

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

INSTITUTE OF PRINT-MEDIA PROFESSIONALS LIMITED
(印刷媒體專業人員協會有限公司)

Incorporated the 13th day of April, 2005

HONG KONG

**COMPANIES ORDINANCE
(Chapter 32)**

SPECIAL RESOLUTIONS

OF

**INSTITUTE OF PRINT-MEDIA PROFESSIONALS LIMITED
印刷媒體專業人員協會有限公司**

COMPANY NUMBER 963063

Passed on 22nd April, 2005

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at 1/F., 48-50 Johnston Road, Wanchai, Hong Kong on 22nd April, 2005 the following Special Resolutions were duly passed:-

1. **“THAT the description of one of the category of Members of the Institute in Memorandum and Articles of Association, ‘Honorary Members 名譽會員’ be changed to ‘Honorary Fellows 名譽會士’.”**
2. **“THAT the Articles of Association of the Institute be and are hereby amended as follows:-**
 - (1) **That the words ‘Honorary Members 名譽會員’ appearing in Clause 3 of the Articles of Association be deleted and replaced by the words ‘Honorary Fellows 名譽會士’.**
 - (2) **That the words ‘Honorary Member(s)’ appearing in all the Clauses of the Articles of Association be deleted and replaced by the words ‘Honorary Fellow(s)’.”**

Date : 22nd April, 2005

(Sd.) Lo Chi Hong
Chairman of the Meeting

THE COMPANIES ORDINANCE

**Company Limited by Guarantee and
not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

INSTITUTE OF PRINT-MEDIA PROFESSIONALS LIMITED
(印刷媒體專業人員協會有限公司)

1st. The name of the Company is “INSTITUTE OF PRINT-MEDIA PROFESSIONALS LIMITED (印刷媒體專業人員協會有限公司)”. (hereinafter referred to as "the Institute").

2nd. The Registered Office of the Institute will be situated in Hong Kong.

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

- (a) To establish, promote, maintain and manage an Institute of print media professionals of good repute with a view to fostering better cooperation and understanding among Members.
- (b) To establish and maintain an accreditation and assessment systems that provide professional standards and qualifications for the print media professionals according to the Qualification Framework established by the HKSAR Government and other frameworks outside of HKSAR.
- (c) To maintain and enhance the status and professional standing of print media professionals in HKSAR as well as in Mainland China and overseas countries.
- (d) To foster and promote close relationship and better understanding and communication among print media professionals in HKSAR and elsewhere, and maintain the mutual benefits of the members and provide welfares to the Members of the Institute.
- (e) To advance, promote, foster and develop the printing standard in HKSAR and Mainland China.
- (f) To promote and enable Members to achieve a better understanding of the policies formulated by the HKSAR Government or the appropriate authorities in relation to printing, publishing, packaging and related industries.
- (g) To provide a forum for the exchange of technical and managerial knowledge.

- (h) To encourage the study of printing-related subjects and to arrange for dissemination of information of assistance to the profession by all manner of means and generally to promote knowledge of printing subjects by lectures, discussions, books, correspondence, pamphlets or otherwise.
- (i) To sponsor, maintain, promote and manage lectures, classes, seminars, and other schemes and facilities for the promotion of all or any of the objects of the Institute.
- (j) To arrange social and lawful recreational activities for Members of the profession and their guests.
- (k) To engage in any activities in conjunction with other bodies or associations, within the limits of the Institute's objects and to arrange reciprocal concessions and co-operation with other such bodies or associations.
- (l) To offer prizes or other rewards or distinctions to students and to accept donations or legacies for such or similar purposes or for other purposes of benefit to the advancement of professional knowledge.
- (m) To provide Members with an authoritative spokesman on matters of agreed policy to act as protagonist for the policies and views of the Institute and its Members.
- (n) To build, buy, lease or otherwise acquire, and let halls, theatres, conference rooms, studio rooms libraries, offices and premises of every description.
- (o) To publish programmes, brochures, posters, magazines, books, electronic packaged media, and literary works of every description and to act as printers, replicators and publishers.
- (p) To adopt such means of making known and advertising the activities of the Institute as may seem expedient.
- (q) To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- (r) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of any or all of its objects.
- (s) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and may be conducive to any or all of its objects.
- (t) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.
- (u) To invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such

conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

- (v) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further any or all of its objects.
- (w) To engage and employ, suspend, terminate and dismiss and to remunerate and otherwise compensate and generally to enter into, fulfill, enforce and determine contracts of personal service with staff employees, servants and workmen for the better performance of all or any of the objects of the Institute as fully and freely as a natural person could do and to undertake any of the objects of the Institute by or through servants or agents of any description.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :

