



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE AUSTRALIAN ASSOCIATION OF
HONG KONG LIMITED**

Incorporated the 17th day of January, 1975.

DEACONS
Solicitors
HONG KONG

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No. 41488

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY

that

**THE AUSTRALIAN ASSOCIATION OF
HONG KONG LIMITED**

is this day incorporated in Hong Kong under the Companies Ordinance, and that this Company is limited.

Given under my hand this Seventeenth day of January, One Thousand Nine Hundred and Seventy-five.

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

THE COMPANIES ORDINANCE (CHAPTER 32)

*LIMITED COMPANY BY GUARANTEE
NOT HAVING SHARE CAPITAL*

**MEMORANDUM OF ASSOCIATION
OF
THE AUSTRALIAN ASSOCIATION OF
HONG KONG LIMITED**

1. The name of the Association shall be “THE AUSTRALIAN ASSOCIATION OF HONG KONG LIMITED”.

2. The registered office of the Association will be situate in the Hong Kong Special Administrative Region of The People’s Republic of China (HK SAR).

Clause 2
amended by
Special
Resolution
passed on
June 8, 2004

3. The objects for which the Association is established are:-

- (a) To take over the property effects benefits and liabilities of the present unincorporated association known as the Australian Association of Hong Kong.
- (b) To promote and encourage fellowship among Australians in Hong Kong and to unite them in such work for the welfare of Australia as may seem desirable and expedient.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire any land and hereditaments of any tenure and messuages and tenements and any estate or interest in any land or hereditaments, messuages or tenements and any rights, easements or privileges to any land or hereditaments, messuages or tenements belonging or appertaining or therewith at any time used or enjoyed for such consideration whether wholly or partly of a pecuniary nature as the Association shall think fit.

- (d) To lay out and prepare for building purposes any land belonging to the Association or in which it is interested and to improve and develop any such land by reclaiming, draining, planting clearing and otherwise dealing with the same and to construct or procure the construction thereof or on some part thereof of all kinds of buildings, and in particular of school campus, laboratories, dwelling houses, club houses, shops, workshops and to alter, pull down, rebuild, repair, maintain, decorate and furnish any buildings or erections situate on any such land.
- (e) To manage, demise and let, or agree to demise and let, to accept surrenders of, to mortgage, sell and absolutely dispose of, to surrender to the Crown, to grant rights of way over, or otherwise howsoever to deal with all or any or either or any part or parts of the Association land and hereditaments, messuages and tenements, or any estate or interest therein respectively .
- (f) To borrow or raise or secure the payment of any moneys required for the purposes of the Association in such manner and on such terms as the Association shall think fit.
- (g) To enter into, take over, negotiate or otherwise acquire, any agreements, contracts for construction, equipping, buying, selling or otherwise whatever which the Association may think necessary desirable or convenient for the purpose of the Association and at any time and from time to time to vary, modify, alter, or cancel any such contract or agreement.
- (h) To co operate with any other association, corporation or person carrying on any business in the Hong Kong SAR or elsewhere, which the Association is authorized to carry on, or possessed of any property or rights suitable for the purposes of the Association.
- (i) To engage in joint ventures in the Hong Kong SAR or elsewhere with any other association, person, corporation, company or firm.
- (j) To promote, form, and establish any company or corporation whose objects shall include acquisition of all or any of the property, rights and liabilities of the Association, or the carrying on of any such business as aforesaid.

Clause 3(h)
amended by
Special
Resolution
passed on
June 8, 2004

Clause 3(i)
amended by
Special
Resolution
passed on
June 8, 2004

- (k) To lend money upon such terms as the Association may think fit, to persons, companies, or corporations upon such security as shall be thought fit, or without security.
- (l) To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations or securities, or to advance and lend money and assets of all kinds upon such terms as may be arranged and either with or without security.
- (m) To invest and deal with the monies of the Association not immediately required to be expended in such manner as from time to time shall seem expedient.
- (n) To promote and hold either alone or jointly with any other association, club or persons, dinners, balls, concerts and other entertainments and to offer, give or contribute towards prizes, medals and awards provided that such activities are for the benefit of the members of the Association.
- (o) To promote and support raffles, draws and all other means of raising money and to donate give or contribute the proceeds of such raffles, draws and other means in such manner as may from time to time be determined.
- (p) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other association or club 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 no subscription be paid to any such other association or club out of the Association except bone fide in furtherance of the objects of the Association.
- (q) To do any or all such lawful things as may be incidental or conducive to the attainment of the above objects.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the

Association provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any service actually rendered to the Association.

