

AMENDED MEMORANDUM

(As amended by Special Resolutions passed on 22/8/77 & 26/7/82)

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 26/9/2006)

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

Incorporated the 14th day of August, 1973.

HONG KONG

THE COMPANIES ORDINANCE
SPECIAL RESOLUTION

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

Passed on 26th September 2006

At an Extraordinary General Meeting of the Society held on 26th September 2006 at 10:00 am in Conference Room AC1, 4/F, Administration Building, Hong Kong Cultural Centre, 10 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong the following resolution was passed as a Special Resolution: -

“The Society do adopt a set of new Articles of Association in the form annexed hereto to the exclusion and substitution of the existing Articles of Association.”

(Sd.) Edward ST Ho, SBS, OBE, JP

Chairman

THE COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

Passed on 28th day of September 1992

At an Extraordinary General Meeting of the Society held on 28th September 1992 at 5:17 pm in Club Lusitano, 10th Floor, 16 Ice House Street, Hong Kong the following resolution was passed as a Special Resolution:

“THAT the Articles of Association be and are hereby amended in the following manner, namely:

By the deletion in its entirety of Article No. 21 and the substitution of the following therefor:

“21. (A) The General Committee shall consist of up to fourteen (14) members of whom:

(a) six (one of whom shall be the Chairman) shall be appointed by the Urban Council;

(b) three shall be appointed by the Governor of Hong Kong; and

(c) three shall be appointed by the Board of Governors.

(B) The General Committee may co-opt two additional persons as members provided that if any person proposed for election under this paragraph (B) is not a member of the Urban Council, such appointment must be made after consultation with the Board of Governors.

(C) The appointment of each member under this Article shall be valid for one year only and appointments shall be made annually.””

(Sd.) A de O Sales

Chairman of the Meeting

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

Passed on the 28th day of July, 1983.

At an Extraordinary General Meeting of THE HONG KONG PHILHARMONIC SOCIETY LIMITED held on Thursday, 28th July, 1983 at 5:30 p.m. at the Club Lusitano, 10th Floor, 16 Ice House Street, Hong Kong, the following resolution was duly passed as a Special Resolution:-

“That the Articles of Association of the Company be altered by the addition of a new sub-clause in the form set out below:-

- ‘15. (b) The Board of Governors may appoint up to three persons who have rendered outstanding service to the Society over a period of time as Honorary Vice Presidents. Such persons need not be members, and unless they are members will not have the rights and liabilities thereof. They shall however have such privileges as the Board of Governors may appoint from time to time.’

and that the existing Clause 15 be re-titled ‘Honorary President and Vice Presidents’ and re-numbered Clause 15. (a).”

(Sd.) A DE O SALES
Chairman

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee

SPECIAL RESOLUTION

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

Passed on the 26th day of July, 1982.

At an Extraordinary General Meeting of the Company held at the Club Lusitano, 10th floor, 16 Ice House Street, Hong Kong on 26th July 1982 at 5:00 p.m. the following resolution was passed as a Special Resolution:-

“THAT the Memorandum of Association of the Company be altered by the addition of a new sub-clause in the form set out in paragraph (i) below immediately after sub-clause 3(e) and the addition of a new sub-clause in the form set out in paragraph (ii) below immediately after sub-clause 3(jj) : -

- (i) “(f) To promote the study, practice and knowledge of music and to assist and enable students of music to attend or to continue to attend musical courses whether in Hong Kong or elsewhere and to give financial assistance whether by way of prizes, scholarships, bursaries or otherwise.”
- (ii) “(ll) To act as a trustee or undertake and execute any trust and accept any gift or donation whether or not subject to any special trust which may be directly or indirectly conducive to any of the objects of the Society.”

and that the existing sub-clauses of Clause 3 of the Memorandum of Association be relettered accordingly.”

(Sd.) MR A DE O SALES, CBE, JP
Chairman

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTIONS

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

Passed on the 22nd day of August, 1977,

At an Extraordinary General Meeting of the Members of the Company held at Urban Council Chambers, Edinburgh Place, Hong Kong on 22nd day of August, 1977 the following resolutions were duly passed as Special Resolutions:-

“ 1. Upon proposals duly made and seconded it was resolved as a Special Resolution that Clauses 1 and 3 of the Memorandum of the Company be amended in the following manner:-

(1) By adding the word “The” before the words “Hong Kong Philharmonic Society Limited”,

(2) By amending Clause 3 as follows: -

(a) That wherever the words “the British Crown Colony of Hong Kong”, “the said Colony of” and “the Colony” appear they shall be deleted and there shall be substituted therefor the words “Hong Kong”,

(b) That at the end of sub-clause (f) there shall be added the words “provided any such business is requisite for any of the objects aforesaid”.

(c) That at the end of sub-clause (g) there shall be added the words “provided any such business is requisite for any of the objects contained in items (a) to (e) of this Clause”.

(d) In sub-clause (i) by deleting the word “our” and substituting therefor the word “out” and by deleting the word “other” and substituting therefor the word “others” and by inserting at the end thereof the words “provided any such transaction is requisite for any of the objects contained in items (a) to (e) of this Clause”,

(e) In sub-clause (j) by deleting the words “directly in indirectly” and substituting therefor “the words” directly or indirectly”.

- (f) In sub-clause (l) by adding at the end thereof the words “provided any such business is requisite for any of the objects contained in items (a) to (e) of this Clause”.
- (g) In sub-clause (x) by deleting the word “transmission” and substituting therefor the word “transmitting” and by deleting the words “and to develop, experiment and carry out research for the purposes of furthering any such businesses or of furthering any of the other objects of this Memorandum” and inserting therefor the words “provided any such business is requisite for any of the objects contained in items (a) to (e) of this Clause”,
- (h) In sub-clause (y) by deleting the words “which can conveniently be dealt in by the Society in connection with any of its objects” and substituting therefor the words “provided any such transaction is requisite for any of the objects contained in items (a) to (e) of this Clause”,
- (i) In sub-clause (ii) by deleting the words “bills or exchange” and inserting therefor the words “bills of exchange”,

2. Upon proposals duly made and seconded it was resolved as a Special Resolution that the new Articles of Association tabled before the Meeting and initialled by the Chairman by way of identification be adopted as a new Articles of Association of the Company in substitution for the existing Articles of Association.”