I. In case the Institute shall take or hold any properties which may be subject to any trusts, the Institute will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

II. The objects of the Institute shall not extend to the regulation of relations between workers and employers or organization of workers and organization of employers.

III. The powers set forth in the Seventh Schedule of the Companies Ordinance (CAP.32) are hereby excluded.

4th. The income and property of the Institute derived shall be applied solely towards the promotion of the objects of the Institute 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 Institute.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Institute, or to any Member of the Institute in return for any service actually rendered to the Institute nor prevent the payment of interest at a rate not exceeding 12 percent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Institute, but so that no Member of the Committee of the Institute shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Institute to any Member of such Committee except 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 Institute provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Committee may be a Member and in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5th. The liability of the Members is limited.

6th. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a Member and of the costs charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of \$20.00 (Hong Kong Dollars TWENTY ONLY).

7th. If upon the winding up or dissolution of the Institute 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 Institute but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute and which institution or institutions shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Institute under and by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of distribution or in default thereof by such Judge of the High Court of HKSAR as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

THE COMPANIES ORDINANCE

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

INSTITUTE OF PRINT-MEDIA PROFESSIONALS LIMITED
(印刷媒體專業人員協會有限公司)

Preliminary

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

"The Ordinance" means the Companies Ordinance Chapter 32.

"The Institute" means Institute of Print-Media Professionals Limited.

"The Committee" means the Executive Committee of the Institute installed for the time being.

"Member" includes Honorary Fellow, Fellow, Senior Member, Full Member, Associate Member, Junior Member, Graduate Member, Student Member, Affiliate Member and Sponsor Member.

"Committee Member" includes a nominated as well as a co-opted Committee Member.

Words importing the singular or plural number may include the plural or singular number respectively.

Words importing the masculine or feminine gender may include the feminine or masculine gender respectively.

Where the context admits, words importing persons include corporations.

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.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Institute shall have the meanings so defined.

Members

2. For the purpose of registration the number of Members of the Institute is unlimited.
3. There shall be (1) Fellows; (2) Senior Members; and (3) Full Members who are entitled to vote at General Meetings; and (4) Honorary Fellows; (5) Associate Members; (6) Junior Members; (7) Graduate Members; (8) Student Members; (9) Affiliate Members; and (10) Sponsor Members who have no voting rights at General Meetings.

A. Voting Members

- (1) Fellows:
(FIPP)
會士
 - The Committee shall from time to time invite or nominate persons with distinguished contributions in the field of print media to be Fellows of the Institute.
 - Fellows shall have special privileges and obligations as Fellows subject to ordinary resolutions in General Meetings.
 - Fellows are entitled to use the designation of FIPP recognised by the Institute.
- (2) Senior Members:
(SIPP)
資深會員
 - Members engaged in print media profession with good reputation and have achieved Level 6 (Master) or above of HKSAR Government Qualification Framework of Printing & Publishing Industries or equivalent may apply for Senior Member.
 - Senior Member shall have special privileges and obligations as Senior Member subject to ordinary resolutions in General Meetings.
 - Senior Members are entitled to use the designation of SIPP recognised by the Institute.
- (3) Full Members
(MIPP)
全權會員
 - Members engaged in print media profession with good reputation and have achieved Level 5 (Bachelor) of HKSAR Government Qualification Framework of Printing & Publishing Industries or equivalent may apply for Full Member.
 - Full Member shall have special privileges and obligations as Full Member subject to ordinary resolutions in General Meetings.
 - Full members are entitled to use the designation of MIPP recognised by the Institute.