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 the same being wound up during the time that he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracts before the time at which he or she ceases to be a member, and of the costs, charges and expenses of winding up the Association, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding HK\$10.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but if and so far as effect can be given to the next provision shall be given or transferred to some other institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under and by virtue of Clause 4 hereof such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision then to some charitable object or objects.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt 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 that may be imposed in accordance with the regulations of the Association for the time being, shall be opened to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified 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	
DAVID BRIAN ELLIS Gilman & Co., Limited Connaught Centre Hong Kong	Assistant Manager
WILLIAM ROBERT ALEXANDER WYLLIE 20 Shek-O Hong Kong	Managing Director
WENDY EVELYN McTAVISH Flat IA 39 Shouson Hill Road Hong Kong	Teacher
WALTER ROLAND PICKERING 6-8 Chatham Court Ground Floor Kowloon, Hong Kong	Manager
PATRICIA FRANCES BOX B2 'Taoloo Villas' 329 Clearwater Bay Road Kowloon	Housewife
VALERIE WLMOT JULIA STEPHENSON C1 'Taoloo Villas' 329 Clearwater Bay Road Kowloon	Housewife
VAUGHAN LEWIS MORRIS C2 Deepdene 55 Island Road Hong Kong	Director

Dated the 20th day of December, 1974.

WITNESS to all the above signatures:

Peter H. Davies
Solicitor
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

*LIMITED COMPANY BY GUARANTEE
NOT HAVING SHARE CAPITAL*

**ARTICLES OF ASSOCIATION
OF
THE AUSTRALIAN ASSOCIATION OF
HONG KONG LIMITED**

1. In these Articles unless there be something in the subject or context inconsistent therewith:-

“The Ordinance” means the Companies Ordinance.

“The Association” means “THE AUSTRALIAN ASSOCIATION OF HONG KONG LIMITED”.

“Special Resolution” and “Extraordinary Resolution” have the meaning assigned thereto respectively by the Ordinance.

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

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

“The Register” means The Register of Members of the Association.

“In Writing” and “Written” means written or printed, or partly written or partly printed, and include printing, lithography and other modes of representing or reproducing words in a visible form. Words importing the masculine gender only include feminine gender. Words importing the singular number only include the plural number and vice versa.

Words importing persons include corporations, clubs, societies, companies and associations.

“The Seal” means the seal of the Association.

Any reference to a “year” shall mean a calendar year, unless otherwise specified.

Clause 1
amended by
Special
Resolution
passed on
June 8, 2004

“Hong Kong” shall mean the Hong Kong Special Administration Region of the People’s Republic of China.

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

3. The Association is established for the purpose expressed in the Memorandum.

Clause 3
amended by
Special
Resolution
passed on
June 8, 2004

4. For the purpose of registration the Association is declared to consist of 2000 members. The Committee may when it thinks fit register an increase of members.

MEMBERSHIP

5. Membership of the Association shall be open to persons who have attained the age of 18 years and are approved by the Committee.

6. Membership of the Association shall consist of:-

- (a) Active Members
- (b) Associate Members
- (c) Honorary Members
- (d) Absent Members

(i) Active Members shall be residents of Hong Kong and citizens of the Commonwealth of Australia.

(ii) Associate Members shall be residents of Hong Kong and persons who are not citizens of the Commonwealth of Australia.

Clause 6(d)(iii)
amended by
Special
Resolution
passed on
June 8, 2004

(iii) Honorary Members shall be those persons nominated by the Committee by the Association.

Clause 6(d)(iv)
amended by
Special
Resolution
passed on
May 17, 1990

(iv) Honorary Members shall be:

(a) a member of the Association and;

(b) have rendered outstanding service to the Association over a period of several years with great personal effort and without concern to publicity for themselves or their companies or organization.

Clause 6(d)(iv)
amended by
Special
Resolution
passed on
June 6, 1994

Such Honorary Membership shall be for such period or periods as shall be decided by the General Committee.

Clause 6(d)(iv)
amended by
Special
Resolution
passed on
June 8, 2004

The Honorary Members Nominating will comprise of Life Honorary Members resident in Hong Kong, the Australian Consul General in Hong Kong, and the President and Vice-President of the Association. The Nominating Committee will elect a Chairman from time to time.