(Sd.) JOHN MACKENZIE
Chairman

No. 34994

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the laws of Hong Kong), and that this Company is limited.

GIVEN under my hand this Fourteenth day of August, One Thousand Nine Hundred and Seventy-three.

(Sd.) SHAM FAI
*for Registrar of Companies,
Hong Kong*

THE COMPANIES ORDINANCE

Company Limited by Guarantee
and not having a Share Capital

AMENDED MEMORANDUM OF ASSOCIATION
(As amended by Special Resolutions passed on 22/8/77 & 26/7/82)

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

1. The name of the Company (hereinafter called "the Society") is "THE HONG KONG PHILHARMONIC SOCIETY LIMITED".
2. The registered office of the Society will be situate in Hong Kong.
3. The objects for which the Society is established are:-
 - (a) To establish, organize, develop, train, manage, promote and present one or more symphony orchestras; concert, chamber music, bands or other musical groups; in Hong Kong and elsewhere.
 - (b) To establish, produce, promote, present, organize, arrange, manage and conduct from time to time concerts, performances and presentations of music, drama, singing and the arts in Hong Kong and elsewhere, and for that purpose to enter into contracts, agreements and arrangements with orchestras, musical societies and performers of all kinds, theatrical, operatic and ballet companies, choral and operatic societies and singers, artists, painters and sculptors and generally all persons or organizations of any kind and of any nationality whose participation would enhance and contribute thereto.
 - (c) To employ persons to write, compose, adapt or arrange music, plays, cinematograph and moving picture plays, sketches, songs, dances and any other musical, theatrical or variety compositions, and to enter into agreements with composers, authors and lyric writers and other persons for the dramatic or other rights of musical compositions, operas, stage plays, operettas, revues, burlesques, vaudevilles, songs, mimes, ballets, pantomimes, comedies, cinematograph and moving picture plays, scenarios and other musical and dramatic performances and entertainments or for the representation thereof in Hong Kong and elsewhere.
 - (d) In connexion with the objects as aforesaid, and generally, to produce, promote, present, manage, conduct, organize, arrange and provide concerts, recitals, lectures, public performances and exhibitions of musical and artistic works of all kinds as well as dramatic and cinematographic presentations, operas, operettas, burlesques, vaudevilles, pantomimes, songs, mimes, ballets, comedies, music, and dances in every and any form, oratorios, interviews, reviews, television and radio programmes, competitions, discussions and documentary programmes and generally to present depict and portray events, doings, performances and happenings and every kind of entertainment, instruction, diversion, recreation, relaxation, education, amusement, information or activity and to disseminate the same by means of live performances, television, sound radio, cinema or any other means.
 - (e) Generally to promote, encourage and provide for appreciation of and participation in aesthetic, musical, artistic and cultural activities of all kinds in Hong Kong and elsewhere by the provision of public performances and exhibitions thereof as aforesaid and also by the provision of facilities for master classes, seminars, coaching, tuition and criticism of all kinds.

- (f) To promote the study, practice and knowledge of music and to assist and enable students of music to attend or to continue to attend musical courses whether in Hong Kong or elsewhere and to give financial assistance whether by way of prizes, scholarships, bursaries or otherwise.
- (g) To carry on the business of holders of exhibitions of and dealers in pictures, sculptures, ceramics and all objects of art and vertu and of artists, agents makers and sellers of picture frames, artist's colours, oils, paints, paint brushes, clays, potters wheels and equipment, sculptor's tools, and other instruments, articles and ingredients relating to any such business provided any such business is requisite for any of the objects aforesaid.
- (h) To carry on the business of art printers, colour printers, copper plate printers, etching printers, lithographic printers, offset printers, photogravure printers, rollform and automatic printers, trade printers and printers generally provided any such business is requisite for any of the objects contained in items (a) to (e) of this Clause.
- (i) Subject to the provisions of Section 17 of the Companies Ordinance Cap. 32 to purchase, manage or associate in the management of take on lease or otherwise acquire any loans buildings or property real or personal whether within Hong Kong or elsewhere which may be requisite for or capable of being conveniently used in connection with any of the objects of the Society.
- (j) To sell, dispose of or develop and turn to account any land within Hong Kong or elsewhere acquired by this Society or in which the society is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, roads and conveniences and by planting, paving, draining, letting on building lease or building, agreement and by advancing money to entering into contracts and arrangements of all kinds with builders, tenants and others interested in any such land provided any such transaction is requisite for any of the objects contained in items (a) to (e) of this Clause.
- (k) To hire, occupy, equip and operate any buildings, offices, concert halls, theatres, exhibition rooms, galleries, broadcasting, television and film studios and any other land, building, premises or tenements of any kind in Hong Kong and elsewhere useful or convenient as places of direct or indirect, original or transmitted, filmed or recorded entertainment instruction, diversion, recreation, amusement, education, information, advertising or otherwise as the same may be deemed by the Society useful or likely to advance or benefit either directly or indirectly the interest of the Society or otherwise to further the objects of the Society in every way.
- (l) To obtain, rent, hire, arrange and provide accommodation, board and lodging, travelling facilities, transportation and storage for persons engaged to perform, appear or assist at any activity organized by the Society and for any equipment, goods or chattels of any kind used or required by them and for that purpose to enter into agreements and contracts of all kinds with hotel, lodging house and restaurant proprietors, transportation companies by land, sea or air, packing and storage companies, warehousemen and any other person, firm or company providing facilities necessary or convenient for the purposes of the Society.
- (m) To carry on in any place of the Society's operations the business or businesses of proprietors and keepers of snack bars, luncheon counters, cafes, refreshment rooms, restaurants, hotels, inns, beerhouses and taverns and of licensed victuallers, wine and spirit merchants, distillers and brewers, importers, manufacturers of aerated and mineral waters and other drinks, provision dealers, cigar merchants, and tobacconists, general store keepers and manufacturer's agents provided any such business is requisite for any of the objects contained in items (a) to (e) of this Clause.
- (n) To acquire by purchase, or otherwise, equipment, chattels and goods for the use of members as the Society may deem expedient to enable the Society to fulfil its objects and to sell or otherwise dispose of such equipment, chattels and goods as aforesaid.
- (o) To enter into any arrangement the Society may deem appropriate for the storage of any property belonging to the Society or which may be used by the Society or for the maintenance or upkeep thereof.
- (p) To purchase or otherwise acquire musical instruments, equipment, plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or usually or normally used in connection with or for the purpose of the objects of the Society.