B. Non-voting Members

- (4) Honorary Fellows
名譽會士
 - The Committee shall from time to time invite or nominate persons with outstanding achievements in the field of print media to be Honorary Fellow of the Institute.
 - Honorary Fellow shall have special privileges and

- obligations as Honorary Fellow subject to ordinary resolutions in General Meetings.
- (5) Associate Members (AIPP)
技術會員
- Members engaged in print media profession with good reputation and have achieved Level 4 (Higher Diploma) or Level 3 (Diploma) of HKSAR Government Qualification Framework of Printing & Publishing Industries or equivalent may apply for Associate Member.
 - Associate Member shall have special privileges and obligations as Associate Member subject to ordinary resolutions in General Meetings.
 - Associate Members are entitled to use the designation of AIPP recognised by the Institute.
- (6) Junior Members (JIPP)
初級會員
- Members engaged in print media profession with good reputation and have achieved Level 2 (Certificate 2) or Level 1 (Certificate 1) of HKSAR Government Qualification Framework of Printing & Publishing Industries or equivalent may apply for Junior Member.
 - Junior Member shall have special privileges and obligations as Junior Member subject to ordinary resolutions in General Meetings.
 - Junior Members are entitled to use the designation of JIPP recognised by the Institute.
- (7) Graduate Members
畢業會員
- Members engaged in print media profession with good reputation and have achieved a recognized Bachelor Degree and less than 3 years working experience in the printing media professional may apply for Graduate Member.
 - Graduate Member shall have special privileges and obligations as Graduate Member subject to ordinary resolutions in General Meetings.
- (8) Student Members
學生會員
- Student Members shall be open to all students who are engaging in full-time or part-time recognized print media related courses.
 - Student Member shall have special privileges and obligations as Student Member subject to ordinary resolutions in General Meetings.
- (9) Affiliate Members
聯繫會員
- Affiliate Members shall be open to public who are interested in print media profession.
 - Affiliate Member shall have special privileges and obligations as Affiliate Member subject to ordinary resolutions in General Meetings.
- (10) Sponsor Members
贊助會員
- The Committee shall from time to time invite or nominate persons, corporate or individuals, to be Sponsor Member of

the Institute.

- Corporate member shall nominate one nominee.
- Sponsor Member shall have sponsorship to the Institute financially or otherwise.
- Sponsor Member shall have special privileges and obligations as Sponsor Member subject to ordinary resolutions in General Meetings.

Admission of Members

5. The Executive Committee shall regularly receive, consider and approve applications for membership.
6. The Executive Committee shall have the power to reject any membership application without ascribing any reason for so refusing.
7. Every Member admitted into the Institute shall be considered as belonging thereto, until his name shall have been removed by the Institute from its Register or until he shall have signified to the Secretary in writing his desire to withdraw: but no person, although admitted, shall be considered as such a Member until all prescribed fees (if any) payable by him under these Articles have been paid or, insofar as they have not been paid, have been exempted by the Institute.
8. The Institute, by board resolution in Executive Committee meeting, may invite any person to be Sponsor Member, Honorary Fellow or Fellow.
9. The Subscribers to these Articles shall be admitted as Fellows of the Institute.
10. The Executive Committee may from time to time prescribe, revise or vary the respective admission requirements for all membership.

Membership Fee

11. Every Member, except Honorary Fellow, Fellow and Student Member, shall on admission to the Institute pay an entrance fee. Every Member, except Honorary Fellow and Fellow, shall pay a subscription fee and henceforth renew Membership by means of an annual subscription payable in advance each year, unless they are exempted by the Institute.
12. All the entrance fees and annual subscription fees prescribed are subject to changes from time to time, by board resolution in Executive Committee Meeting.

Cessation of Membership

13. Members may withdraw their membership by notice in writing to the Executive Committee.
14. The Executive Committee has the right to remove or terminate any membership without ascribing any reason.
15. Any Member who fail to pay the subscription fee within the prescribed period mentioned in notice served on him/her, or fail to fulfill all such obligation mentioned in notice served on him/her shall be deemed to be no longer qualified as a Member of the Institute.
16. Membership withdrawn, removed, terminated shall not be entitled to any refund of subscription for the current year or any outstanding amounts be forthwith due and payable.

