

Company No. 99841

MEMORANDUM

AND

ARTICLES OF ASSOCIATION
(as amended on 14th day of December, 2005)

OF

**HONG KONG ASSOCIATION FOR TESTING,
INSPECTION AND CERTIFICATION LIMITED**
香港測檢認證協會有限公司

Incorporated the 30th day of June, 1981.

Gallant Y. T. Ho & Co.
Solicitors & Notaries
HONG KONG

99841

No.

編號

(COPY)

副本

COMPANIES ORDINANCE

(CHAPTER 32)

香港法例第32章

公司法例

CERTIFICATE OF CHANGE OF NAME

公司更改名稱證書

----- *** -----

I hereby certify that

本人茲證明

**THE HONG KONG ASSOCIATION OF
CERTIFICATION LABORATORIES LIMITED**

(香港檢定協會有限公司)

having by special resolution changed its name, is now incorporated
經通過特別決議案，已將其名稱更改，該公司的
under the name of

註冊名稱現為

**HONG KONG ASSOCIATION FOR TESTING,
INSPECTION AND CERTIFICATION LIMITED**

香港測檢認證協會有限公司

Issued by the undersigned on 5 January 2006.

本證書於二〇〇六年一月五日簽發。

(Sd.) Miss Nancy O.S. YAU

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長

(公司註冊主任 邱愛琛 代行)

99841

No.

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

**THE HONG KONG ASSOCIATION OF
CERTIFICATION LABORATORIES LIMITED**
(香港 檢 定 協 會 有 限 公 司)

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

Given under my hand this Thirtieth day of June, One Thousand Nine
Hundred and Eighty-one.

(Sd.) LAI Ming Chi

.....
for *Registrar of Companies,*
Hong Kong.

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and
not having any share capital

MEMORANDUM OF ASSOCIATION

OF

**HONG KONG ASSOCIATION FOR TESTING,
INSPECTION AND CERTIFICATION LIMITED**

香港測檢認證協會有限公司

1. The name of the Company is HONG KONG ASSOCIATION FOR TESTING, INSPECTION AND CERTIFICATION LIMITED 香港測檢認證協會有限公司.¹
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are: -
 - (a) To enhance the standard and quality of testing, calibration, inspection and certification for the furtherance of individual as a whole².
 - (b) To ensure and promote the credibility of the services provided by members by establishing and maintaining a code of professional conduct.
 - (c) To consider, investigate and inquire into all matters relating to

¹ Name of Company has been changed to HONG KONG ASSOCIATION FOR TESTING, INSPECTION AND CERTIFICATION LIMITED 香港測檢認證協會有限公司 on 5th day of January 2006.

² Altered by a special resolution of members passed on 14th day of December 2005.

the business of testing, calibration, inspection and certification³.

- (d) To collect and disseminate information relating to the business of testing, calibration, inspection and certification or otherwise likely to be of interest to members and others⁴.
- (e) To further, protect and maintain the interests and benefits of the members conducting testing, calibration, inspection and/or certification and providing technical backup and industrial support services⁵.
- (f) To represent its members at any public body.
- (g) To promote, consider, support, oppose, make representation as to generally deal with any matters affecting or likely to affect the interests of its members and the business of testing, calibration, inspection and certification⁶.
- (h) To maintain relation with the government and other bodies and organizations in all matters concerning the business of standards, testing, calibration, inspection and certification⁷.
- (i) To foster coordination of the activities and to promote co-operation among members.
- (j) To arbitrate or mediate in disputes over matters relating to testing, calibration, inspection and certification between members, and their clients or other organizations⁸.
- (k) To seek to safeguard the liability of members in testing, calibration, inspection and certification⁹.
- (l) To consider, do or cause to be done all such acts and things as

³ Altered by a special resolution of members passed on 14th day of December 2005.

⁴ Altered by a special resolution of members passed on 14th day of December 2005.

⁵ Altered by a special resolution of members passed on 14th day of December 2005.

⁶ Altered by a special resolution of members passed on 14th day of December 2005.

⁷ Altered by a special resolution of members passed on 14th day of December 2005.