- (q) To retain or employ a musical director, musicians, professional or technical advisers or workers, a general manager and supporting staff, upon such terms and generally as shall be deemed necessary and or expedient for the accomplishment of the purposes of the Society. Without limiting the generality of the foregoing, the Society may pay such persons reasonable salaries or fees and may provide housing and other employment benefits as it deems proper.
- (r) To prepare print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Society and its members and others interested in the objects of the Society and to distribute among its members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- (s) To promote and hold, either alone or in conjunction with any other corporation or association, club or person, any competition, meeting, exhibition or performance of any kind with a view to furthering the Society's objects and the raising of money for the purposes of the Society and to offer, give, contribute to and distribute prizes, awards and bonuses in connexion therewith and to promote, give, hold or support dinners, balls, meetings, concerts and entertainments of all kinds for the purposes aforesaid.
- (t) To make or cause to be made advance bookings and advance sale of tickets.
- (u) To make known by way of advertisement, or in any other way, the objects of the Society or any analogous activities, causes or projects which the Society may desire to sponsor or support.
- (v) To purchase or otherwise acquire copyrights, or other rights, licences or interests of all kinds whatsoever in or relating to musical, literary, dramatic, theatrical, cinematograph, choreographic, and other works, events, subjects and matters including (without limiting the generality of the foregoing) the rights to broadcast by sound and television and cause to be transmitted performances, works, scenes and events of every description and to make adaptations thereof.
- (w) To enter into arrangements, commercial or otherwise with programme contractors or with television or radio broadcasting stations or any other persons, to supply or to purchase, or otherwise acquire, live or recorded programmes.
- (x) To enter into contracts with and make all necessary and appropriate arrangements with enterprises advertising on television and to broadcast advertisements or advertising material by sound or television.
- (y) To carry on the business in all branches of the radio, television, electronic and electrical industries including (but without limiting the generality of the foregoing) radio and television equipment for studios, transmitting, receiving outside broadcasting, public address systems, television and radio relay and recording provided any such business is requisite for any of the objects contained in items (a) to (e) of this Clause.
- (z) To buy, sell, manipulate and deal, either as principals or agents, both wholesale and retail, in produce, commodities, articles and things of all kinds provided any such transaction is requisite for any of the objects contained in items (a) to (e) of this Clause.
- (aa) To print, publish, distribute and sell or otherwise dispose of tickets, programmes, books, magazines, periodicals, music and other publications whatsoever of all descriptions and to acquire protective copyright for things printed and published as aforesaid.
- (bb) To establish, promote, maintain and manage any club, association, society or other organization for the purpose of or connected with the objects of the Society.
- (cc) To canvass for and receive subscriptions and other contributions towards the cost of the activities of the Society and generally to raise money for the purposes of the Society.
- (dd) To provide on such terms as the Society may deem expedient all or any of the management, secretarial, advertising, publicity, accountancy, personal and social facilities and services required or used in connection with their professional engagements by artists and others engaged in musical, theatrical, film, radio television entertainment or artistic activities.

- (ee) To enter into any arrangements or contracts with any governments or authorities, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Society or any of them and, to obtain from any such government or authority, person or company any rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- (ff) To obtain any order in council enactment or ordinance for enabling the Society to carry any of its objects into effect or for effecting any modification of the Society's articles or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.
- (gg) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations whose objects are similar or in part similar to the objects of the Society or the establishment or promotion of which may be beneficial to the Society, provided that no subscription be paid to any such other association or club out of the funds of the Society, except *bona fide* in furtherance of the objects of the Society.
- (hh) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the Society or its employees, to give pensions, gratuities, Christmas boxes or charitable aid to any persons who may have served the Society or have been connected with the Society's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Society.
- (ii) To invest and deal with the moneys of the Society not immediately required, upon such securities and in such manner as may from time to time be determined by the Society.
- (jj) To borrow with or without security or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage or charge upon all or any part of the property of the Society.
- (kk) To act as trustee for the members of the Society and as such trustee to receive and hold money and other property in trust for them.
- (ll) To act as a trustee or undertake and execute any trust and accept any gift or donation whether or not subject to any special trust which may be directly or indirectly conducive to any of the objects of the Society.
- (mm) To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Society to be established as aforesaid the amount of the money so advanced or subscribed by them.
- (nn) To issue badges and insignia to the members of the Society.
- (oo) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
- (pp) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as are herein specified and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit to its members, provided, nevertheless, that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Society or any member thereof, in return for any service actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent to the Society by a member nor payment of reasonable and proper rent for premises demised or let by a member to the Society. However no elected member nor the Chairman or Vice Chairman of the Committee of the Society shall be appointed simultaneously to any salaried office of the Society and no remuneration or other benefit in money or money's worth shall be given by the Society to any such person except as repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society.

5. The liability of the members is limited.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society 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 contributors among themselves, such amount as may be required, save, not exceeding \$10.

7. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members, but shall be given or transferred to some other charitable institution or trust of a public character 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 Society under or by virtue of Clause 4 hereof, such institution or trust to be determined by the members of the Society before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Society and matters in respect of which such receipts and expenditure take place and of the property and other assets and liabilities of the Society which accounts, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules of the Society for the time being in force, shall be open to the inspection of the members, once at least in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more properly authorized Auditor or Auditors.