General Meetings

17. The Institute shall, in each year, hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Institute holds its first annual general meeting within 18 months of incorporation, it need not hold an annual general meeting in the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
18. Any general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.
19. The Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. An extraordinary general meeting shall also be convened on a requisition of the Members in accordance with the Ordinance. If at any time there are not within Hong Kong sufficient Executive Committee members capable of acting to form a quorum, any Executive Committee member or any two Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the Executive Committee.
20. Subject to Section 116C of the Ordinance, an annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. 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, date and time of the meeting and, in the case of special business, the general nature of that business and shall be given in any manner specified in these Articles or in such other manner if any as may be prescribed by the Institute in general meeting to such persons as are, under these Articles entitled to received notices from the Institute.
21. A meeting of the Institute shall, notwithstanding that it is called by shorter notice than prescribed in Article 20, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as an 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 rights of all the Members entitled to attend and vote at the Meeting.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

Proceedings At General Meetings

23. The quorum for any general meeting shall be 10 Members in person and the quorum must continue to be present throughout the meeting.
24. All the business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting except for consideration of the accounts, balance sheets and the reports of the Executive Committee and auditors, the election of Executive Committee members in place of those retiring and appointing and fixing the remuneration of the auditors.
25. If within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved but, in any other case, it shall be adjourned to another day, time and place as the Executive Committee may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
26. The Chairman shall preside as chairman at every general meeting but if at any meeting he is not present within 15 minutes from the time appointed for the meeting or is unwilling to preside, the Vice-Chairman or, if he is absent, the Voting Members present shall choose a Voting Member to preside as chairman.
27. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
28. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):-
- (a) by the Chairman; or
 - (b) by at least two Members present in person or by proxy; or
 - (c) by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Institute 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. Except as provided in Article 31, 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.
30. 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.
31. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Executive Committee

32. The Management of the Institute and of its property and funds shall be vested in the Executive Committee which shall comprise not less than ten or more than fifteen persons.
33. Committee members must be Voting Members.
34. The first members of the Committee shall be nominated in writing by the subscribers to these Articles and, thereafter, 5 non-retiring members shall be nominated by the retiring Chairman, Vice-Chairmen, Secretary and Treasurer of the Committee and 5 members shall be elected by the Voting Members at the Annual General Meeting.
35. The Committee shall have power to co-opt not more than 5 Voting Members of the Institute to be a Committee member provided two-third of the Committee members approved. Such co-opted members shall have all the rights of membership of the Committee.
36. The Committee members shall have power at any time and from time to time to co-opt a Voting Member to fill any causal vacancy.
37. The term of office of a Committee Member shall be two years and each Committee Member, except 5 non-retiring members nominated by the retiring Chairman, Vice-Chairmen, Secretary and Treasurer of the Committee, shall retire at the next odd-numbered Annual General Meeting after his election or nomination or co-optation as a Committee Member, but shall be eligible for service in the next Committee.

38. The Committee shall comprise of :-
1. The Chairman
 2. Two Vice-Chairmen
 3. The Secretary
 4. The Treasurer
 5. Other Honorary Officers
39. The Chairman and Vice-Chairmen shall be elected by the Executive Committee members. The Chairman, except the first Chairman, must have served as Vice-Chairmen before his election as Chairman of the Executive Committee. The Secretary and Treasurer shall be appointed by the Chairman. All the Above office bearers must not serve in the same office for more than two consecutive terms.
40. The Chairman shall take the chair at all meetings of the Committee. In the absence of Chairman and Vice-Chairmen, the Committee may appoint some other Committee Member present to act as Chairman at the meeting then being held.

Power of the Executive Committee

41. The Committee may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the Institute in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Institute in general meeting, provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
42. All cheques, drawn on the Institute's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Institute, all receipts for moneys paid to the Institute and all other contracts entered into by the Institute in the ordinary course of business, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Committee shall from time to time by resolution determine.
43. The members of the Committee may exercise all the powers of the Institute to borrow money and to mortgage or charge its undertaking and property, or any part thereof.
44. The Committee shall have power to employ and dismiss staff of the Institute and to make provision for pensions, gratuities, retirement and other benefits for such staff.
45. The Committee shall have power to make, revoke, alter or amend such rules and regulations for the management and activities of the Institute and the granting of honours and awards as they shall see fit and may appoint sub-committees for special purposes with such powers as they may prescribe. The Committee may delegate in writing any of its powers to committees or sub-committees to be appointed by it, consisting of such persons as the Committee may think fit, and may from time to time revoke such delegatio or revoke the appointment of and discharge any such committee or sub-committee either wholly or in part and either as to persons or purposes.