(iv) Life Honorary Membership of the Association shall be considered for long standing members who shall be nominated by any member of the Association for consideration by the Honorary Members Nominating Panel, and shall satisfy at least one of the following conditions:

(a) a member who is a foundation member of the Association and has maintained continuous membership since foundation. The member to be nominated shall be required to produce satisfactory evidence of being a foundation member.

Clause 6(d)(iv)
(a) amended by
Special
Resolution
passed on
June 8, 2004

Clause 6(d)(iv)
(b) amended by
Special
Resolution
passed on
June 8, 2004

(b) the member who has maintained continuous membership for the previous ten years and has, in the opinion of the Nominating Committee, rendered outstanding service to the Association with great personal effort and without concern to publicity for themselves or their companies or organizations.

- (c) in exceptional cases, members of less than 10 years standing who, in the opinion of the Nominating Committee, have rendered outstanding services to the Association with great personal effort and without concern to publicity for themselves or their companies or organizations.

Life Honorary Members shall be those persons elected, on the recommendation of the Honorary Members Nominating Panel, by the General Committee in meeting and by the members of the Association in General Meeting. No member shall be accepted for Life Honorary membership without the consent of a majority of the members present at the Life Honorary Members Panel at which the nomination is considered.

There shall not be more than fifteen (15) Life Honorary Members resident in Hong Kong at any one time. This will not apply if the maximum is exceeded due to a Life Honorary Member returning to Hong Kong to reside having previously been a Life Honorary Member not resident in Hong Kong. Life Honorary Members will hold their status, once appointed, for the rest of their natural life, and shall not be liable for any dues. No more than two life members may be appointed in any one calendar year.

Clause 6(d)(iv)
amended by
Special
Resolution
passed on
June 19, 1992

- (v) Absent Members shall be former Active or Associate Members who have ceased to reside in the Colony of Hong Kong but wish to retain contact with the Association.

7. Admission to the Association shall be in the hands of the Committee. Applicants for membership must be proposed by a member and application must be made in writing, signed by the candidate and the proposer.

Clause 7
amended by
Special
Resolution
passed on
June 8, 2004

8. An application for membership as an Active or Associate member shall be in a form from time to time prescribed by the Association and there shall be included in such application an undertaking by the applicant to abide, if admitted to membership, by the Memorandum and Article of Association of the Association made hereunder.

9. On approval of an application for membership the Association shall notify the applicant or applicants in writing of such approval.

Clause 10
amended by
Special
Resolution
passed on
June 19, 1992

10. If an application for membership shall be refused the Association shall cause written notice of such refusal to be forwarded to the applicant by registered post addressed to the address of such applicant shown on his application. The Association shall not be called upon to give a reason for such refusal.

Clause 10
amended by
Special
Resolution
passed on
March 31, 1981

11. The rights and privileges of membership shall not be transferable to any other person.

Clause 11
amended by
Special
Resolution
passed on
June 8, 2004

12. A member wishing to retire from the Association shall notify the Association in writing but shall remain liable for any outstanding dues or money as at the date of notification.

Clause 12
amended by
Special
Resolution
passed on
June 8, 2004

13. The subscription fees for membership shall be determined by the Committee from time to time.

15. A year shall extend from 1st January to 31st December.

16. If any member of the Association shall in the opinion of the Committee refuse or neglect to comply with the standards of conduct established pursuant to the Rules of the Association or shall be guilty of any conduct which may be liable to injure discredit or defect the objects of the Association the Committee may discipline or punish such member in any of the following ways:

Clause 13
amended by
Special
Resolution
passed on
June 8, 2004

- (a) Caution or reprimand such member or members.
- (b) Suspend such member or members from the privileges of membership for any period not exceeding six months.

Clause 14
deleted by
Special
Resolution
passed on
June 8, 2004

- (c) Expel such member of members from membership of the Association.

Clause 16
amended by
Special
Resolution
passed on
June 8, 2004

16A. Before the Committee determines to discipline or punish a member under Article 16, it shall give the member 14 days's notice of its intention to so act. The Committee shall also afford the member an opportunity to be heard in relation to the case for such discipline or punishment before it makes a determination on the matter.

Clause 16A —
new clause
included by
Special
Resolution
passed on
June 8, 2004

VISITORS

- 17.(a) Citizens of the Commonwealth of Australia temporarily visiting Hong Kong may upon being proposed and seconded by an Active or Associate Member be admitted to the Association and such privileges of membership as the Committee may decide for a period not exceeding six months in any twelve consecutive months from the date of admission. Visitors shall pay such fee as is determined by the Committee from time to time upon admission to the Association.
- (b) The Committee may in their discretion at any time withdraw the privileges accorded to a visitor.