⁸ Altered by a special resolution of members passed on 14th day of December 2005.

⁹ Altered by a special resolution of members passed on 14th day of December 2005.

may conduce to the awareness, development, credibility and progress in standardization, testing, calibration, inspection and certification¹⁰.

- (m) To promote and protect the lawful interests of the public and other testing laboratories, calibration laboratories, inspection bodies and certification bodies or similar institutions in Hong Kong¹¹.
- (n) To found an association or organisation for testing laboratories, calibration laboratories, inspection bodies and certification bodies so as to serve their common interests and benefits¹².
- (o) To promote and encourage unity and friendly relationship among its members and other testing laboratories, calibration laboratories, inspection bodies and certification bodies¹³.
- (p) To protect and maintain the reputation and good name of the members of the Association.
- (q) To establish, undertake, superintend, administer, and contribute to any benevolent fund from whence may be made donations or advances to deserving persons who may be engaged in educational pursuits, and to contribute to or otherwise assist any educational institutions or undertakings Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (r) To advance and promote learning and education and to grant scholarships and prizes.
- (s) To establish and carry on one or more schools or colleges where students may obtain a sound technical, professional or general

¹⁰ Altered by a special resolution of members passed on 14th day of December 2005.

¹¹ Altered by a special resolution of members passed on 14th day of December 2005.

¹² Altered by a special resolution of members passed on 14th day of December 2005.

¹³ Altered by a special resolution of members passed on 14th day of December 2005.

education.

- (t) To establish, promote and maintain libraries, and also reading and writing rooms, and a reference library, and to furnish the same respectively with books, reviews, magazines, newspapers, and other publications.
- (u) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes, and conferences calculated directly or indirectly to advance the cause of education, whether general, professional or technical.
- (v) To accept fees, subscriptions, donations, endowments and government subsidies for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided. Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (w) To act as custodian trustee or manager of any property or fund for any charitable or other organisation or institution.
- (x) To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.
- (y) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of the Association.
- (z) To advance and lend money on the security of land, buildings, hereditaments and premises of any tenure or description, shares, securities, merchandise and other property in Hong Kong and/or elsewhere, and generally to lend and advance money to such persons, firms or companies upon such terms and subject to such conditions as may seem expedient.

- (aa) To manage, maintain, improve and develop all or any part of the property, land, building or buildings of the Association and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Association may think fit, and, in particular, for shares, debentures or securities of any company purchasing or acquiring any interest in the same.
- (bb) To develop and turn to account any land acquired by the Association or in which it is interested, and in particular by laying out and preparing the same for building purposes, erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, and improving any buildings and by paving, draining, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, builders, owners, tenants and others.
- (cc) To borrow or raise and give security for any moneys required for the purposes of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association both present and future.
- (dd) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined.
- (ee) To raise money by subscription or other lawful means for the purpose of the objects of the Association or any of them.
- (ff) To support and subscribe to any charity or relief or public fund in

Hong Kong or elsewhere and to make donations to such persons or institutions and in such cases as the Association shall think fit Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever by way of profit to its members.

- (gg) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Association, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.
- (hh) To procure the Association to be registered or recognized in any country or place outside Hong Kong.
- (ii) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, and other negotiable or transferable instruments or in connection with all or any objects of the Association.
- (jj) To do all or any of the above things as principal, agent, contractor, trustee, or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
- (kk) To do all such other things as are incidental or conducive to the attainment of all or any of the above objects.

Provided that the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

Provided also that:—

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation or relations between workers and employers or organisations of workers and organisations of employers.
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, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Association 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 if any to the Association provided that the provision last aforesaid shall not apply to any payment to any 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.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up

while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$1.

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 shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which 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 or 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 and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object¹⁴.
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 receipts and expenditure take place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance-sheet ascertained by one or more authorised Auditor or Auditors.

¹⁴ Altered by a special resolution of members passed on 14th day of December 2005.

