

ARTICLES OF ASSOCIATION

OF

HONG KONG ISLAMIC YOUTH ASSOCIATION
香港伊斯蘭青年協會

Incorporated the 26th day of May 1999
Amended the 25th day of November 2000
and 24th day of April 2021

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

And not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HONG KONG ISLAMIC YOUTH ASSOCIATION

香港伊斯蘭青年協會

PART A

1. The name of the Company (hereafter called “the Association”) is “HONG KONG ISLAMIC YOUTH ASSOCIATION 香港伊斯蘭青年協會”.
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:
 - (a) To take over and acquire the assets and liabilities and to effectuate and carry into execution the powers, obligations and duties of the present unincorporated body known as Hong Kong Islamic Youth Association.
 - (b) To strengthen the unity of all Muslim youth of different nationalities and to promote cultural exchange.
 - (c) To encourage members to study and practice Islam.
 - (d) To provide recreations in order to promote better development of unity, physique, intelligence and morality.
 - (e) In furtherance of the objects of the Association but not otherwise, to serve the community, in particular the Muslim Community, by catering to the physical, emotional, mental, social and spiritual needs of the individual, family and group.
 - (f) To promote and foster the practice of Islamic Principles.
 - (g) To spread, expound and propagate the Islamic knowledge.
 - (h) To establish homes and hostels for the relief of poor Muslims.
 - (i) To accept subscriptions from members of the Association and donations of books, articles, furniture, building, land, money and other properties from any person, corporation or government for such purposes as are within the objects

of the Association.

- (j) In furtherance of the objects of the Association but not otherwise, to establish and operate non-profit making schools, colleges, hospitals, clinics, nursery, homes for the aged, youth centres, night shelters and other refuges for the poor, centres for the mentally or physically disabled and to provide all kinds of social welfare, health, therapeutic, medical, training, educational, developmental and religious service for the Hong Kong community provided that if the recipient of the funding of the Association is an organization it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Articles 4 and 7 of Part A hereof.
- (k) To acquire by purchase, lease or in exchange or by hire or otherwise any other lands, buildings or tenements anywhere in Hong Kong or elsewhere and such as may be deemed by the Association likely to advance or benefit either directly or indirectly the interests of the Association, or otherwise to further the objects of the Association.
- (l) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, real or personal, of the Association for the furtherance of the objects of the Association.
- (m) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the Association's objects and to distribute among its Members and others, information and statistics on all matters affecting the said objects, and in these activities undertake the duties of advertising and publicity agents.
- (n) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association.

Provided that such association or club shall have restrictions on the distribution of its or their profits and assets no less onerous than those imposed by Article 4 of Part A of these Articles and provided further that no subscription shall be paid to any such other association or club out of funds of the Association, except bona fide in furtherance of the objects of the Association.

- (o) To support and subscribe to any charitable or public body, and any institution, society or club which may be to the benefit of the Association. Provided that such body, institution, society or club shall have restrictions on the distribution of its or their profits and assets no less onerous than those imposed by Article 4 of Part A of these Articles and provided further that no subscription shall be paid to any such other body, institution, society or club out of funds of the Association, except bona fide in furtherance of the objects of the Association.
- (p) Subject to Article 4 of Part A of these Articles of Association, to give pensions,

gratuities, or charitable aid to any employees or past employees who may have served the Association or to the spouse or children 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 Association.

- (q) For the furtherance of the object of the Association, to invest and deal with the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit and in such manner as may from time to time be determined.
- (r) For the furtherance of the objects of the Association, to borrow or raise and give security for money by the issue of or upon bonds, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association.
- (s) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
- (t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Association shall take or hold any property which may subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organization of workers and organizations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance are hereby excluded.
4. (a) The income property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in these Articles of Association.
- (b) Subject to sub-Article (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the General Council or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-Article (e) below) shall be given by the Association to any members of the General Council or governing body.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association

of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the General Council or governing body of the Association in return for any services actually rendered to the Association.