WE, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. Solomon Matthew Bard
Mr. Solomon Matthew Bard
4 University Path,
Hong Kong.
Doctor of Medicine

(Sd.) Miss Doris Ng Oi Wan
Miss Doris Ng Oi Wan
Tung On Building,
10th floor, Flat F,
Shau Kei Wan Road,
Hong Kong.
Personal Secretary

(Sd.) Mr. Richard Gamlen
Mr. Richard Gamlen
101 Pokfulam Road,
Hong Kong.
Senior Assistant Engineer

(Sd.) Mrs. Jean Robertson Cassels
Mrs. Jean Robertson Cassels
53 Stubbs Road,
Hong Kong.
Housewife

Dated this 3rd day of August 1973.

Witness to the above signatures:

(Sd.) Peter H. Davies
Peter H. Davies
Solicitor,
Hong Kong.

WE, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. Dieter von Hanseemann
Mr. Dieter von Hanseemann
 'South West',
 53 Mount Davis Road,
 Hong Kong.
 Company Director

(Sd.) Mr. Klaus Heymann
Mr. Klaus Heymann
 Kai It Building,
 9th Floor,
 58 Pak Tai Street,
 Hong Kong.
 Company Director

(Sd.) Mr. Lim Kei-tjiang
Mr. Lim Kei-tjiang
 33 Ventris Road,
 Flat 1B,
 Hong Kong.
 Musical Director

Dated this 3rd day of August 1973.

Witness to the above signatures:

(Sd.) Peter H. Davies
Peter H. Davies
 Solicitor,
 Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and Not
Having a Share Capital

ARTICLES OF ASSOCIATION
(Adopted by Special Resolution passed on 26/9/2006)

OF

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

1. The Regulations contained in Table C in the First Schedule to the Ordinance shall not apply to the Society. Unless otherwise defined herein, the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Companies Ordinance, Chapter 32. In these Articles, unless there be something in the subject matter or context inconsistent therewith:
 - “These Articles” shall mean the articles of association of the Society, as amended from time to time.
 - “The Auditor” shall mean the person for the time being performing the duties of Auditor.
 - “Board of Governors” and “Board” shall mean the board of governors of the Society for the time being.
 - “Bye-Laws” shall mean such bye-laws (if any) of the Society, as may or shall be made by the authority of the Board and as amended from time to time.
 - “Chairman” shall mean chairman of the Board for the time being.
 - “Committee” shall mean any committee or group formed under the authority and direction of the Board for the time being.
 - “General Meeting” shall mean general meeting of the Society whether Annual or Extraordinary.
 - “Governor” shall mean a member of the Board of Governors appointed to the Board from time to time.
 - “The Government” shall mean the Government of the Hong Kong Special Administrative Region.
 - “Honorary Member” shall mean a Member of the Society for the time being admitted under These Articles as stipulated in Article 7(b).
 - “In writing” and “written” shall mean and include written, printed, lithographed and type-written.
 - “Members” shall mean the members of the Society for the time being.
 - “Month” shall mean calendar month.
 - “The Ordinance” shall mean the Companies Ordinance (Chapter 32), and every statutory modification or re-enactment thereof for the time being in force.
 - “Person” shall include corporation;
 - “The Register” shall mean the Register of Members to be kept pursuant to Section 95 of the Ordinance.

“The Registered Office” shall mean the registered office for the time being of the Society.

“The Seal” shall mean the Common Seal of the Society.

“The Secretary” means the secretary of the Society for the time being.

“The Society” shall mean the company registered under the Ordinance as “The Hong Kong Philharmonic Society Limited”.

“Special Resolution” shall have the meaning assigned thereto by Section 116 of the Ordinance.

“The Trust” means the Hong Kong Philharmonic Endowment Trust.

“The Vice-Chairman” means the vice-chairman of the Board for the time being.

“Voting Member” shall mean a Member of the Society stipulated in Article 7(a) for the time being.

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

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

When any provision of the Ordinance is referred to, the reference is to such provision as modified by any ordinance for the time being in force.

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

Members

3. For the purpose of registration, the Society is declared to and shall consist of not more than 500 Members.
4. Membership of the Society shall consist of any person who shall have or express interest in music as well as provision of services to music or other legitimate connections with the nature, promotion and development of music, shall satisfy all qualifications, rules and regulations for membership of the Society (including all criteria set by the Board and documented in these Articles) and shall be approved by the Board at its entire discretion.
- 5.1. Every application for Voting Membership of the Society shall be in such form as the Board may from time to time prescribe and shall be made in writing and signed by the applicant.
- 5.2. The Board may invite any person to be an Honorary Member.
6. Upon receipt of a valid application of membership by any persons pursuant to, inter alia, Article 5.1 and 5.2 above and upon the recommendation of one (1) existing Member, the Board shall at its discretion admit such applicant to membership, provided that the Board shall, in its sole opinion, be satisfied that the applicant shall, of whatever nationality, sex or age, be of good character and conduct, and shall be willing to abide by these Articles, the Bye-Laws and all other rules and regulations of the Society. The Board in its sole discretion may from time to time vary the membership admission process and governance by Bye-Laws for the purpose and the decision of the Board shall be final.
7. Subject to this Article, there shall be one category of paying Member and one category of non-paying Member as follows, who shall be entitled, but subject to change or variation by the Board from time to time at any time in its entire discretion, to the benefits and rights set against each category, if any, always provided that the Board shall not be empowered to withdraw the voting rights of any Member entitled by These Articles to vote:-

(a) Voting Members

Voting Members shall have full personal voting rights. The maximum number of Voting Members shall in any event not be more than four hundred and seventy (470).

(b) Honorary Members

Honorary Members shall enjoy the same rights and benefits of a Voting Member except the right to vote and the rights set out in Article 14 of These Articles. The maximum number of Honorary Members shall be thirty (30).

The Board shall from time to time, in its absolute discretion so long as the same is consistent with the Memorandum of Association of the Society, These Articles and the Ordinance, determine the classes of membership in or affiliated to or with the Society, including but not limited to Voting Members and Honorary Members. Members of any these classes shall be either an individual natural person or a body corporate.

8. Members shall be registered in accordance with their category and shall be entitled to such benefits and privileges as the Board may set from time to time in its entire discretion.
9. Every applicant for Voting Membership shall be notified by the Board of his admission as a Member within six (6) months of the submission of his application for the membership but the Board shall have the absolute discretion in refusing any application without assigning any reason therefor.

