



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**THE HONG KONG JAPANESE CHAMBER OF
COMMERCE & INDUSTRY**

Incorporated the 15th day of July, 1969

(Reprinted inclusive of amendments up to 17th day of June 2011)

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THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not
having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE HONG KONG JAPANESE CHAMBER OF COMMERCE & INDUSTRY

(Adopted by special resolution passed on 17 June 2011)

1. The name of the Company (hereinafter called the “**Chamber**”) is “**THE HONG KONG JAPANESE CHAMBER OF COMMERCE & INDUSTRY**”.
2. The registered office of the Chamber will be situated in Hong Kong.
3. The objects for which the Chamber is established are:
 - (1) To take over the whole of the assets belonging to, and to undertake all the liabilities of the Economic Research Department of an unincorporated body known as the Hongkong Japanese Club the principal office of which is now situated at 18th Floor, 68 Yee Woo Street, Causeway Bay, Hong Kong.
 - (2) To promote and protect trade and manufacture and Japanese commercial interests in Hong Kong and to promote friendship amongst the members.
 - (3) To consider all questions connected with the carrying on of any trade or manufacture in Hong Kong.
 - (4) To represent, express and give effect to the views and opinions of Japanese traders and manufacturers in Hong Kong on commercial or mercantile matters of all kinds.
 - (5) To promote or oppose legislation or other measures affecting such traders or manufacturers.
 - (6) To collect and circulate commercial statistics and information of all kinds.
 - (7) To provide for and hold lectures, exhibitions, meetings, classes, trade fairs and conferences calculated directly or indirectly to advance the objects of the Chamber.
 - (8) 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 Chamber shall take or hold any property which may be subject to any trusts, the Chamber 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 Chamber shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

- (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.
- 4.
- (1) The income and property of the Chamber, however derived, shall be applied solely towards the promotion of the objects of the Chamber as set out in this Memorandum of Association.
 - (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Chamber shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the Chamber.
 - (3) No member of the Council of Management or Governing Body of the Chamber shall be appointed to any salaried office of the Chamber, or any office of the Chamber paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Chamber to any member of the Council of Management or Governing Body.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Chamber of reasonable and proper remuneration to any officer or servant of the Chamber, or to any member of the Chamber not being a member of the Council of Management or Governing Body of the Chamber in return for any services actually rendered to the Chamber.
 - (5) Nothing herein shall prevent the payment, in good faith, by the Chamber:
 - (a) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Chamber or its Council of Management 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;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Chamber or of its Council of Management or Governing Body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Chamber or of its Council of Management 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.
 - (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.
5. No addition, alteration, or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.
6. The fourth and fifth paragraphs of this Memorandum of Association contain conditions under which a licence is granted pursuant to Section 21 of the Companies Ordinance (Chapter 32).
7. The liability of the members is limited.
8. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Chamber 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 \$20.00.

9. If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber, 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 Chamber under or by virtue of clause 4 above, such institution or institutions to be determined by the members of the Chamber at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if and so far as effect cannot be given to this provision, then to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Chamber; 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 Chamber for the time being in force, shall be open to the inspection of the members. At least once in every year the accounts of the Chamber shall be examined, and the correctness of the balance sheet ascertained by one or more properly authorized Auditors.
11. The Chamber 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.

We, the several persons, whose names, addresses and descriptions are given below, are desirous of being formed into a Company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Subscribers	
(Sd.) Kunie Ikegami (KUNIE IKEGAMI) Woodland Heights, A-10, 2A, Wongneichong Gap Road, Hong Kong.	Merchant.
(Sd.) H. Tamai (HIDEJI TAMAI) 71, Deep Water Bay Road, Hong Kong.	Merchant.
(Sd.) Kenro Himori (KENRO HIMORI) 7-B, Cliff View Mansion, 17-19, Conduit Road, Hong Kong	Merchant.
(Sd.) Yoshinori Nitta (YOSHINORI NITTA) B- 11, Carolina Gardens, 24-26, Coombe Road, Hong Kong	Merchant.

Names, Addresses and Descriptions of Subscribers	
(Sd.) J. Hasebe (JUNZO HASEBE) Tho Tjo Mansion, 9th Floor, 23-A, Ventris Road, Happy Valley, Hong Kong	Merchant
(Sd.) Y. Karube (YOSHIO KARUBE) Brewin Court, B, 2nd Floor, 7 Brewin Path, Hong Kong	Merchant.
(Sd.) Yuzo Hamada (YUZO HAMADA) Monticello Building, 18th Floor, B, Kennedy Road, Hong Kong	Merchant.

Dated the 2nd day of July, 1969.