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

Names, Addresses and Descriptions of Subscribers	
(Sd.)	Jark Pui Lee J.P.Lee (李澤培) Wing Hang Bank Bldg., 9/F. 161 Queen's Road Central Hong Kong Secretary-General
(Sd.)	Fan Yung F.Yung (容荼) 68 Waterloo Road 10th Floor, Flat D Kowloon Director

Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
Solicitor,
HONG KONG

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

Names, Addresses and Descriptions of Subscribers	
(Sd.)	Yves Pascal Dusonchet Y.P. Dusonchet Summit Building, 10th/FI. 30 Man Yue Street Hung Hom Kowloon Managing Director
(Sd.)	Herny Shung Kai Chow Henry S.K. Chow (周崇培) Luen Wai Commercial Bldg. 7/F., 97 Des Voeux Road W. Hong Kong Director

Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
Solicitor,
HONG KONG

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Names, Addresses and Descriptions of Subscribers	
(Sd.)	John Alister Fraser J.A. Fraser HUD Tsing Yi Yard Tsing Yi Island New Territories Manager
(Sd.)	Charles Chiu Shing Hung Charles Hung (熊超誠) Tung Kin Fty. Bldg., G/F. 200 Tsat Tse Mui Road North Point Hong Kong Director

Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
Solicitor,
HONG KONG

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

Names, Addresses and Descriptions of Subscribers	
(Sd.)	Bing Kee Lee B.K.Lee (李秉琦) On Shing Ind. Bldg., 11/F. Flat C, Fo Tan Shatin New Territories Manager
(Sd.)	Kwei Chun Shek K.C. Shek (石貴春) 6 Yuet Yuen Street, G/F. North Point Hong Kong Engineer

Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
Solicitor,
HONG KONG

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

Names, Addresses and Descriptions of Subscribers	
(Sd.)	Chai Wah Yee C.W. Yee (余濟華) Shell House 24-28 Queen's Road Central Hong Kong Engineer
(Sd.)	David Pak Lun Yeung David P.L. Yeung (楊伯倫) 5-11 Thomson Road 6th Floor Hong Kong Managing Director

Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
Solicitor,
HONG KONG

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and
not having any share capital

ARTICLES OF ASSOCIATION

OF

**HONG KONG ASSOCIATION FOR TESTING,
INSPECTION AND CERTIFICATION LIMITED**

香港測檢認證協會有限公司

Preliminary

1. In these regulations:-

“The Ordinance” means the Companies Ordinance, Chapter 32.

“The Association” means the above-named HONG KONG ASSOCIATION FOR TESTING, INSPECTION AND CERTIFICATION LIMITED 香港測檢認證協會有限公司¹⁵

“The General Committee” means the members of the General Committee hereby constituted.

“The Disciplinary Committee” means the members of the Disciplinary Committee hereby constituted.

“Member” means a member of the Association.

Words importing the masculine gender shall include feminine and neuter genders.

¹⁵ Name of Company has been changed to HONG KONG ASSOCIATION FOR TESTING, INSPECTION AND CERTIFICATION LIMITED 香港測檢認證協會有限公司 on 5th day of January 2006.

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

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

Unless the context otherwise requires, expressions defined in force at the date at which these Articles becoming binding on the Association shall have the meaning so defined.

Objects

2. The Association is established for the purposes set out in the Memorandum of Association.

Members

3. For the purposes of registration, the number of members of the Association is declared to be unlimited.
4. The subscribers to the Memorandum of Association and such other organizations or institutions whether incorporated or unincorporated as the General Committee shall admit to membership in accordance with these articles shall be members of the Association.
5. ¹⁶Members shall be of four classes, namely:—
 - (a) Fellow Member
 - (i) an organization conducting and operating testing, calibration, inspection and/or certification and offering industrial support or technical back-up services; or
 - (ii) a non-profit making organization conducting and operating testing, calibration, inspection and/or

¹⁶ Altered by a special resolution of members passed on 18th day of September 1985 and 14th day of December 2005.

- certification and offering industrial support or technical back-up services; or
- (iii) an academic institution conducting and operating testing, calibration, inspection and/or certification and offering industrial support or technical back-up services; or
 - (iv) an accredited professional recognized by the General Committee as qualified for providing any professional services for testing laboratories, calibration laboratories, inspection bodies and/or certification bodies;

shall be eligible to apply for admission and to be admitted as Fellow Members.