(e) Nothing herein shall prevent the payment, in good faith, by the Association:-

- (i) to any member of the Association or any member of its General Council or governing body of out-of-pocket expenses;
- (ii) of interest on money lent by any member of the Association or its General Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans.
- (iii) of rent to a member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal of the rent or other terms of the lease are under discussion;
- (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its General Council or governing body 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.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-Articles (d) and (e) above.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of HONG KONG DOLLARS ONE HUNDRED ONLY.
7. Distribution of property upon winding up or dissolution of the Association:

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar

to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 of Part A and this Article, such institution or institutions to be determined by a resolution of the members of the Association 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 jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions then to some charitable purposes as directed by the aforesaid Judge.

8. Keeping of accounts:

True accounts shall be kept of the money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Association for the time being in force, shall be opened to the inspection of the members. Once at least in every year the accounts of the Association shall be duly audited.

9. No alteration:

No addition alteration or amendment shall be made to or in these Articles of Association 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.

10. Subsidiary

The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

And not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HONG KONG ISLAMIC YOUTH ASSOCIATION

香港伊斯蘭青年協會

PART B

General

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context:

Word	Meaning
The Ordinance	The Companies Ordinance Chapter 622 including the related subsidiary legislation.
The predecessor Ordinance	The predecessor Ordinance as defined in section 2(1) of the Ordinance.
The Statutes	The Ordinance and every other ordinance for the time being in force affecting the Association.
These presents	These Articles of Association, and the rules, regulations and by-laws of the Association from time to time in force.
The Association	The abovenamed Association.
The General Council	The Council of Management for the time being of the Association. A member of the General Council shall be deemed to be a “director” of the Association for the purpose of the Ordinance.

Member	A member of the Association whether he is a Voting Member or an Ordinary Member.
The Office	The Registered Office of the Association.
The Seal	The Common Seal of the Association.
Month	Calendar Month.
Executive Year	The 12-month period commencing from 1 st January except for the year of incorporation.
Financial Year	The 12-month period commencing from 1 st September except for the year of incorporation.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Chairman	The Chairman of the Association for the time being.
The Vice Chairman	The Vice-Chairman of Association for the time being.
The Secretary	The Secretary of the Association for the time being.
The Treasurer	The Treasurer of the Association for the time being.
Voting Member	A Member of the Association who is eligible to vote at any General Meeting of the Association.
The Annual General Meeting	Annual General Meeting of the Members of the Association and includes the First General Meeting of the Members.
Extraordinary General Meeting	General Meeting of the Members of the Association specially summoned under these Articles.

General Meeting	General Meeting of the Members of the Association whether annual or extraordinary.
Special Resolution	As defined by the Ordinance.

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.

These present shall be construed with reference to the provisions of the Ordinance and terms used in these presents shall be taken as having the same respective meanings as they have when used in the Ordinance.

2. Number of members:

The number of members with which the Association proposes to be registered is 5,000, but the General Council may from time to time register an increase of members.

3. Purposes of Association:

The Association is established for the purpose and objects set out in the Part A of these Articles.

4. Official Languages:

Chinese and English shall be the official languages of the Association enjoying equal status. Either or both languages may be used in official meetings and documents.

Membership and Affiliation

5. Membership:

(a) An application form provided by the Association must be completed and signed by the applicant personally and filed with the Secretary of the Association. The election of members of the Association shall be by the General Council and no person shall become a member of the Association unless and until so elected.

(b) An applicant who receives a majority of three-quarters of the votes of the members of the General Council present and voting shall be deemed to have been elected. When a person has been elected and has paid the yearly subscription he shall be a member of the Association and shall be deemed to have agreed to be bound by these presents of the Association.

6. Members are divided into the following categories:

(a) Ordinary Member

(b) Voting Member

7. Ordinary Member:

(a) All Ordinary Members of the present unincorporated body known as Hong Kong Islamic Youth Association will be transferred automatically to Ordinary Members of the Association.

(b) Only Muslim shall be eligible to become an Ordinary Member of the Association upon satisfying the provisions of Article 5 of Part B hereof.