Honorary Patron and Vice Patrons

10. The Board shall have power to create such Honorary or Vice Patrons or other gratuitous positions of honour in the Society and to set such admission and maintenance condition as it may from time to time determine in its entire discretion.

Subscriptions and Fees

11. Every Voting Member shall pay an annual subscription of such sum and at such time and in such manner as may be determined by the Board from time to time for his membership in the Society.
12. No part of the initial fee or annual subscription shall be repayable to the Voting Member if he ceases to be a Voting Member.
13. Notwithstanding any provisions to the contrary in these Articles, the Board may from time to time prescribe such fees and charges relating to the activities of and the facilities and services provided by the Society which shall apply to all Members or any class or classes thereof.

Rights and Privileges of Voting Members

14. Without prejudice to the rights and privileges conferred by the Ordinance and these Articles, every Voting Member shall enjoy the following rights and privileges:-
 - (a) to stand for election as Governor;
 - (b) to propose or vote for the election of Governors;
 - (c) to receive notices of General Meetings;
 - (d) to vote for any resolution in General Meetings; and
 - (e) to enjoy the facilities and benefits of the Society at a fee to be prescribed by the Board from time to time if applicable.

Rules Relating to Members

15. Every Member shall be absolutely bound by these Articles and Bye-Laws as the Board may from time to time determine.

16. The rights and privileges of a Member shall be personal to himself. They shall not be transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing from any cause to be a Member under these Articles and Bye-Laws.
17. Any Member may terminate his membership by two months' notice in writing to the Secretary, and upon expiration of the notice, unless such notice has been withdrawn prior to such expiration, his membership shall cease.
18. If any Member shall fail to pay any money due from him to the Society for three months after the date upon which such money is payable, the Society may forthwith suspend his privileges and rights of membership and may serve upon him a notice in writing appointing a day for payment. If such Member shall fail to pay in full all monies outstanding to the Society strictly according to such notice within two months after service of thereof, his membership shall cease.
19. Any Member who is convicted of any criminal offence triable upon indictment as defined in the Criminal Procedure Ordinance, Chapter 220 of the Laws of Hong Kong or shall become bankrupt or shall enter into liquidation or any arrangement with his creditors, such Member's membership shall forthwith thereupon cease.
20. Any person who shall for any cause cease to be a Member shall remain liable for and shall pay to the Society all moneys which at the time of his ceasing to be a Member shall be due from him to the Society.
21. Fees already paid or donations made by a Member who shall cease to be a Member for whatever cause shall not be recoverable.

General Meetings

22. An Annual General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as the Board shall appoint. In default of an Annual General Meeting being so held, an Extraordinary General Meeting shall in de facto substitution therefor be held in the month next following, and may be convened by the Chairman, or 1/20 of the number of Voting Members in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
23. All General Meetings other than the Annual General Meetings shall be called "Extraordinary General Meetings".
24. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or may be convened by such requisitions as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Governors capable of acting to form a quorum of a meeting of the Board, any Voting Members having not less than one-twentieth of the total voting rights of all the Voting Members having at the said date a right to vote at General Meetings, but in any event not less than two of those Voting Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board. Article 25 shall be followed in the convening of any such General Meetings.

Notice of General Meetings

25. A General Meeting shall be called by 21 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Society :-

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

26. 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 thereof shall not invalidate any resolution passed or the proceedings had at any meeting.

Proceedings at General Meetings

27. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board and of the Auditors, the election of Governors in place of those retiring and the appointment of and the fixing of the, remuneration of the Auditors.
28. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and throughout the meeting. A quorum shall be ten per centum (10%) in person or by proxy of the total number of Voting Members and shall in no event be less than two.
29. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place or to such day, at such time and place as may be determined by the Board, and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, such meeting shall be adjourned sine die.
30. The Chairman, or in the event of his absence, the Vice Chairman, shall preside as chairman at every General Meeting.
31. If none of the Chairman or the Vice-Chairman shall be present within half an hour after the time appointed for holding the General Meeting or shall be unwilling to act as chairman of the meeting, the Members present shall choose some other Governor, or if no such Governor be present, or if all the Governors present decline to preside, the Members shall choose some one of their number to be chairman of the meeting.
32. The chairman of the General Meeting 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 takes 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.
33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll be 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 not carried, and an entry to that effect in the book of the proceedings of the Society 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. Upon a poll, the voting rights of each Voting Member present shall be proportionate to the amount of the guarantee given by all Voting Members present in each case pursuant to Clause 6 of the Memorandum of Association.
34. Subject to Article 37 below, 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.
35. 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 provided he shall abstain from casting such vote in case of conflict of his personal interest which he shall declare at the commencement of the meeting. In case of such conflict, a Member having no conflict of interest shall be appointed as the vice-chairman of the meeting and shall be entitled to a second or casting vote upon such abstention of the chairman of the meeting.
36. A poll demanded on the election of a chairman of a 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.

Votes of Voting Members

37. Save as otherwise provided in these Articles, every Voting Member shall have one vote, which must be exercised personally or by proxy.

38. A Voting Member who is a "patient" under the meaning of section 2 of the Mental Health Ordinance (Cap.136 of the Laws of Hong Kong), or in respect of whom an order has been made by any court having jurisdiction over unsoundness of mind, may vote by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court.
39. On a poll, votes may be given either personally or by proxy.
40. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. A proxy shall be a Member.
41. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
42. An instrument appointing a proxy may be in the following form or any other form which the Board shall approve:

THE HONG KONG PHILHARMONIC SOCIETY LIMITED

I/We, _____ of _____, being a member
of THE HONG KONG PHILHARMONIC SOCIETY LIMITED hereby appoint
_____,
of _____, as my
proxy, to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting to be held on the
day of _____ 20 _____ and at any adjournment thereof.

Signed this _____ day of _____ 20 _____

43. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
44. No Voting Member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Society shall have been paid prior to the General Meeting.