WITNESS to the above signatures:

(Sd.) Elsie Leung
Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not
having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE HONG KONG JAPANESE CHAMBER OF COMMERCE & INDUSTRY

(Adopted by special resolution passed on 17 June 2011)

General

1. Subject as hereinafter provided, the regulations contained in or made applicable by Table C in the First Schedule of the Companies Ordinance (Cap. 32) (hereinafter called “**Table C**”) shall apply to the Chamber but in case of any variation or inconsistency between these Articles and Table C, these Articles shall prevail.

2. In these Articles, unless the context otherwise requires:

these “ Articles ”	means these Articles of Association from time to time in force.
“ Chamber ”	means the above-named The Hong Kong Japanese Chamber of Commerce & Industry.
“ Council ”	means the Council of Management or Governing Body for the time being of the Chamber.
“ Hong Kong ”	means the Hong Kong Special Administrative Region of the People’s Republic of China.
“ in writing ”	includes written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
“ month ”	means a calendar month.
the “ Office ”	means the registered office of the Chamber.
the “ Ordinance ”	means the Companies Ordinance (Chapter 32 of the law of Hong Kong).
“ Reserve Member ”	means a reserve member of the Council appointed or elected in accordance with Article 25 to fill any casual vacancy in the Council.
the “ Seal ”	means the Common Seal of the Chamber.
“ Secretary General ”	means the Secretary General appointed to perform the duties of the secretary of the Chamber.

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

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

Words importing persons shall include corporations, partnership firms, unincorporated associations and societies.

Subject as aforesaid, any words or expression defined in the Ordinance or any statutory modification thereof in force at the date on which these Articles become binding on the Chamber shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

Members

3. The number of members with which the Chamber proposes to be registered is one thousand (1000), but the Council may from time to time register an increase of members.
4. The provisions of Section 95 of the Ordinance shall be observed by the Chamber and every member of the Chamber shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
5. The Chamber is established for the purposes expressed in the Memorandum of Association.
6. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Chamber.
7. Members in the Chamber shall be divided into two categories, namely, Full Members and Associate Members. Conditions of eligibility for each category shall be determined as follows:-

(A) Full Members

- (1) Any Japanese corporation, business enterprise or economic organisation having a branch, agency, or representative office in Hong Kong.
- (2) Any local joint enterprise in which a Japanese individual or corporation holds more than fifty (50%) of the shares or in which the Japanese party has de facto management authority.
- (3) Any member who was a Full Member as of 18 June 2004.

(B) Associate Members

- (1) Any Japanese individual resident in Hong Kong who is employed by a corporation, business enterprise or economic organisation with a place of business in Hong Kong other than those referred to above.
- (2) Any local corporation, business enterprise or economic organisation having Japanese capital, or business dealings, or some other special connection with Japan.
- (3) Any corporation, business enterprise or economic organisation which satisfies (A)(1) and (A)(2) but is registered outside of Hong Kong.
- (4) Any member who was an Associate Member as of 18 June 2004.

Notwithstanding anything to the contrary in these Articles, membership of the Chamber may be made available to any corporation, business enterprise, economic organisation or individual whom the Council considers desirable to admit as a member of the Chamber.

The Council may also in their absolute discretion refuse to accept applications for membership notwithstanding that the above mentioned conditions of eligibility are satisfied.

8. Applications for membership shall be in such form as the Council shall prescribe. Applications from corporations, business enterprises or economic organizations shall be made by a duly registered authorised representative of such corporations, business enterprises or economic organizations or a person with a letter of authorisation from a duly registered authorised representative.
9. The entrance fees and annual subscription payable by every member of the Chamber upon admission shall be as follows:

	<u>Entrance Fee</u>	<u>Annual Subscription</u>
Full Members	HK\$3,000	HK\$2,600 minimum
Associate Members	HK\$1,500	HK\$2,600

The annual subscription for Full Members varies depending on the category of company. The Chamber shall provide to all Full Members and Associate Members a schedule of the entrance fee and annual subscription fee the amounts of which may be varied and fixed by the members from time to time in general meeting or varied by the Council from time to time provided such variation by the Council is approved by the members in general meeting.

10. Any member of the Chamber who shall desire to retire shall signify such desire in writing to the Council, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.