8. Rights of an Ordinary Member to notice in meeting:

Every Ordinary Member shall be entitled to receive notice of and to attend all General Meetings of the Association. However, he shall have no voting rights in all General Meetings of the Association.

9. Voting Member:

(a) All Voting Members and Sponsoring Members in the present unincorporated body known as Hong Kong Islamic Youth Association will be transferred automatically to Voting Members.

(b) Any Ordinary Member at or above the age of 18 and has joined the Association for a continuous period of not less than 36 months for the purpose of calculating this qualifying period, any period of being an Ordinary Member of the unincorporated predecessor of the Association without a break should be inclusive, may apply to the General Council for admission to be a Voting Member provided such an applicant shall not become a Voting Member until so admitted by the General Council. A refusal by the General Council shall not preclude a further or subsequent application by such an Ordinary Member.

(c) Notwithstanding the provisions in paragraph (b) above, any Ordinary Member at or above the age of 18 regardless of the number of years he has been a member of the Association but with significant contribution to the Association may be elected as a Voting Member of the Association as per Article 35(b) of Part B. The number of voting membership so created shall not exceed three in each executive year.

(d) Any Voting member not being a member of the General Council may be reverted to Ordinary Membership by a resolution of the General Council but such voting Member may appeal to a general meeting for restoration of Voting Membership.

10. Rights of a Voting Member to notice in meeting:

- (a) Every Voting Member shall be entitled to receive notice of and to attend all General Meetings of the Association and to vote and propose resolutions at all General Meetings of the Association.
- (b) To be eligible to elect members of the General Council of the Association.
- (c) To be eligible to be elected as the members of the General Council of the Association unless his age, as at the commencement of the executive year of the Association following the Annual General Meeting concerned, will exceed 55.

11. Privilege:

All members shall be entitled to the following privileges:

- (a) to participate in all activities organised by the Association;
- (b) to enjoy all facilities and services provided by the Association;

12. The rights and privileges of the membership shall be personal to himself and such rights and privileges 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 the provisions of the Articles.

13. Resignation:

A member may at any time resign his membership by notice in writing to the Association and may by such notice specify that his resignation shall take effect as from the termination of his current year of membership or from some earlier date, not being earlier than the date of receipt of resignation by the Secretary. In default of any date being specified therein the notice shall take effect as from the termination of the current year of membership. Provided always that unless his notice of resignation be received by the Secretary on or before the termination of his current year of membership, a member giving notice of resignation shall be liable to pay to the Association his subscription of the ensuing year.

14. Cessation of Membership:

Membership of the Association shall cease in all or any of the following circumstances:

- (a) If a majority of three-quarters of votes of the members of the Association shall resolve pursuant to Article 15 of Part B hereof that the member be expelled, as from the date of such resolution.
- (b) If a member by notice in writing to the Association resigns his membership as from the date specified in the notice or the expiration of his current year of membership whichever is the earlier.

(c) If a member's subscription has not been paid within 6 months from which it was due. However, subject to the sole discretion of the General Council, ex-members may be reinstated to their original category of membership, with seniority retained, after paying all their outstanding subscriptions to the Association.

15. Expulsion:

If any member shall willfully refuse or neglect to comply with any of the provisions of the Articles of Association of the Association or of the Rules or shall be guilty of any conduct contrary to the interests of the Association he shall be liable to expulsion by a resolution of the Members of the Association in General Meeting provided that not less than 40 days notice in writing shall be given by the Secretary to any such member of the intended resolution and of the nature of allegations made against him and the member shall be entitled at his option to give an explanation in writing or to attend the meeting of the Members of the Association in General Meeting at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit. But the Members of the Association in General Meeting shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any member shall be final and conclusive.

16. No person ceasing to be a Member of the Association shall have any claim for a refund of any donation and or subscription paid by him to the Association.

17. Patrons and Honorary Advisors

The General Council may, upon authorization of General Meetings, invite any person whether he is a Member or Non-Member to become Patron or Honorary Advisor of the Association from year to year. The Patron or Honorary Advisor shall not be required to make payment of any subscription unless he is also a Member of the Association. Any person who has accepted the office of a Patron or Honorary Advisor may relinquish it at any time, upon written notice being given to the General Council.