(b) Ordinary Member

- (i) an organization having a department or division conducting and operating testing, calibration, inspection and/or certification and offering primarily in-house industrial support or technical back-up services; or
- (ii) an organization recognized by the General Committee as qualified for supporting the promotion and development of standardization, testing, calibration, inspection and/or certification;

shall be eligible to apply for admission and to be admitted as Ordinary Member, subject to the approval of the General Committee.

(c) Associate Member

An individual who have interest in testing, calibration, inspection and/or certification and supports the promotion and development of standardization, testing calibration, inspection and/or certification shall be eligible to apply for admission and to be accepted as an Associate Member, subject to the approval of the General Committee.

(d) Patron or Honorary Member

An organization providing services for and/or supplying merchandise to testing laboratories, calibration laboratories, inspection bodies and/or certification bodies; which sponsors the Association per year in monetary terms shall be eligible to apply for admission and to be accepted as either a Patron or Honorary Member. Patron and Honorary Member shall be treated as one class of Members.

The General Committee may if it thinks fit invite any outstanding organization to be the Patron or Honorary Member of the Association.

6. Each member, being a firm, corporation or association, shall register with the Association as its registered representative two individual persons, who shall hold a responsible post of management level in the organization of such member. Only one of the registered representatives shall be entitled to attend and vote at meetings of the Association and until the Association shall have received prior written notice to the contrary from such member, the priority for such registered representatives to represent such member shall be in accordance with the order in which the names were submitted by such member to the Association for registration.
7. Every application for membership shall be made in writing signed by the candidate and shall be in such form as the General Committee shall from time to time prescribe. Every application for admission shall be considered by the General Committee and may be acceded to or refused at the absolute discretion of the General Committee. An applicant shall not be considered as a member of the Association until the entrance fee and annual subscription shall have been paid.
8. All members of the Association shall enjoy the following privileges and rights:—
 - (1) To participate in all activities held, arranged, organized or

sponsored by the Association either alone or jointly with other local or overseas institution or institutions by payment of such amount and on such date as the General Committee may determine;

- (2) To use all facilities provided by the Association for the general use of its members.
9. (1) All Fellow members of the Association shall have the right to attend, participate in and vote at general meetings of the Association and be elected to the office of a member of the General Committee¹⁷.
 - (2) All Ordinary, Patron or Honorary members and Associate members of the Association shall have the right to attend and participate in general meetings of the Association but without the right to vote, make any formal proposal and/or secondment to any motion therein and be elected to the office of a member of the General Committee or the Disciplinary Committee¹⁸.
10. The rights and privileges of a member shall not be transferable or transmissible.

Entrance Fee and Subscription

11. The entrance fee and subscription fees payable by all members of the Association shall be determined by a resolution passed at the General Committee¹⁹.
12. If any member shall fail to pay the annual subscription after the same shall have become due and shall remain unpaid for one month after falling due, he shall be considered as having resigned from being a member of the Association and that his membership shall then cease.

¹⁷ Altered by a special resolution of members passed on 14th day of December 2005.

¹⁸ Altered by a special resolution of members passed on 14th day of December 2005.

¹⁹ Altered by a special resolution of members passed on 14th day of December 2005.

13. If any member shall fail to pay his annual subscription resulting in disqualification of his membership, and if he shall later pay all arrears of subscriptions due, his membership shall subject to the General Committee's approval and consent be restored without further payment of the entrance fee.
14. When a member ceases to be a member of the Association either by resignation or disqualification the Association shall not be liable to return any entrance fee or annual subscription paid by such member before he ceases to be a member.
15. A member shall cease to be a member:—
 - (1) If he resigns by one month's notice in writing given to the General Committee, such resignation to take effect as at the expiration of such notice or on such earlier date as the General Committee may determine.
 - (2) If he be requested by an ordinary resolution of the Association or by resolution of the General Committee to resign his membership.