Expulsion of Members

11. (a) A majority of the members of the Chamber present and voting at a general meeting specially called to consider a complaint against any member may, by resolution, expel, suspend from membership or withdraw or suspend facilities of any member whose conduct, in their opinion, is unworthy of a member of the Chamber.
- (b) Written notice of any resolution to consider the conduct of a member must be given to the Council at least twenty-eight (28) clear days before the meeting at which such resolution is to be moved, and the Council shall inform the member of the notice at least twenty-four (24) clear days before the day of such meeting. The member against whose conduct a complaint has been made shall be entitled to attend such meeting for the purpose of stating his reasons why action should not be taken against him; but he shall not be entitled to be present at the deliberations of the meeting.
- (c) Any member shall also on the passing of a resolution to that effect in a general meeting of the Chamber cease to be a member of the Chamber:
 - (i) if his subscription is in arrears, or if he shall persistently neglect or refuse to pay any other moneys which may be due from him to the Chamber; but he may be re-admitted at any meeting of the Council by resolution, and on paying his subscription or other dues in arrears; or
 - (ii) if he shall neglect or refuse to comply with any provision of these Articles or any By-law of the Chamber for the time being after written notice has been sent to him by the Chamber directing his attention to such neglect or refusal;

Rights of Members

12. (a) Full Members shall have decision making authority in all general meetings of the Chamber, with the right to vote, elect, or be elected to office in the Chamber. Associate Members shall not have decision making authority or the right to vote, elect or be elected to office. However, they may be present at general meetings and express their opinions on matters which come before the meeting.

- (b) All members shall be entitled to the services, benefits and facilities which the Chamber may provide for them on such terms and conditions as the Chamber may decide and to all such information and materials and advice with regard to commerce and industry as the Chamber or any of its officers may be able to supply.
- (c) No right or privilege of any member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, by death, retirement, or otherwise.
- (d) Any member, being a corporation, business enterprise or economic organisation, shall notify the Council of the name of one person to act as its representative. This representative need not be a duly registered authorised representative, but must be a Japanese national or a person with Japanese language ability equivalent to a Japanese national, provided that for such representative to become a member of the Council or a Reserve Member, he shall be subject to the provision under Article 25. Such representative of a Full Member may exercise the rights set forth in sub-section (a) above. Immediate notice of change of representative shall be given to the Council.

General Meetings

- 13. A general meeting shall be held as the Chamber's annual general meeting once in every calendar year in June at such time and place as the Council may appoint. In default of an annual general meeting being so held, the annual general meeting shall be held in the month next following and may be convened by any two (2) members in the same manner as nearly as possible to that in which meetings are to be convened by the Council provided that not more than 15 months shall elapse between the date of one annual general meeting of the Chamber and that of the next.
- 14. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 15. The members of the Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or in default may be convened by such requisitions, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two (2) members of the Chamber may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.
- 16. 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 Chamber 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 Chamber in general meeting, to such persons as are, under these Articles, entitled to receive such notice from the Chamber:-

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

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
- 17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings of general meetings

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the members of the Council and auditors, the election of the members of the Council and Reserve Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as otherwise provided, two members present in person shall be a quorum.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the members of the Council 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 present shall be a quorum.
21. The chairman, if any, of the Council shall preside as chairman at every general meeting of the Chamber, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Chamber of his intention not to attend the meeting, the members of the Council present shall elect one of their number to be chairman of the meeting.
22. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be chairman of the meeting.
23. 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 previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Votes of Members

24. Every Full Member shall be entitled to one vote in respect of every subscription for which he has subscribed or paid under Article 9 hereof at all meetings during the financial year.

Council of Management

25. Until otherwise determined by a general meeting, the number of the members of the Council shall be not less than seven (7) and not more than thirty-three (33). In addition, there shall be three (3) Reserve Members for the purpose of filling any casual vacancy in the Council that may occur during any term of office. The sequence by which the Reserve Members are to fill such vacancies shall be decided by the number of votes by which they are elected to office.
26. The members of the Council shall elect from among themselves a President and a Vice-president(s). The President shall represent the Chamber and execute all affairs of the Chamber and the Vice-president(s) shall assist him in the execution of his work and act as the President's deputy in his absence.

Election

27. The election of the members of the Council and Reserve Members shall take place in the annual general meeting or extraordinary general meeting and all arrangements for it shall be attended to by the Council.
28. In the event that the maximum numbers of members of the Council and/or Reserve Members have not been reached and there is an equality of votes among two (2) or more members of the Council, the office shall be determined by the casting of lots. After the offices of members of the Council have been filled, the three (3) candidates receiving most votes next in the election shall become Reserve Members.
29. Any member being a corporation, partnership firm, unincorporated association or a society shall be represented by its representative as prescribed under Article 12(d) hereof. No person shall be eligible for election as a member of the Council or Reserve Member unless he is a Japanese national.
30. The Council may, from time to time, appoint any person or persons, not being members of the Chamber and nominated by the President, who in its opinion will render valuable services to the Chamber to be Advisor or Advisors. The Advisor or Advisors shall be entitled to remain in office until the next annual general meeting and will be eligible for re-appointment.