The Board of Governors

45. The number of Governors shall not be less than twelve (12) and shall not be more than twenty (20). Not more than six of the Governors shall be appointed by the Government which may remove such appointees and the others, subject to Articles 51 and 52 below, shall be elected by the Voting Members in the General Meetings of the Society.
46. The Board shall have the overall management of the affairs, administration and business of the Society, and shall be the overall governing body. The rights and liabilities of all Governors shall rank pari passu with each other unless as shall be provided otherwise in These Articles.
47. The Governors shall elect from among themselves the Chairman, the Vice Chairman and such other officers as the Board may think fit. Any Chairman or Vice Chairman who has served a period of six (6) consecutive years shall retire from the Board automatically upon the expiry of the sixth year. A retiring Chairman or Vice Chairman shall be eligible for re-election as Chairman or Vice Chairman after an interval of one (1) years of his retirement.
48. For the purposes of These Articles and for all purposes relating to the Society and its direction and administration, the General Committee in office at the date of adoption of These Articles shall, as provided in Article 53 of These Articles, be and continue in office as the Board of Governors and be bound by and continue to observe and perform all commitments previously entered into by the General Committee or in the name of the Board of Governors and shall continue to exercise all powers vested by any instrument in the Board of Governors and the Chairman, the Vice Chairman and the Secretary of the General Committee in office at the date of adoption of These Articles shall continue in office under the Board subject to such limitations as are imposed by These Articles.
49. Subject to Articles 45 and 51 of These Articles, no person other than those Governors appointed by the Government pursuant to Article 45 shall become a Governor unless he is a Voting Member.

50. No salary, remuneration or allowance shall be paid to any Governor, but such Governor shall be reimbursed the out-of-pocket expenses that may be incurred by him in connection with the business of the Society.
51. Subject to the maximum number of Governors stipulated in Article 45 of These Articles, the Board shall always other than those Governors appointed by the Government have power at any time, and from time to time to appoint any other Member as a Governor, either to fill a casual vacancy or as an addition to the Board, but any Governor so appointed shall hold office only until the conclusion of the next Annual General Meeting of the Society and shall then be eligible for re-election.
- 52.1 Any Governor may at any time and from time to time appoint any Member to be his alternate and may at any time remove from office such person so appointed by him and appoint another Member in his place provided however that the Board may at any time revoke any appointment made by any Governor pursuant to this Article without giving any reason therefore whereupon the person appointed shall thereupon cease to be an alternate member of the Board for any purpose. An alternate member of the Board shall be subject to the provisions of These Articles with regard to Governors and shall, subject to his giving to the Society an address within Hong Kong at which notice may be served upon him, be entitled to receive notices of all meetings of the Board and to attend and vote as a Governor at any meeting at which the Governor by whom he was appointed is not personally present and generally in the absence of such appointor to perform all the functions of his appointor as a Governor. An alternate member of the Board shall ipso facto cease to be an alternate member of the Board if his appointor removes him or ceases for any reason to be a Governor.
- 52.2 Every instrument appointing an alternate member of the Board of Governors shall, as nearly as circumstances will admit, be in the following form or to the effect following and, if approved by the Board, may be made by facsimile message:-

“THE HONG KONG PHILHARMONIC SOCIETY LIMITED

I, _____, a member of the Board of Governors of the above Company, in pursuance of the power in that behalf contained in the Articles of Association of the Company, do hereby nominate and appoint _____ of _____ to act as alternate Governor in my place at any meeting (or at the meeting to be held on the _____ day of _____, 20____) of the Board of Governors which I am unable to attend, and to exercise and discharge all my duties thereat as a member of the Board of Governors.

As witness my hand this _____ day of _____ 20____ ”

All removals of alternate members of the Board shall be effected by notice in writing sent to or left with the Society signed by the Governor revoking such appointment.

Rotation of Governors

53. For the purposes of, and following the adoption of These Articles, the first members of the Board shall be those persons constituting the General Committee at the date of adoption of These Articles and who shall act as such until the first day of November following the date of the Annual General Meeting next following such adoption (“the Benchmark AGM”) which shall in any event be held before the end of the calendar year of such date of adoption when the existing Board shall retire and shall be replaced by a new Board which shall be constituted by Governors appointed by the Government and Governors elected at the Benchmark AGM.
54. All Governors appointed by the Government shall serve for a two-year term. 50% of the total number of Governors elected at the Benchmark AGM shall be offered a one-year term and the remainder of them shall be offered a two year term. Both such terms shall commence on the first day of November in the year in which they are appointed or elected or such other date as the Board may decide. The determination of who shall be offered a one year term or two year term shall be by agreement to be reached among the said elected Governors. Upon failing to reach an agreement they shall draw lots to determine their respective terms of office. Subject to the foregoing, in the event that the number of Governors elected at the Benchmark AGM cannot be divided into two groups of equal number, the Chairman shall have the right to decide how many members shall be offered a one year term or two year term provided that the difference in the number of the two groups of different term shall not be more than one.
55. Subject to Articles 51 and 52 and except those appointed by the Government, Governors of all Boards shall be elected at the Annual General Meeting or Extraordinary General Meeting convened under Article 22 and their candidacy shall be

nominated in writing by at least two Voting Members of the Society. Election shall be made by a majority vote of the Voting Members present at the Annual General Meeting of the Society.

56. Except for Governors appointed under Article 51 or 52 and by the Benchmark AGM, the term of any Governor elected in General Meeting or appointed by the Government after the Benchmark AGM shall be two years from the first day of November in the year in which he is appointed or elected or such date as the Board may decide before he is so elected or appointed.
57. No Governor may serve in excess of a maximum period of six (6) consecutive years save for those who shall have been first appointed at the Benchmark AGM for a first one year term who shall be eligible to serve for a period of seven (7) consecutive years. Any Governor who has served a period of six (6) or seven (7) consecutive years as the case may be shall retire from the Board automatically upon the expiry of such sixth or seventh year but may be eligible for re-election as Governor after an interval of one (1) years of his retirement.
58. The Society may by special resolution remove any member of the Board other than those appointed by the Government before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a member of the Board on the day on which the member of the Board in whose place he is appointed was last elected a member of the Board.