46. The Committee shall have power from time to time to make, amend and repeal all such rules as it may deem necessary or convenient for the carrying out of the objects of the Institute and for the proper conduct and management of the Institute. No rules shall be inconsistent with, nor shall they affect or repeal anything contained in the Memorandum or Articles of Association and any rule may be repealed by an ordinary resolution passed at a general meeting of the Institute.
47. The Committee shall provide for the safe custody of the Seal which 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 a Committee member and shall be countersigned by the Secretary or by a second Committee member or by some other person appointed by the Committee for this purpose.
48. The members of the Committee shall cause minutes to be made in books provided for the purpose :-
 - (a) of all appointments of officers made by the members of the Committee;
 - (b) of the names of the members of the Committee present at each meeting of the Committee and of any committee or sub-committee of the Committee; and
 - (c) of all resolutions and proceedings at all meetings of the Institute, and of the Committee and of any committee or sub-committee of the Committee.

Proceedings of the Executive Committee

49. The Committee shall meet as often as the business of the Institute may require but not less than 4 times in each year.
50. The quorum for a meeting of the Committee shall be not less than 50% of the Committee members provided that if, within 15 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting the members of the Committee present, provided there are not less than two such members present, shall be a quorum.
51. Questions arising at any meeting of the Committee shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.
52. A member of the Committee may and the Secretary at any time, on the requisition of a member of the Committee, shall convene a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any member of the Committee for the time being absent from Hong Kong.
53. The continuing Committee members may continue to act, and to carry out all the functions of the Committee notwithstanding any vacancy.
54. If, at any meeting of the Committee, the Chairman is not present at the time appointed for holding the same, Vice-Chairman shall be chairman of the meeting. If neither the Chairman nor

a Vice-Chairman is present at the time appointed for holding the meeting, the members of the Committee present shall choose one of their number to be chairman of the meeting.

55. A resolution in writing (which shall include a facsimile transmission) signed by all members of the Committee shall be as effective as a resolution passed at a meeting of the Committee duly convened and held and may consist of several documents, each signed by one or more of the members of the Committee.
56. All Acts done at any meeting of Committee members or of a committee or sub-committee of the Committee or by any person acting as a Committee member shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Committee member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

Accounts

57. The Committee shall cause proper books of account to be kept with respect to:-

all sums of money received and expended by the Institute.

and the matter in respect of which the receipt and expenditure takes place, and the assets and liabilities of the Institute.
58. The books of account shall be kept at the registered office of the Institute or at such other place or places as the Committee may think fit.
59. The Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of Members not being a Committee Member and no Member (not being Committee Member) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorized by the Committee or by the Institute in General Meeting.
60. The Committee shall from time to time, in accordance with Section 122 of the Ordinance cause to be prepared and to be laid before the Institute in General Meeting a duly audited income and expenditure account and balance sheet and the reports as are referred to in that section.
61. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Institute in General Meeting, together with a copy of the auditor's report, shall, not less than seven days before the date of the meeting, be sent to all persons entitled to receive notice of General Meeting of the Institute.

Audit

62. Auditors shall be appointed and their duties regulated in accordance with Section 131, 140 and 141 of the Ordinance.

Notices

63. Unless otherwise required by the provisions of the Companies Ordinance, all books and documents kept by the Institute and all notices given by the Institute may be either in the English language or in the Chinese language.
64. A notice may be given by the Institute to any Member either by advertisement in the local press or personally or by sending it by post to him to his registered address, or (if he has no registered address in Hong Kong) to the address, if any, in Hong Kong supplied by him to the Institute for the giving of notice to him.
65. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.
66. A Member who has no registered address in Hong Kong and has not supplied to the Institute an address in Hong Kong for the giving of notice to him, shall be deemed to have received any notice which shall have been displayed at the Institute and shall have been remained there for the space of 24 hours, and such notice shall be deemed to have been received by such Member at the expiration of 24 hours from the time when it shall have been so first displayed.