All acts done by a meeting of Directors, or of a committee or sub-committee, or by a person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any person, or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued in office and had been entitled to vote.
- 26.6 A resolution in writing signed by two-thirds of all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual

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as if it had been passed at a meeting of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors or Members. Provided that an email, cable, facsimile transmission or telex message sent by a Director shall be deemed to be a document signed by him for the purposes of this Article.

RULES

27.1 The Directors may from time to time make such Rules as they shall deem conducive to the attainment of the objects of the Institute and in particular but without prejudice to the generality of the foregoing, they make Rules respecting, inter alia:-

- (a) The creation and regulation of any class of membership the admission of and refusal to admit Members of any class, the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership suspended or terminated or converted to another class, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) The conduct of Members of the Institute;
- (c) The permitting of Members to attend and use any premises or facilities of the Institute;
- (d) The conduct of disciplinary proceedings in respect of infringements of the Rules and the imposition of sanctions;
- (e) Appeals against refusal of membership, expulsion or suspension and other disciplinary sanctions;
- (f) The procedure at general and class meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by these presents;

and generally for the good order and government of Members; and may from time to time amend, alter, repeal or waive, either generally or in any particular case or class of cases, any Rules.

CHIEF EXECUTIVE AND SECRETARY

28.1 The Chief Executive shall be appointed by the Directors for such term at such remuneration and upon such conditions as they think fit, and any such Chief Executive so appointed may be removed by them. The Chief Executive shall attend all the Directors' meeting but shall not have any voting rights.

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- 28.2 Subject to the provisions of the Ordinance, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

MINUTES

- 29.1 The Directors shall cause minutes to be made in books kept for the purpose:-
- (a) Of all appointments of officers made by the Directors; and
 - (b) Of all proceedings at meetings of the Institute and of any class of membership of the Institute and of Directors, and of committees of Directors, including the names of the Directors present at each such meeting. Any such minutes, if purporting to be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

THE SEAL

- 30.1 The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS

- 31.1 The Directors shall from time to time determine whether and to what extent and at what times and places and under what condition or regulations the **accounting records** ~~accounts and books~~ of the Institute or any of them shall be open to the inspection of Members (not being Directors), and no Member (not being a Director) shall have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or authorised by the Directors or by ordinary resolution of the Institute.
- 31.2 The Directors shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Institute in **Annual General Meeting** such **Reporting Documents** ~~revenue accounts, balance sheets, group accounts (if any) and reports~~ as are referred to in **section 357(2)** of the Ordinance ~~those provisions~~.

NOTICES

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- 32.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 32.2 The Institute may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address as appearing in the register of members or by leaving it at that address. A member whose registered address is not within Hong Kong Special Administrative Region and who gives to the Institute an address within Hong Kong Special Administrative Region at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Institute.
- 32.3 A Member present, either in person or by proxy, at any meeting of the Institute shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 32.4 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of forty-eight (48) hours after the letter containing the same is posted.
- 32.5 Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member entitled to vote at such meeting and to the auditors of the Institute. No other persons shall be entitled to receive notices of General Meetings.

WINDING-UP

- 33.1 On the winding up and dissolution of the Institute the provisions of Clauses 6 and 8 of the Articles of the Institute relating to the Winding up of the Institute shall have effect as if repeated in the Articles.

CONFIDENTIALITY

- 34.1 All information concerning a Member's affairs acquired by the Institute in the course of its operations shall be treated with due confidence, subject to such right or duty of disclosure as may be conferred or imposed by the person whose information it is or by the Rules or by law and provided that any necessary disclosure may be made in the course of proceedings against the Member (including proceedings taken under the Rules or the Articles).

INDEMNITY

- 35.1 (a) Every committee or sub-committee Member (other than a Director), Secretary, or other officer or auditor of the Institute shall be

Legend:

~~Text in red / deletion in red:~~ Proposed amendments regarding the retirement mechanism of elected Directors

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indemnified out of the assets of the Institute against any liability incurred by him 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 any application in which relief is granted to him by the court;

- (b) A Director or former Director of the Institute may be indemnified out of the Institute's assets against any liability incurred by the Director to a person other than the Institute or an associated company of the Institute in connection with any negligence, default, breach of duty or breach of trust in relation to the Institute or associated company (as the case may be);
- (c) Paragraph (b) only applies if the indemnity does not cover:-
- (i) Any liability of the Director to pay:-
- (aa) A fine imposed in criminal proceedings; or
- (bb) A sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (ii) Any liability incurred by the Director:-
- (aa) In defending criminal proceedings in which the Director is convicted;
- (bb) In defending civil proceedings brought by the Institute, or an associated company of the Institute, in which judgment is given against the Director;
- (cc) In defending civil proceedings brought on behalf of the Institute by a Member of the Institute or of an associated company of the Institute, in which judgment is given against the Director;
- (dd) In defending civil proceedings brought on behalf of an associated company of the Institute by a Member of the associated company or by a Member of an associated company of the associated company, in which judgment is given against the Director; or
- (ee) In connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.
- (d) A reference in paragraph (c)(ii) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings;

Legend:

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- (e) For the purposes of paragraph (d), a conviction, judgment or refusal of relief:-
 - (i) If not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (ii) If appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (f) For the purposes of paragraph (e)(ii), an appeal is disposed of if:-
 - (i) It is determined, and the period for bringing any further appeal has ended; or
 - (ii) It is abandoned or otherwise ceases to have effect.

35.2

- (a) The Directors may decide to purchase and maintain insurance, at the expense of the Institute, for a Director of the Institute, or a Director of an associated company of the Institute, against:-
 - (i) Any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Institute or associated company (as the case may be); or
 - (ii) Any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Institute or associated company (as the case may be).
- (b) The Directors may decide to purchase and maintain insurance, at the expense of the Institute, for an auditor of the Institute, or an auditor of an associated company of the Institute, against:-
 - (i) Any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Institute or associated company (as the case may be); or
 - (ii) Any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Institute or associated company (as the case may be).

Legend:

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- (c) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

NO ALTERATION

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