Expulsion of Members

16. If any member shall violate any of the provisions of the Memorandum or Articles or bye-laws of the Association or if his conduct is in breach of the Association's code of professional conduct or such as is likely to be injurious to the interests of the Association, the General Committee may by resolution expel such member from the Association and may remove him from any office held by him in the Association and may call on such member to change its representative, provided that at least 7 days before the meeting at which such resolution is passed he shall have had notice thereof, and of the intended resolution for his expulsion, and that such member shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence he may think fit. A member expelled under this Article shall forfeit all rights in any claim upon the Association and shall have no right upon the Association and shall have no claim on the property of the Association.

General Meetings

17. The first general meeting of the Association shall be held at such time not being less than one month nor more than three months from the incorporation of the Association and at such place as the General Committee may determine.
18. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Association in general meeting, or, in default, at such time in the third month following that in which the anniversary of the Association's incorporation occurs, and at such place as the General Committee shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by 1/5 of the members and not less than 5 members entitled to vote in the same manner as nearly as possible as that in which meetings are to be convened by the General Committee.
19. The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.
20. The General Committee 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 requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the General Committee capable of acting to form a quorum, any members of the General Committee or 1/5 of the members and not less than 5 members entitled to vote may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the General Committee.

Notice of General Meetings

21. Subject to the provisions of section 116 (2) of the Ordinance

relating to special resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association; but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

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. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the General Committee and auditors, the election of the members of the General Committee, the fixing of the remuneration of the auditors, and the appointment of solicitors and legal advisors of the Association.
24. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided. 1/5 of the members and not less than 5 members entitled to vote personally present or by proxy shall be a quorum.
25. 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, and if at the adjourned meeting a quorum is

not present within half an hour from the time appointed for the meeting the members entitled to vote present shall be a quorum.

26. The chairman of the General Committee shall preside as chairman at every general meeting of the Association.
27. If at any meeting the chairman is not present, the vice-chairman shall take the chair in his place, and if the chairman and the vice-chairman shall not be present within fifteen minutes after the time appointed for holding the meeting or are unwilling to act as chairman, the members present shall choose some one of their number to be chairman.
28. 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 ten 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.
29. At any general meeting a resolution put to the vote of the meeting shall be decided by poll.
30. A poll 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 held.
31. In the case of an equality of votes whether by way of poll, show of hands or by ballot, the chairman of the meeting shall be entitled to a second or casting vote²⁰.

²⁰ Altered by a special resolution of members passed on 10th day of October 2002.

Votes of Members

32. Every Fellow member shall have one vote²¹.
33. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
34. On a poll votes may be given either personally or by proxy.
35. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing.
36. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
37. An instrument appointing a proxy may be in the following form, or any other form which the General Committee shall approve²²—

HONG KONG ASSOCIATION FOR TESTING, INSPECTION AND CERTIFICATION LIMITED

香港測檢認證協會有限公司

“I _____, the registered representative of _____ being Fellow member of Hong Kong Association for Testing, Inspection and Certification Limited, hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the [ordinary or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of _____

²¹ Altered by a special resolution of members passed on 14th day of December 2005.

²² Altered by a special resolution of members passed on 14th day of December 2005.

and at any adjournment thereof.”

Signed this day of

General Committee

38. Subject to Article 44A of these Articles of Association, the Association shall have a General Committee consisting of not less than 5 members and not more than 11 who shall be elected by the Association in accordance with Articles 41 and 41A of these Articles of Association²³.
39. A member elected as a member of the General Committee shall hold the post by its registered representative whose name appears first in the list of representatives submitted by such member with the Association for registration.
40. The Association may from time to time in general meeting increase or reduce the number of the members of the General Committee.
41. The first members of the General Committee shall be nominated by the subscribers to the Memorandum and these Articles and any other members.
- 41A. Subject to Article 44A, the election of members of the General Committee shall be by ballot and shall take place in the following manner²⁴:-
 - (a) No person shall be appointed or reappointed a General Committee member at any general meeting unless:-
 - (i) a member is recommended by a resolution passed by the General Committee members; or
 - (ii) not less than thirty-five clear days before the date

²³ Altered by special resolutions of members passed on 8th day of January 1997, 10th day of October 2002 and 14th day of December 2005.