Proceedings of the Board of Governors

59. The Governors shall hold a meeting at least once every quarter of a year for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Unless otherwise determined in General Meeting, six (6) of the Governors for the time being acting and present throughout the Board meeting shall be a quorum. A Governor having conflict of interests in any matter to be transacted at the meeting shall be counted in the quorum notwithstanding his conflict of interests but he shall not be entitled to vote.
60. The Chairman may at any time, and shall, upon the written request of not less than two (2) Governors or on not less than four days notice by any trustee of the Trust, convene a meeting of the Board.
61. The Chairman shall preside at every Board meeting. In the absence of the Chairman or if at any time the Chairman is not present within 15 minutes of the time appointed for holding the same, the Vice Chairman shall preside and in the absence of both the Chairman and the Vice Chairman, the Governors present shall choose one of their member to be chairman of the meeting.
62. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Society for the time being vested in or exercisable by the Board generally.
63. Questions arising at any meeting of the Board shall be decided by a majority of those Governors present and voting, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote provided he shall abstain from casting such vote in case of conflict of his personal interest which he shall declare at the commencement of the meeting. In case of such conflict, a member of the Board having no conflict of interest shall be appointed as the vice-chairman of the meeting and shall be entitled to a second or casting vote upon such abstention of the chairman of the meeting. All resolutions put to the vote shall be decided on a show of hands and declarations by the chairman of the meeting 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 proceedings of the Society shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour or against that resolution.
64. The continuing Governors may act notwithstanding any vacancy in their body, but if and so long as the number of Governor is reduced below the number fixed by or pursuant to the regulations of the Society as the necessary quorum of Governors, the continuing Governors may act for the purpose of increasing the number of Governors to that number.
65. All acts done by any meeting of the Board or by any person acting as a Governor shall notwithstanding that it afterwards be discovered there was defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Governor.
- 66.1 A resolution in writing circulated to all of and signed by a majority of the Governors for the time being shall be as effective for all purposes as a resolution of the Governors passed at a meeting duly convened, held and constituted. A

cable message, or electronic, telephone, radio or facsimile documentary transmission of, or of confirmation of, such resolution in writing and sent by a Governor shall be deemed to be his signature to such resolution in writing for the purposes of These Articles and Bye-Laws and such resolution in writing may in such circumstances consist of more than one document.

- 66.2 Any Governor or member of a Committee may participate in a meeting of the Board of Governors or such Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and for the purpose of counting a quorum, participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

Committees

67. The Board may delegate in writing any of its powers to the Committees consisting of such members of its body or involving a minority of Members of the Society or of outside third parties as it shall think fit and may from time to time revoke such delegation or revoke the appointment of any such Committee or any member thereof. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.

Powers of the Board of Governors

68. The business of the Society shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statutes or by these Articles and Bye-Laws required to be exercised or done by the Society in General Meetings subject nevertheless to any regulations of these Articles and Bye-Laws, to the provisions of the statutes for the time being in force and affecting the Society and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Society in General Meetings, but no regulation made by the Society in General Meetings shall invalidate any prior act of the Society which would have been valid if such regulation had not been made.
69. Without prejudice to the general powers conferred by Article 68 hereof the Board shall have power:-
- (a) To prescribe, inter alia, the amount of annual subscription and other fees payable by Voting Members and the manner of payment thereof;
 - (b) To lease, purchase or otherwise acquire for the Society any property, rights and privileges at such terms and conditions as they think fit and to pay for the same either in cash, debentures or other securities of the Society;
 - (c) To enter into such contracts and do all such acts and things as they may think expedient for the purposes of the Society;
 - (d) To exercise all the borrowing powers of the Society not required by the Ordinance or these Articles or Bye-Laws to be exercised by the Society in General Meeting;
 - (e) To make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Board may think desirable in carrying on the business of the Society;
 - (f) To appoint and at their discretion remove or suspend all staff duly employed by the Board in the name of the Society for carrying on the business of the Society, 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 Society;
 - (g) To appoint any company, firm or person or body of persons to be the service providers or agents and all such officers and employees of the Society for such purposes as it may consider necessary and shall regulate their duties, fix or negotiate their terms of employment and grant them with such powers, authorities and discretion and for such period and subject to such conditions as they may think fit;
 - (h) To manage income, funds and property of the Society as they see fit and to invest and deal with the moneys of the Society not immediately required, upon such securities and in such manner as may from time to time be determined by the Board at their sole discretion;

- (i) To deliberate upon, resolve, direct, instruct and take all such actions as may be requisite or necessary in the opinion of the Board or as required pursuant to any requisite deed, declaration or instrument for and in respect of the duly diligent responsibilities of the Board in relation to any trust touching or concerning the Society of which the Board shall from time to time and at any time constitute or provide trustees.

Disqualification of Governors

70. The office of a Governor always other than those Governors appointed by the Government shall ipso facto be vacated if he:-
- (a) resigns his office by notice in writing to the Society; or
 - (b) ceases to be a Member of the Society; or
 - (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (d) is a "patient" under the meaning of section 2 of the Mental Health Ordinance (Cap.136 of the Laws of Hong Kong) or an order has been made against him by any court having jurisdiction over unsoundness of mind; or
 - (e) has been convicted of an indictable offence; or
 - (f) shall fail to attend three (3) consecutive Board meetings without any reason acceptable to the Board in its entire discretion; or
 - (g) is removed from office by notice in writing signed by all other Governors; or
 - (h) is directly or indirectly interested in any contract with the Society and fails to disclose the nature of his interest in manner required by Section 162 of the Ordinance; or
 - (i) is removed from office by special resolution pursuant to Article 58 of These Articles.

Governors' Interests

71. A Governor who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Society shall declare the specific nature of his interest in accordance with the provisions of the Ordinance at any Board meeting that he shall attend and at which such contract or proposed contract shall be on the agenda.

Artistic Director

72. The Board may contract, retain or otherwise employ an Artistic Director who shall be responsible to the Board for artistic matters of the Society. In the absence of such an employment, the Board shall be responsible for the artistic matters of the Society, or may delegate the responsibility for such matters to a committee.