Subscriptions

18. Amount of subscriptions:

The amount of annual subscriptions payable by Members of the Association shall be set in General Meeting by Members of the Association from time to time.

General Meetings

19. Annual General Meeting:

(a) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.

- (b) All General Meetings other than Annual General Meeting shall be called Extraordinary General Meeting.

20. Extraordinary General Meeting:

- (a) The General Council may, if it thinks fit, call a general meeting.
- (b) The General Council must call an Extraordinary General Meeting on a written requisition by at least 5 Voting Members. Only Voting Members are entitled to make requisition for a general meeting under section 566 of the Ordinance.
- (c) If the General Council is required to call an Extraordinary General Meeting under preceding sub-article or under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (d) If the General Council does not call an Extraordinary General Meeting in accordance with section 567 of the Ordinance, the Voting 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.

21. Notice of General Meetings:

An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association:

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

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

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 of all the members entitled to attend and vote at that meeting.

22. Omission to give notice:

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

23. Business to be transacted:

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the General Council and Auditors, and the election or re-election of General Council member.

Proceedings at General Meetings

24. Quorum:

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided 7 voting members personally present shall be a quorum.

25. Procedure if no quorum

If within half an hour from the time appointed for the holding of a 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, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

26. Chairman to preside:

The Chairman or failing him the Vice-Chairman of the General Council shall preside as Chairman at every General Meeting, but if at any meeting neither the Chairman nor the Vice-Chairman of the General Council be present within 15 minutes after the time appointed for the meeting, the Voting Members present shall choose one of their number to be the Chairman of such meeting.

27. Adjournment:

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 14 days or more, 7 days' notice at the least specifying the place, day and hour of the adjourned meeting shall be given but it shall not be necessary to specify in such notices the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned

meeting.

28. Method of passing resolution

At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):-

- (a) by the chairman; or
- (b) by at least 2 Voting Members present in person or by proxy
- (c) any Voting Member or Members present in person or by proxy representing at least 5% of the total voting rights of all the Voting Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

29. Casting vote of Chairman:

If a ballot is duly demanded it shall be taken in such manner as the chairman directs, and the result of the ballot shall be deemed to be the resolution of the meeting which the ballot was demanded.

In the case of an equality of votes, whether on a show of hands or on a ballot, the chairman of the meeting, at which the show of hands takes place or at which the ballot is demanded, shall be entitled to a second or casting vote.

A ballot demanded on the election of a chairman or a question of adjournment, shall be taken forthwith. A ballot demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Votes of Members

- 30. (a) Every Voting Member shall have 1 vote.
- (b) Votes may be given either personally or by proxy. The instrument appoint a proxy shall be in writing under the hand of the Voting Member. A proxy must be a Voting Member. The instrument appointing a proxy must be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

General Council

31. Number and Election:

The management and control of the Association shall be vested in the General Council consisting of a minimum of 5 but not more than 7 Voting Members. Any Voting Member of the Association shall be eligible for election or re-election as a member of the General Council, provided that his age, as at the commencement of the executive year of the Association following which the Annual General Meeting concerned, will not exceed 55. The members of the General Council shall elect among themselves:

The Chairman
The Vice-Chairman
The Treasurer
The Secretary

32. Chairman to preside:

The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the General Council, or if neither of them is present within 15 minutes after the time appointed for the meeting, the Council Members present may elect one of their numbers as Chairman.

33. Duties of members of the General Council:

(a) The Chairman:

- (i) The Chief Executive of the General Council.
- (ii) To take the Chair at every General Meeting.
- (iii) To represent the Association.
- (iv) To be one of the three authorized persons responsible for the signing of cheques.
- (v) To prepare the Year Plan of the Association

(b) The Vice-Chairman:

- (i) To deputise the Chairman in his duties.
- (ii) To preside at all meetings in the absence of the Chairman.
- (iii) To regulate the co-ordination of the General Council Members.
- (iv) To be one of the three authorized persons responsible for the signing of cheques.