²⁴ Added by a special resolution of members passed on 10th day of October 2002 and 14th day of December 2005.

appointed for the meeting a notice executed by not less than five(5) Fellow Members has been given to the secretary of the intention to propose that member for appointment or reappointment as a General Committee member, stating the particulars which would, if it was so appointed or reappointed, be required to be included in the Association's register of General Committee member, together with notice executed by that person of his willingness to be appointed or reappointed.

Any Fellow Member can propose not more than one candidate from each sector which is specified and approved by the members in a general meeting. If more than one candidate from one single sector is proposed by any member, the proposal of such member, in relation to the candidates who fall within the same sector, will be invalid and shall not be taken into account when the number of proposers are counted²⁵.

- (b) The Secretary of the Association shall, not less than 21 days prior to the Annual General Meeting, cause to be sent to each Fellow member, who is eligible to vote, a ballot paper, in such form as the General Committee may prescribe. Such ballot paper shall contain:
 - (i) a statement as to the number of vacancies to be filled and the names of the candidates for election to the General Committee;
 - (ii) the time and date for return of the ballot (the "Deadline"); and
 - (iii) the date of the opening of the result of the ballot (the "Announcement Date").
- (c) A Fellow²⁶ Member (as the case may be), who wishes to vote for the election of members of the General Committee, shall mark his vote in the manner as indicated in the ballot

²⁵ Added by a special resolution of members passed on 14th day of December 2005.

²⁶ Altered by a special resolution of members passed on 14th day of December 2005.

paper. Such member shall return the completed ballot paper by post to the Association at the place, as appointed by the General Committee, and before the Deadline. No member shall indicate more names than there are vacancies to be filled or the number of nominated candidates and in the event that any member shall do so his ballot paper shall be invalid. A statement signed by the Secretary of the Association to the effect that a duly completed ballot paper sent under these provisions has been received by the Secretary of the Association in due time shall be conclusive evidence of such receipt.

- (d) On the Announcement Date, the ballot papers submitted in accordance with paragraph (b) above shall be counted and checked by Honorary Auditor and Honorary Legal Advisor (collectively refer as the “Scrutineers”). The Scrutineers shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall notify as soon as possible the same to the Chairman of the General Committee. The successful candidates shall be those with the highest number of votes. In the case of an equality of votes between the candidates in respect of the last remaining vacancy or vacancies, then, as between those candidates, the successful candidates shall be determined by lot drawn by the Chairman of the General Committee. The successful candidates shall hold office with effect immediately after the conclusion of the Annual General Meeting.
- (e) Before the Annual General Meeting, the elected members of the General Committee shall elect amongst themselves one Chairman and one Vice-Chairman. The newly appointed Chairman and Vice-Chairman who shall take the office of the Chairman and the Vice-Chairman of the General Committee with effect immediately after the conclusion of the Annual General Meeting.
- (f) At the Annual General Meeting, the Chairman of the meeting shall announce the result of the election of the

Chairman, Vice-Chairman and members of the General Committee.

41B. The General Committee shall consist of eleven members which may be representative from any of the following sectors:

- (a) Inspection companies
- (b) Clinical / medical laboratories
- (c) System certification bodies
- (d) Product certification bodies
- (e) Building materials testing commercial laboratories
- (f) Consumer product commercial laboratories
- (g) Environmental commercial laboratories
- (h) Calibration laboratories
- (i) Institutional laboratories
- (j) Academic testing / research facilities

Notwithstanding the aforesaid, the General Committee shall not consist of more than three members from any one of the sectors and the total number of members representing all the sectors shall not be more than eleven (11). For the purpose of election and/or appointment of members if there is any dispute concerning whether any member is a candidate “from” any sectors, the dispute shall be referred to the General Committee for the determination and the determination of the General Committee shall be final and conclusive²⁷.

42. The term of office of members of the General Committee shall be for 2 years²⁸ commencing from the conclusion of the respective Annual General Meeting²⁹. Subject to Article 45 hereof, retiring members of the General Committee are eligible for re-election.