Chief Executive

73. The Board may contract, retain or otherwise employ a Chief Executive who shall be responsible to the Board for the management and operation including but without limitation for financial matters of the Society except in so far as artistic matters are concerned.

Secretary

74. The Board may appoint a Secretary of the Society at such remuneration and upon such conditions as it deems fit. He shall have such duties as are described in These Articles and such other duties as the Board may from time to time assign to him.

The Seal

75. The Board may from time to time make regulations as to the custody and use of the seal of the Society by way of resolution. The seal shall be kept at the registered office or at such other place as the Board shall from time to time determine, and all documents requiring the seal to be affixed thereto shall be signed by the Chairman and countersigned by the Vice Chairman or by the Secretary or such other Governor as may from time to time be designated by the Board.
76. The Society may exercise all the powers conferred by Section 35 of the Ordinance and such powers shall be in the hands of the Board.
77. All cheques, promissory notes, drafts or orders or other negotiable instrument issued or required to be signed, endorsed or accepted or otherwise negotiated by the Society shall be signed by such person(s) as the Board may from time to time by a resolution authorise for such purpose.
78. All other contracts and instruments entered into by the Society in the ordinary course of business shall be signed by such person(s) as the Board may from time to time by resolution authorise for such purpose.
79. All moneys received by the Society shall be deposited in such bank or banks as the Board shall from time to time think fit.
80. The funds of the Society shall not be used for any purpose other than those specified in the Memorandum of Association and These Articles.

Minutes

81. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Governors present at each meeting of the Board and of any Committee;
 - (c) of all resolutions and proceedings at all meetings of the Society, and of the Board, and of Committees,
- and the Chairman or Acting Chairman and Secretary present at any such meeting shall sign his name in a book to be kept for that purpose.

Accounts

82. The Board shall cause proper books of accounts to be kept in respect:-
- (a) of the sums of money received and expended by the Society, and the matters in respect of which such receipt and expenditure takes place;
 - (b) of the assets and liabilities of the Society; and
 - (c) of all other matters necessary for showing the true state and condition of the Society.
83. The books of account shall be kept at the Registered Office, or at such other place or places as the Board shall think fit.
84. The Board shall from time to time determine to what extent, and at what times and places and under what conditions or regulations, the accounts and books of the Society, or any of them, shall be open to the inspection by Members not being a Governor, and no Member (not being a Governor) shall have any right of inspecting any account or book or document of the Society, except as conferred by statute or authorised by the Board, or by the Society in General Meeting.
85. The Board shall from time to time in accordance with Sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Society in general meeting a balance sheet and an income and expenditure account and reports as are referred to in those sections.

86. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in Annual General Meetings together with a copy of the Auditor's report shall not less than 21 days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Society.

Audit

87. Auditors shall be appointed and their duties are regulated in accordance with the provisions of the Ordinance.

Notices

88. A notice may be given by the Society to any Member either personally or by sending it by post to him to his registered address, if any, within Hong Kong supplied by him to the Society for the giving of notices to him. Alternatively, the Society may choose to send notices to its Members by way of facsimile transmittal at the number or electronic message at the e-mail address in either case of such Members according to the record of the Society containing such number or e-mail address last submitted by such Member. The Society shall have the entire discretion in choosing the mode of service of notice to any Member. 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 shall be deemed to have been effected at the expiration of 48 hours after the letter containing the same was posted. Where notice is sent by facsimile transmittal, such notice shall be deemed to have been effected upon a sending confirmation report is received by the Society. Where notice is sent by electronic message, such notice shall be deemed to have been effected and given upon the date upon which it is transmitted electronically to the aforesaid e-mail address of the Member.
89. Notice of every General Meeting shall be given in the same manner hereinbefore provided to every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Society any address within Hong Kong or facsimile number or e-mail address for the giving of notices to them. No other persons shall be entitled to receive notices of General Meetings.
90. As regards those Members who have no registered address in Hong Kong and have not supplied to the Society any address within Hong Kong or facsimile number or e-mail address for the giving of notices to them, a notice posted up at the registered office of the Society shall be deemed to be well served on them at the expiration of twenty four hours after it is posted up.
91. Unless otherwise required by the provisions of the Ordinance, all books and documents kept by the Society and all notices given by the Society may be either in the English or Chinese language or both. Should there be any discrepancy, the English version shall prevail.

Indemnity of Officers

92. Subject to any requirements of the Hong Kong laws, every Governor, Auditor, Secretary or other officer of the Society and every member of a committee appointed by the Board shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties to the Society or in relation thereto.

Winding Up

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

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. Solomon Matthew Bard
Mr. Solomon Matthew Bard
4 University Path,
Hong Kong.
Doctor of Medicine

(Sd.) Miss Doris Ng Oi Wan
Miss Doris Ng Oi Wan
Tung On Building,
10th floor, Flat F,
Shau Kei Wan Road,
Hong Kong.
Personal Secretary

(Sd.) Mr. Richard Gamlen
Mr. Richard Gamlen
101 Pokfulam Road,
Hong Kong.
Senior Assistant Engineer

(Sd.) Mrs. Jean Robertson Cassels
Mrs. Jean Robertson Cassels
53 Stubbs Road,
Hong Kong.
Housewife

Dated this 3rd day of August 1973.

Witness to the above signatures:

(Sd.) Peter H. Davies
Peter H. Davies
Solicitor,
Hong Kong.

Names, Addresses and Descriptions of Subscribers

(Sd.) Mr. Dieter von Hanseemann
Mr. Dieter von Hanseemann
 'South West',
 53 Mount Davis Road,
 Hong Kong.
 Company Director

(Sd.) Mr. Klaus Heymann
Mr. Klaus Heymann
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 9th Floor,
 58 Pak Tai Street,
 Hong Kong.
 Company Director

(Sd.) Mr. Lim Kei-tjiang
Mr. Lim Kei-tjiang
 33 Ventris Road,
 Flat 1B,
 Hong Kong.
 Musical Director

Dated this 3rd day of August 1973.

Witness to the above signatures:

(Sd.) Peter H. Davies
Peter H. Davies
 Solicitor,
 Hong Kong.