Clause 17(a)
amended by
Special
Resolution
passed on
June 8, 2004

MANAGEMENT

18. The management of the Association shall be vested in the Committee comprising a President, Vice President, Secretary, Treasurer and a number of members not exceeding 15 (of which no more than 5 shall be Associate Members) to be elected at the Annual General Meeting of the Association together with the immediate Past President who shall be ex-officio a member of the Committee. Any member other than Absent Members and Temporary Members under Article 17 may be elected to the Committee.

Clause 18
amended by
Special
Resolution
passed on
June 8, 2004

19. The Committee shall have power to form Sub-Committees comprised of any member of the Association and to delegate to such Sub-Committees such powers as the Committee may deem expedient but the members of any Sub-Committee unless already members of the Committee shall not be deemed to be members of the Committee.

Clause 19
amended by
Special
Resolution
passed on
June 8, 2004

20. The Committee shall have power to appoint an Auditor or Auditors whose remuneration shall be fixed by the Committee.

21. No member of the Committee shall receive any remuneration for his services.

Clause 22
amended by
Special
Resolution
passed on
March 31, 1981

22. At the first and every subsequent Annual General Meeting of the Association the members of the Committee shall retire from office. The retiring members of the Committee shall be eligible for re-election at the same or any other General Meeting of the Association.

Clause 22
amended by
Special
Resolution
passed on
June 19, 1992

23. The Committee shall have power to appoint a member to fill any casual vacancy on the Committee until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Committee at such meeting.

Clause 22
amended by
Special
Resolution
passed on
June 25, 1976

24. The President shall when present take the chair at all meetings of the Committee; in his absence, the Vice President shall when present take the chair; in the absence of both the President and Vice President, the Committee may appoint one of their own members to act as Chairman at the meeting then being held.

25. The Committee shall assume office as soon as the Annual General Meeting has been held and shall remain in office until the conclusion of the next Annual General Meeting.

Clause 26
amended by
Special
Resolution
passed on
June 8, 2004

26. The Committee may meet and regulate its business as it thinks fit and determine its own quorum which shall, unless otherwise determined by the Committee, be not less than five. The President or Chairman appointed to act for him shall have both a deliberate and a casting vote as a meeting of the Committee.

27. The Committee shall have power to act in the name of the Association and to order that the seal be affixed to any document and generally to execute all the powers and functions of the Association unless these are specifically conferred in these Articles or the Ordinance exclusively upon a meeting of the Association.

28. The seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Committee. Every instrument to which the seal is affixed shall be signed by the President and the Secretary or Treasurer or by any person appointed by the Committee.

29. The Committee shall have the power to expel from membership any member resident in the Colony of Hong Kong whose subscription is more than six months, or such other time period as may be agreed by the Committee, in arrears, but such member may, at any time, at the option of the Committee be reinstated on payment of arrears.

Clause 29
amended by
Special
Resolution
passed on
June 8, 2004

BY-LAWS

30. The Committee shall have power to make by-laws for the following purposes:-

- (a) Regulating the procedure at Committee and Sub-Committee meetings.
- (b) Generally for the carrying on of the business of the Association.

MEETINGS

31. The Annual General Meeting of the Association shall be held at such time and place as the Committee may determine not later than 30th June each year or as soon thereafter as possible for the following purposes:-

- (a) To receive from the Committee a report, balance sheet and statement of accounts for the preceding financial year.
- (b) To elect a President.
 - (i) To elect a Vice President
- (c) To elect members of the Committee in the place of the retiring members thereof or to re-elect such retiring members of the Committee or any of them.
- (d) To elect a Secretary.
- (e) To elect a Treasurer.
- (f) To decide on any resolution which may be duly submitted to the meeting as hereinafter provided.

Clause 31(b)(i)
included by
Special
Resolution
passed on
June 8, 2004

Clause 31(g)
amended by
Special
Resolution
passed on
June 8, 2004

(g) Any member desirous of moving any resolution (other than a special resolution) at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than seven days before the date of such meeting.

Clause 31(h)
amended by
Special
Resolution
passed on
March 31, 1981

(h) Any matter relating to the constitution and management may also be discussed at such meeting.