43. [deleted]³⁰

²⁷ Added by a special resolution of members passed on 14th day of December 2005.

²⁸ Altered by a special resolution of members passed on 14th day of December 2005.

²⁹ Altered by a special resolution of members passed on 10th day of October 2002.

³⁰ Deleted by a special resolution of members passed on 10th day of October 2002.

44. No person shall be eligible to become a Chairman unless he has been in office as a member of the General Committee for at least one term prior to election, save and except the Chairman for the first year from the date of incorporation of the Association. No person shall hold the office of Chairman or the Vice-Chairman for more than 3³¹ consecutive terms.
- 44A. Notwithstanding the provision of Article 38 of these Articles of Association, a person, who has held the office of Chairman, shall ipso facto become a member of the General Committee. The term of office of such member of the General Committee shall continue until the next annual general meeting of the Association to be held after the date of appointment (at which he shall be eligible for re-election)³².
45. If the post of Chairman of the General Committee shall be vacant during the term of office, the Vice-Chairman shall become the Chairman of the General Committee. The organization the representative of which has been elected Chairman or Vice-Chairman cannot change its representative, and if it happens, the Vice-Chairman will assume Chairmanship, and for the Vice-Chairman another should be elected among members of the General Committee.
46. There shall also be 2 “reserve members” who have the most votes apart from the elected members. Unless and until appointed to fill a vacancy as hereinafter provided, no reserve member shall be entitled to attend at the meeting of the General Committee. In case of any vacancy occurring in the General Committee such vacancy shall be filled by the reserve members who shall be subject to retirement at the same time as if he had become a member of the General Committee on the day on which the member of the General Committee in whose place he is appointed was last elected as such member.
- 46A. In case a member of the General Committee from any of the

³¹ Altered by a special resolution of members passed on 8th day of January 1997.

³² Added by a special resolution of members passed on 8th day of January 1997 and 14th day of December 2005.

sectors as referred to in Article 41B ceased to act, the members of the General Committee may appoint any person, who is a Fellow Member of the Association, to fill a vacancy³³.

47. The continuing members of the General Committee may act in emergencies or for the purpose of filling vacancies, notwithstanding any vacancy in their body.
48. The management of the affairs of the Association shall be vested in the General Committee which, in addition to the powers and authorities and discretion by these Articles or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by Ordinance expressly directed or required to be exercised or done by the Association in general meeting, but subject nevertheless to the Provisions of the Ordinance, or of these Articles, and to any regulations from time to time made by the Association in general meeting not being inconsistent with such provisions or these Articles; but no regulation so made shall invalidate any prior act of the General Committee which would have been valid if such regulation had not been made.
49. The General Committee shall hold a meeting at least once every 3 months³⁴.
50. One-third of the members of the General Committee shall be a quorum of the meeting of the General Committee.
51. The General Committee may delegate any of its powers to sub-committee of such members of the Association as it shall think fit, and may, from time to time, revoke such delegation or revoke the appointment of any sub-committee or any member thereof. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the General Committee.

³³ Added by a special resolution of members passed on 14th day of December 2005.

³⁴ Altered by a special resolution of members passed on 18th day of September 1985 and 19th day of October 1990.

52. Except as herein otherwise provided, the General Committee may arrange its meetings for the despatch of business and may adjourn and otherwise regulate its meetings and proceedings as it may think fit.
53. Questions arising at any meeting of the General Committee shall be decided by a majority of votes, and in the case of an equality of votes, the chairman shall have a second or casting vote.

Advisers

54. The General Committee may invite and appoint representatives from the government and the Hong Kong Consumer Council as advisers. The Advisers shall be entitled to attend at and advise the meetings of the General Committee but they shall not have the power to vote thereat.

Minutes

55. The General Committee shall cause minutes to be duly entered in the books provided for the purpose:—
 - (a) of all appointments of officers.
 - (b) of the names of the members present at each meeting of the General Committee.
 - (c) of orders made by the General Committee.
 - (d) of all resolutions and proceedings of general meetings and of meetings of the General Committee.