(c) The Treasurer:

- (i) To prepare the budget.
- (ii) To cause true accounts to be kept of all moneys received and expended and of the assets and liabilities of the Association including trust funds held.
- (iii) To be one of the three authorized persons responsible for the signing of cheques.

(d) The Secretary:

- (i) To compile the agenda and take minutes of meetings.
- (ii) To be responsible for all correspondence of the Association and keep the seal and documents under safe custody.
- (iii) to keep and maintain Register of Members and mailing list of the Association.

34. Vacancies:

- (a) If the office of the Chairman shall be vacated, the Vice-Chairman shall ipso facto become chairman, and the General Council shall thereupon elect from among its members another member to be Vice-Chairman.
- (b) If there is any vacancy other than the chairman, the General Council shall elect a Member to fill the vacancy by a majority of three-quarters of the votes of the members of the General Council present and voting. If the elected Member is an Ordinary Member, he shall automatically become a Voting Member. Any member so co-opted shall retain his office as long as the vacating officer or member would have retained the same if no vacancy has occurred.

35. Method of Nominations and Election:

- (a) Nominations for the members of the General Council shall be opened three weeks before the Annual General Meeting and shall be closed on the day one-week before the election day. (if there are not enough candidates, the General Council shall postpone the closing date of nominations).
- (b) Nominations for election shall only be made on forms provided for the purpose. Each form shall contain the name of the candidates together with signatures of the proposer for each candidate and the signatures of the candidates signifying his consent.
- (c) To become elected member of the General Council, each candidate must have at least 50% of the Voting Members present voted in favour of him at the Annual General Meeting. If filling of the last vacancies cannot be decided as a result of there being candidates receiving the same number of votes, a second round of election for such vacancies shall be held accordingly. Immediately after the election of the members of the General Council, the Officers being the Chairman, Vice-Chairman, Treasurer and Secretary shall be elected out of the existing members of the General Council. The term of office of members of the General Council and the Officers are 3 years.

Power of the General Council

36. The business of the Association shall be managed by the General Council who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association and may exercise all such power of the Association and do on behalf of the Association all such as may be exercised and done by the Association and as are not by Statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to the

provisions of the Ordinances for the time being in force and affecting the Association, to any regulation of these presents, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in general meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.

37. Application of funds and donations:

Funds and donations when received for a specific purpose shall not be utilised for any other purpose without the prior approval of the donors if such approval could be readily obtained, otherwise they may be used at the discretion of the General Council in furtherance of the objects of the Association.

Capital Expenditures

38. The General Council is vested with the power to incur capital expenditure of an amount not exceeding HK\$1,000,000.00 for any financial year but no capital expenditure shall be incurred in excess of the said amount of HK\$1,000,000.00 without obtaining the prior approval of the majority of the Voting Members of the Association in a General Meeting,

Numbers of General Council Members falling below minimum

39. The members for the time being of the General Council may act notwithstanding any vacancy in their body; provided always that in case the members of the General Council shall at any time be reduced in number to less than the number prescribed by or in accordance with these presents as the necessary quorum, it shall be lawful for them to act as the General Council for the purpose of increasing the number of the members of the General Council to that number or summoning a General Meeting.

Rules

40. The General Council may make Rules for regulating the affairs of the Association which shall be binding on all members and may from time to time revoke alter or replace any such Rules. In particular and without prejudice to the generality of the foregoing words the General Council may make such Rules in regard to all or any of the following matters:-

- (a) As to the rights and privileges (so far as not provided for by these presents) which shall be accorded to members of the Association, and as to the particulars to be supplied by candidates for membership.
- (b) As to the use of facilities and premises and all matters of the Association.
- (c) As to the charges to be made for the use of facilities and premises of the Association.
- (d) As to the conduct of members in relation to one another and to the Association's employees.