Clause 32(b)
amended by
Special
Resolution
passed on
June 8, 2004

32.(a) The Committee may at any time convene an Extraordinary General Meeting.

(b) Not less than 1/10th of the number of members may at any time convene an Extraordinary General Meeting by giving notice to the Committee signed by each of such members.

33. Not less than fourteen days' clear notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day of the meeting) shall be given to each member of an Annual General Meeting or an Extraordinary General Meeting. Absent Member shall be entitled to receive such notice.

Clause 33A
included by
Special
Resolution
passed on
June 8, 2004

33A. If the Committee receives notice of an Extraordinary General Meeting in accordance with Sub-article 32(b), it shall within 14 days issue a notice of an Extraordinary General Meeting under Article 33.

34. A special resolution passed by a three-quarters majority of those present and entitled to vote at a General Meeting shall be necessary for any of the following purposes:-

- (a) To alter the Articles.
- (b) To alter the Memorandum.
- (c) To change the name of the Association.

35. Not less than twenty-one days' clear notice (exclusive of the days on which the notice is- served or deemed to be served and exclusive of the day of the meeting) shall be given to each member of the intention to propose a special resolution at any general meeting. Absent members shall not be entitled to receipt of such notice.

36. Discussion at an Extraordinary General Meeting shall be confined to the business for which the meeting has been convened.

37. Inadvertent omission to give notice of a General Meeting to or the non-receipt of a notice of a General Meeting by any member shall not invalidate the proceedings at any General Meeting.

38. The quorum for any general meeting shall be ten Active Members.

39. If within half an hour from the time appointed for any 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. If at such adjourned meeting a quorum is not present, the business may be transacted with such number of members as may be present.

40. Only Active Members shall be entitled to vote at General Meetings of the Association.

ACCOUNTS

41. The Committee shall cause proper books of accounts to be kept with respect to:-

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Association and
- (c) The assets and liabilities of the Association.

42. The accounts shall be closed on the last day of December in each year and a statement of accounts duly audited shall be laid before the next Annual General Meeting thereafter.

NOTICE

Clause 43
amended by
Special
Resolution
passed on
June 8, 2004

43. A Notice may be served upon a member personally or by sending it by post to his registered address or by electronic mail to the electronic mail address registered with the Association.

Clause 44
amended by
Special
Resolution
passed on
June 8, 2004

44. A Notice sent to a member by post shall be deemed to have been served on the address at the expiration of forty-eight hours after the notice was posted or, if sent by electronic mail, at the expiration of three hours after the electronic mail was sent.

TRANSITIONAL PROVISIONS

45. Any person who has paid an annual subscription to the Australian Association of Hong Kong in respect of the financial year 1974 shall be a member of the Association until 31st December 1974.

46. The first Committee of the Association shall consist of the present committee members of the Australian Association of Hong Kong which is made up as follows:-

President

DAVID BRIAN ELLIS

Vice-President

WILLIAM ROBERT ALEXANDER WYLLIE

Secretary

WENDY EVELYN McTAVISH

Members

GEOFFREY JAMES HALL
VICTOR ROBERT STEINER
TRISH PATRICIA FRANCIS BOX
PAMELA YVONNE HOLDER
VALERIE WILMOT JULIA STEPHENSON
NANCY MARKHAM MacDONALD
VAUGHAN LEWIS MORRIS
WALTER ROLAND PICKERING
OLIVER JOHN BURGESS

Names, Addresses and Descriptions of Subscribers

DAVID BRIAN ELLIS

Gilman & Co., Limited
Connaught Centre
Hong Kong

Assistant Manager

WILLIAM ROBERT ALEXANDER WYLLIE

20 Shek-O
Hong Kong

Managing Director

WENDY EVELYN McTAVISH

Flat IA
39 Shouson Hill Road
Hong Kong

Teacher

WALTER ROLAND PICKERING

6-8 Chatham Court
Ground Floor
Kowloon, Hong Kong

Manager

PATRICIA FRANCES BOX

B2 'Taoloo Villas'
329 Clearwater Bay Road
Kowloon

Housewife

VALERIE WLMOT JULIA STEPHENSON

C1 'Taoloo Villas'
329 Clearwater Bay Road
Kowloon

Housewife

VAUGHAN LEWIS MORRIS

C2 Deepdene
55 Island Road
Hong Kong

Director

Dated the 20th day of December, 1974.

WITNESS to all the above signatures:

Peter H. Davies
Solicitor
Hong Kong