Disciplinary Committee

56. The General Committee shall elect amongst its members 4 persons as the members of the Disciplinary Committee.
57. The Vice-Chairman of the Association shall ipso facto be the Chairman of the Disciplinary Committee.
58. The responsibility of the Disciplinary Committee shall be to investigate and consider disputes between members of the

Association or between members and their clients or between members and other persons and organizations regarding the quality and reliability of the services rendered by the members, as these are brought to the attention of the Association.

59. The authority of the Disciplinary Committee shall be:—
- (a) To make recommendations to the General Committee in the maintenance of standard of service of members.
 - (b) To mediate and to settle complaints against a member of the Association apart from any dispute where legal action is contemplated and where suspension or expulsion of membership shall be involved.
 - (c) To appoint a panel of arbitrators consisting of 3 persons of whom at least one shall be a member of the Disciplinary Committee for the settlement of disputes where legal action is contemplated against a member of the Association.
 - (d) To consider the award decided upon by the panel of arbitrators and to make recommendation to the General Committee thereof.
60. Three members of the Disciplinary Committee shall be a quorum of the meeting of the Disciplinary Committee.
61. If a member of the Disciplinary Committee is involved in a dispute under investigation, the member should be refrained from deliberations of the Committee for the settlement of the particular dispute.

Disqualification of Members of the Committees

62. The office of a member of the General Committee or Disciplinary Committee shall ipso facto be vacated:—
- (a) If he becomes bankrupt or is wound up or suspends payment or compounds with his creditors.
 - (b) If he ceases to be a member of the Association.
 - (c) If by notice in writing to the Association he resigns his office.

- (d) If he is removed by an extraordinary resolution of a general meeting of the members of the Association.

Seals, Cheques etc.

- 63. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the General Committee and in the presence of two members of the General Committee who shall sign every instrument to which the Seal of the Association is so affixed in their presence.
- 64. All cheques, drafts or orders for payment shall be signed by two members of the General Committee or by such other person or persons as shall be determined by the General Committee.

Accounts

- 65. The General Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Association.
- 66. The books of account shall be kept at the registered office of the Association or at such other place or places as the General Committee may think fit, and shall always be open to the inspection of the members of the General Committee.
- 67. The General Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being General Committee members and no member (not being member of the General Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the General Committee or by the Association in general meeting.
- 68. The General Committee shall from time to time in accordance

with Section 122 of the Ordinance cause to be prepared and to be placed before the Association in general meeting a duly audited profit and loss account and balance sheets made up to the 31st day of December in each year and signed by two members of the General Committee and the reports as are referred to in that section.

69. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association 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 Association.

Audit

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

Notices

71. Unless otherwise required by the provisions of the Companies Ordinance, all books and documents kept by the Association and all notices given by the Association may either be in the English language or in Chinese language.
72. A notice may be given by the Association 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 within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him.
73. 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 twenty-four hours after the letter containing the same was posted.

74. A member who has no registered address within Hong Kong and has supplied to the Association an address within Hong Kong for the giving of notices to him, shall be deemed to have received any notice which shall have been displayed at the Association and shall have remained there for the space of twenty-four hours, and such notice shall be deemed to have been received by such member at the expiration of twenty-four hours from the time when it shall have been so first displayed.

Indemnity

75. Every member of the General Committee or other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the General Committee members out of the funds of the Association to pay all costs, losses and expenses which any such member of the General Committee, officer or servant may incur, or become liable for by reason of any contract entered into, or act or deed done by him as such member of the Association officer or servant, or in any way in the discharge of his duties, and the amount for which indemnity is provided, shall immediately attach as a lien on the property of the Association and have priority as between the members over all other claims.

Winding-up

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

Names, Addresses and Descriptions of Subscribers

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Secretary-General

(Sd.) Fan Yung
F.Yung (容荼)
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10th Floor, Flat D
Kowloon
Director

Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
Solicitor,
HONG KONG

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Dated the 27th day of May, 1981.

WITNESS to the above signatures:

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Dated the 27th day of May, 1981.

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Dated the 27th day of May, 1981.

WITNESS to the above signatures:

(Sd.) GALLANT Y.T. HO
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