- (e) As to the organization, management and conduct of social and religious events, arranged by the Association.
- (f) Without prejudice to the generality of Article 17 of Part B hereof as to the election of persons as Patrons and Honorary Advisors and as to the privileges and advantages to be accorded to any persons so elected at General Meetings.
- (g) As to the arrangement for reciprocal concessions or other matters with other associations.
- (h) As to any other matter as to the operation of the Association not already provided for by the Articles of Association for the time being in force,

PROVIDED always:-

- (i) that no Rules shall be inconsistent with or shall affect or repeal anything contained in the Articles of the Association.
- (ii) that any Rule may be cancelled, modified or amended by Special Resolution of the Association.

Staff

41. Subject to Article 4 of Part A of the Articles, the General Council shall be entitled to employ staff of the Association on such terms and remuneration as the General Council shall think fit.

Use of Seal

42. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the General Council and in the presence of the Chairman or the Vice-Chairman and of the Secretary and a member of the General Council; and the Chairman or Vice-Chairman and the Secretary and the member of the General Council as aforesaid shall sign every instrument to the Seal shall so be affixed, and in favour of any purchaser or person bona fide dealing with the Association such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

Disqualification of members of the General Council

43. Vacation of office by member of the General Council:

Any member of the General Council shall be deemed to have vacated his office or membership of the General Council:-

- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) If he becomes of unsound mind;
- (c) If he ceases to be a member of the Association;
- (d) If by notice in writing to the Association he resigns his office;

- (e) If he fails to attend 2 consecutive General Council meetings or 3 in all during his term of office unless there are extenuating circumstances and subject to the approval of the General Council;
- (f) If he ceases to hold office by reason of an order made under the Ordinance or Companies (Winding Up and Miscellaneous Provisions) Ordinance.

44. Removal of member of the General Council:

In addition and without prejudice to preceding Article, the Association may by Ordinary Resolution remove any member of the General Council before the expiration of his period of office and may by Ordinary Resolution appoint another Voting Member, or authorize the General Council to elect any member by virtue of Article 34 of Part B, in his stead. Any person so appointed shall be eligible for election at the next Annual General Meeting upon satisfying Articles 10(c) and 31 of Part B.

Proceedings of the General Council

45. Quorum:

The General Council shall meet together at such place and time for the dispatch of business, adjourn, and otherwise regulate its meetings, as they think fit. The Secretary shall notify all members of the General Council together with the agenda at least 72 hours before the meeting. 3 members of the General Council shall form a quorum.

46. Voting and Casting Vote:

- (a) Questions arising at any meeting of the General Council shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a casting vote.
- (b) A member of the General Council shall not vote in respect of any transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted. For the purposes of determining whether a quorum exists at the time of a vote in respect of any transaction, arrangement or contract or proposed transaction, arrangement or contract in which a Member is interested, the Member so interested shall not be counted. The member of the General Council must declare the nature and extent of his interest to the other members of the General Council in accordance with section 536 of the Ordinance.

47. The Chairman or in his absence, the Vice-Chairman of the General Council may summon a meeting of the General Council at any time by notice served upon all the members of the General Council.

48. A meeting of the General Council at which a quorum is present shall be competent to exercise all the authorities powers and discretion for the time being vested in the General Council generally.

49. Delegation of powers:

The General Council may delegate any of its powers to committees consisting of such members of the General Council and other persons as it may think fit. Any committee so formed shall, in the execution of the powers so delegated, conform to any regulation imposed on it by the General Council. The meetings and proceedings of such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the General Council so far as is by any regulation made by the General Council as aforesaid. The General Council may from time to time revoke all or any of the powers delegated to any committee and discharge any committee in whole or in part.

50. Chairman of the Association has right to attend and vote at committee meetings:

The Chairman of the Association shall be an ex-officio member of all committees of the Association and shall be entitled to receive notice of every meeting of such committees and shall have the right to attend in person and vote at all such meetings.

51. Acts valid notwithstanding irregularity of appointment:

All acts bona fide done by any meeting of the General Council or of any committee or by any person acting on such committee shall, notwithstanding it be afterwards, discovered that there was some defect in appointment or continuance in office of any such member of the General Council or person acting as aforesaid, so that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member the General Council as the case may be.