Powers and Duties of members of the Council

31. The business of the Chamber shall be managed by the members of the Council, who may pay all expenses incurred in promoting and registering the Chamber, and may exercise all such powers of the Chamber as are not, by the Ordinance or by these Articles, required to be exercised by the Chamber in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Chamber in general meeting; but no regulation made by the Chamber in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Chamber, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by (i) the Secretary General singly for amount up to and including HK\$10,000 or the equivalent in other currencies; and (ii) the Secretary General and one member of the Council jointly for amount above HK\$10,000 or the equivalent in other currencies.

Minutes

33. The members of the Council shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Council;
 - (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
 - (c) of all resolutions and proceedings at all meetings of the Chamber, and of the Council, and of committees of the Council;

and every member of the Council present at any meeting of the Council or committee of the Council shall sign his name in a book to be kept for that purpose.

Rotation of members of the Council

34. At the annual general meeting to be held in each year, all members of the Council for the time being shall retire from office.
35. A retiring member of the Council shall be eligible for re-election.

36. The Chamber may, at the meeting at which a member of the Council retires in the manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

Proceedings of the Council

37. The Council may meet together once every alternate calendar month, viz: January, March, May, July, September and November each year and whenever the President may determine or upon the requisition of not less than five (5) members of the Council addressed to the Secretary General for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The alternate monthly meetings shall be called ordinary council meetings and all other council meetings shall be called extraordinary council meetings. Unless otherwise determined, two-thirds of the members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
38. A member of the Council may, and on the request of a member of the Council the Secretary General shall, at any time summon a meeting of the Council by notice served upon the members of the Council. A member of the Council who is absent from Hong Kong shall not be entitled to notice of a meeting. The Council may invite any member of the Chamber to be present at a meeting of the Council to give advice or assistance to the Council but such member shall not be entitled to vote thereat.
39. The President of the Chamber shall preside as Chairman at all meetings of the Council at which he shall be present. In the absence of the President, the Vice-president shall preside as Chairman at the meeting of the Council. When there is more than one Vice-president, the Council will decide in advance the priority in which the Vice-presidents are to preside as Chairman at the meeting of the Council in the absence of the President. But if at any meeting neither the President nor any Vice-president be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
40. A meeting of the Council at which quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Chamber for the time being vested in the Council generally.
41. The members of the Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
42. Members of the Council or of any committee thereof may participate in a meeting of the Council or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is then present.
43. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

Secretary General

44. The Secretary General shall be appointed by the Council for such term, at such remuneration and upon such conditions as the Council may think fit, and any Secretary General so appointed may be removed by the Council. The Council may from time to time by resolution appoint an assistant or deputy

Secretary General, and any person so appointed may act in place of the Secretary General if there be no Secretary General or no Secretary General capable of acting. If the Secretary General is a corporation it may act and sign by the hand of any of its duly authorised directors or employees.

The Seal

45. The Council shall provide for the safe custody of the Seal, which shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least two members of the Council and of the Secretary General, and the said members and Secretary General shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Chamber, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

By-laws

46. The Council shall have power from time to time to make such By-laws as may be necessary for the furtherance of the purposes for which the Chamber is established and for regulating the nomination and election of members of the Council; for the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the Chamber; the appointment of its own meetings; the regulation of the various subcommittees of the Chamber and for carrying on the general business of the Chamber provided they be not repugnant to or inconsistent with the terms of the Memorandum of Association or these Articles. The Council may, at any time, and from time to time, revoke or alter any of the said By-laws. Provided that this shall not authorise the making, revoking or altering of any By-law without a special resolution if it would amount to such alteration of or addition to the Articles as could not otherwise be made without a special resolution.

Accounts

47. The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditures take place;
 - (b) all sales and purchases of goods by the Chamber; and
 - (c) the assets and liabilities of the Chamber.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Chamber's affairs and to explain its transactions.

48. The books of account shall be kept at the Office or at such other place or places as the Council shall think fit subject to Section 121(3) of the Ordinance, and shall always be open to the inspection of the members of the Council.
49. The Council shall, from time to time, subject to clause 10 of the Memorandum of Association, determine at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right to inspect any account or book or document of the Chamber except as conferred by statute or authorised by the Council or by the Chamber in general meeting.
50. At the annual general meeting in every year, the Council shall lay before the Chamber a proper income and expenditure account for the period since the last preceding account made up to the 31st March last before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the 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 twenty-one (21) clear days before the date of the meeting, subject nevertheless to the provisions of Section 129(1)(a) of the Ordinance, be

sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinbefore directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by Section 128 of the Ordinance.