52. Minutes to be kept:

The General Council shall cause proper minutes to be made of all appointments made by the General Council and of the proceedings of meetings of the Association and of the General Council and of committees and all business transacted at such meetings and any such minutes of any meeting, purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

53. Resolutions in writing:

A resolution in writing signed by all the members of the General Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the General Council duly convened and constituted.

Accounts

54. Books of Account:

- (a) The General Council shall cause proper books of account to be kept with respect to:-
- (i) all sums of money received and expended by the Association and the matters in respect of which receipts and expenditure take place;
 - (ii) all sales and purchases of goods, lands and other things whatsoever by the Association; and
 - (iii) the assets and liabilities of the Association.
- (b) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
- (c) The Treasurer shall receive all subscriptions and all other moneys coming to the Association, his receipt shall be sufficient discharge, and he shall pay into a Bank, to be named by the General Council all money received by him.
- (d) Three persons (The Chairman, The Vice-Chairman and The Treasurer) are authorized to sign all cheques. Any two of the three authorised signatures will be sufficient in authorizing cheques.
- (e) The General Council shall publicise the Budget of that year within 3 months after its inauguration. If the General Council member or committee increases expenditure not covered by the approved estimate as stated in the Budget, the General Council member or the committee concerned shall pay full responsibility for the debt unless his explanation is approved by the General Council.
- (f) Any fund-raising campaigns or activities shall be moved at the General Council Meeting and be carried with approval of majority of votes.
- (g) The General Council must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to to all of its recommended practices.
- (h) The General Council must keep accounting records as required by the Ordinance.
- (i) The General Council must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.

55. Place where account books are to be kept:

The books of account shall be kept at the office of the Association or at such other place or places as the General Council shall think fit and shall always be open to the inspection of members of the General Council.

56. Accounts to be laid before Members in General Meeting:

At the Annual General Meeting in every year the General Council shall lay before the Association a proper Income and Expenditure Account for the immediate past financial year, together with a proper Balance Sheet for the same period. Every such Balance Sheet shall be accompanied by proper reports of the General Council and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any Statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting.

57. Indemnity:

Subject to the Ordinance, every member of the Association or staff of the Association or agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in the proper and reasonable discharge of his duties in relation to the Association in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the court.

Provided always that none of such assets of the Association shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Audit

58. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Notices

59. A notice may be given by the Association to any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address appearing in the Register of Members.

60. Any notice served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

We, the undersigned, wish to form a company and wish to adopt these Articles of Association.

Names, Addresses and Descriptions of Founder Members

MOOSA Jeffrey Alexander (Sd.) MOOSA Jeffrey Alexander
8th Floor, O. R. Sadick Islamic Centre,
40 Oi Kwan Road, Wanchai, Hong Kong.
Civil Servant

DIN Jawed (Sd.) DIN Jawed
8th Floor, O. R. Sadick Islamic Centre,
40 Oi Kwan Road, Wanchai, Hong Kong.
Engineer

LAU Kwok Ming Swadiq 劉國明 (Sd.) LAU KWOK Ming Swadiq
8th Floor, O. R. Sadick Islamic Centre,
40 Oi Kwan Road, Wanchai, Hong Kong.
Electrician

CHIU Mei Fong Hawra Khadeejah 趙美芳 (Sd.) CHIU Mei Fong Hawra
8th Floor, O. R. Sadick Islamic Centre, Khadeejah
40 Oi Kwan Road, Wanchai, Hong Kong.
Purchasing Clerk

HAQUE Aminul (Sd.) HAQUE Aminul
8th Floor, O. R. Sadick Islamic Centre,
40 Oi Kwan Road, Wanchai, Hong Kong.
Draftsman

Dated the 8th day of April 1999

WITNESS to the above signatures:

(Sd.) SAT Sing Hin Saadullah
SAT Sing Hing Saadullah
Engineer
8th Floor, O. R. Sadick Islamic Centre,
40 Oi Kwan Road, Wanchai, Hong Kong.