Audit

51. At least once every year the accounts of the Chamber shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly authorized auditor or auditors.
52. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance, the members of the Council being treated as the Directors mentioned in those sections.

Notices

53. Every member of the Chamber and member of the Council and Reserve Members shall register with the Chamber an address either in Hong Kong or elsewhere to which notices can be sent; and if any person shall fail so to do, notice may be given to such person by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, a notice posted up in the Office shall be deemed to be duly served at the expiration of 24 hours after it is so posted.
54. A notice may be given by delivery, prepaid letter (airmail in the case of a registered address outside Hong Kong), cable or telex message or by other remote electronic information delivery system.
55.
 - (a) A notice delivered to a registered address shall be deemed to have been served at the time of delivery
 - (b) A notice sent by prepaid letter to a registered address in Hong Kong shall be deemed to have been served on the day following its posting.
 - (c) A notice sent by prepaid airmail letter to a registered address outside Hong Kong shall be deemed to have been served on the fifth day following its posting.
 - (d) A notice sent by cable or telex message or by other remote electronic information delivery system shall be deemed to have been served on the day following the despatch of the cable or telex message.
 - (e) In the case of a notice sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.
56. Any notice or document delivered or sent by post to the registered address of any member pursuant to these Articles shall, notwithstanding that such member be then deceased and whether or not the Chamber has notice of his decease, be deemed to have been duly served.

Dissolution

57. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers
<p>(Sd.) Kunie Ikegami (KUNIE IKEGAMI) Woodland Heights, A-10, 2A, Wongneichong Gap Road, Hong Kong Merchant.</p>
<p>(Sd.) H. Tamai (HIDEJI TAMAI) 71, Deep Water Bay Road, Hong Kong Merchant.</p>
<p>(Sd.) Kenro Himori (KENRO HIMORI) 7-B, Cliff View Mansion, 17-19, Conduit Road, Hong Kong Merchant.</p>
<p>(Sd.) Yoshinori Nitta (YOSHINORI NITTA) B- 11, Carolina Gardens, 24-26, Coombe Road, Hong Kong Merchant.</p>
<p>(Sd.) J. Hasebe (JUNZO HASEBE) Tho Tjo Mansion, 9th Floor, 23-A, Ventris Road, Happy Valley, Hong Kong Merchant</p>
<p>(Sd.) Y. Karube (YOSHIO KARUBE) Brewin Court, B, 2nd Floor, 7 Brewin Path, Hong Kong Merchant.</p>
<p>(Sd.) Yuzo Hamada (YUSO HAMADA) Monticello Building, 18th Floor, B, Kennedy Road, Hong Kong Merchant.</p>

Dated the 2nd day of July, 1969.

WITNESS to the above signatures:

(Sd.) Elsie Leung
Solicitor,
Hong Kong

THE COMPANIES ORDINANCE
(Chapter 32 of the Laws of Hong Kong,
Revised Edition, 1964)

SECTION 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the powers conferred on him by Section 63 of the Interpretation and General Clauses Ordinance deputed, among others, the person holding the office of Registrar General to exercise or perform on his behalf such powers or duties as are conferred or imposed upon him by Section 21 of the Companies Ordinance;

AND WHEREAS it has been proved to my satisfaction that The Hong Kong Japanese Chamber of Commerce & Industry, which is about to be registered under the said Companies Ordinance as a company limited by guarantee, in formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Chamber that the income and property of the Chamber, whencesoever derived, shall be applied solely towards the promotion of the objects of the Chamber, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Chamber;

NOW THEREFORE I, WALTER HUME, Registrar General of the Colony of Hong Kong, in exercise of the said powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Chamber as subscribed by seven (7) members thereof on the Second day of July, 1969, do on behalf of His Excellency the Governor by this my licence direct The Hong Kong Japanese Chamber of Commerce & Industry to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this Eleventh day of July, One Thousand Nine Hundred and Sixty-nine.

(Sd.) W. Hume
Registrar General
Hong Kong.

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

**THE HONG KONG JAPANESE
CHAMBER OF COMMERCE & INDUSTRY**

(the word "Limited" being omitted by Licence granted by me under delegated powers) is this day incorporated in Hong Kong under the Companies Ordinance and that this company is limited.

GIVEN under my hand this Fifteenth day of July, One Thousand Nine Hundred and Sixty-nine.

(Sd.) R. Kwan
for Registrar of Companies,
Hong Kong.



香港日本人商工会議所

The Hong Kong Japanese Chamber
of Commerce & Industry