

ARTICLES OF ASSOCIATION

OF

**Asia Pacific Association of Technology and Society
Company Limited**

亞太科技與社會協會有限公司

Incorporated the 6th day of October, 2014.

HONG KONG

No. 2152277

(COPY)

COMPANIES REGISTRY

CERTIFICATE OF INCORPORATION

— *** —

I hereby certify that

**Asia Pacific Association of Technology and Society
Company Limited**

亞太科技與社會協會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance
(Chapter 622 of the Laws of Hong Kong), and that this company is
a limited company.

Issued on 6 October 2014.

(Sd.) Ms Ada L L CHUNG

.....
Ms Ada L L CHUNG

Registrar of Companies

Hong Kong Special Administrative Region

Note:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

**Asia Pacific Association of Technology and Society
Company Limited**

亞太科技與社會協會有限公司

PART A Mandatory Articles

1. Company Name

The name of the Company (herein after called "the Association") is

Asia Pacific Association of Technology and Society Company Limited
亞太科技與社會協會有限公司.

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

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 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Member	Individual Ordinary
Amount to be contributed by each of the members in this class	HKD10
Class of Member	Associate
Amount to be contributed by each of the members in this class	HK\$1

4. Objectives

The objects for which the Association is established are:

(a)

- (i) To promote the understanding in issues between modern technologies and society in communities,

school, institutions and society at large.

(ii) To generate public awareness and share knowledge of the latest development in modern technologies that affects the society at large.

(iii) To facilitate and share collaboration among academic institutions, research institutes or associations, schools, NGOs, public organizations both local and overseas and the society at large in understanding the effects of modern technologies to society.

(iv) To undertake academic research on those issues that relates and or affects between modern technologies and society to facilitate learning and better understanding on these complex issues in society at large.

(b) General to do all lawful things and acts which in the judgment of the Association are necessary, proper and advantageous to promote its complete and successful administration and are incidental or conducive to the attainment of these objects.

(c) For the purpose of the Association to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments.

(d) To undertake and execute any trust, the undertaking whereof is necessary for the purposes of the Association.

(e) In furtherance of the objects but not otherwise, to adopt such means of making known the objects of the Association as may seem expedient and, in particular, by advertising in the press, by circulars and journals, or by publication of books, journals and periodicals.

(f) In furtherance of the objects but not otherwise, to take such steps by personal or written appeals, public meetings, or otherwise, as many from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association by way of donations, annual subscriptions or otherwise.

(g) In furtherance of the objects but not otherwise, to apply for any grant to further the objects of the Association on such conditions as the Director of the Association deem appropriate or expedient.

5. The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in Clause 4 of the Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever to the member of the Association. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration or salary to any employee or employees, servant or servants or to any member of the Association or to any other persons in return for services actually rendered to the Association. Provided always that no director or member of the governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fee, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any director or member of the governing body of the Association except repayment of out-of-pocket expense.

6. If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 above, 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 court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in regard to charitable funds, and if so far as effect cannot be given to aforesaid provisions, then to some charitable object.

PART B Other Articles

INTERPRETATION

1. In these Articles:-

“Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and includes every other ordinance incorporated therewith or substituted therefor; and in the case of any such substitution the references in these Articles to the provisions of the Ordinance shall be read as references to the provision substituted therefor in the new ordinance.

“Association” means the Association registered as “Asia Pacific Association of Technology and Society Company Limited 亞太科技與社會協會有限公司”.

“Individual Ordinary Members” means such Members with the right to attend and vote at general meetings and as more specifically defined in these Article, and “Individual Ordinary Member” means any of them.

“Members” means the persons admitted to membership of the Association in accordance with these Articles and whose name appears on the Register of Members for the time being and, where the context requires, shall include the Individual Ordinary Members and the Associate Members, and “Member” means any of them.

“Seal” means the Common Seal of the Association.

“Secretary” means any person appointed to perform the duties of the secretary of the Association.

“Board of Directors” means the Board elected pursuant to Article 35 of these Articles.

“Board Member” means a member of the Board of Directors of the Association.

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

“These presents” means these Articles of Association and the regulations of the Association from time to time in force.

“Office” means the registered office of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be constructed as including references to printing, lithography photography and other modes of representing or reproducing words in a visible form.

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

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Articles and the regulations of the Association from time to time in force.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered is 8,000 but the Board of Directors may from time to time register an increase.
3. The Founder Members of the Association and such other persons as the Board of Directors shall admit to membership shall be members of the Association.
4. There shall be two classes of members:-
 - (a) Individual Ordinary Members who shall be entitled to receive notice of, attend and vote at all general meetings; and
 - (b) Associate Members shall not be entitled to vote at any general meetings but shall be entitled to receive notice of, attend and speak at such meetings.
5. A person may become a member of the Association only if -
 - (a) That person has completed an application for membership in a form approved by the directors; and
 - (b) The directors have approved the application.
6. Membership may be terminated if -
 - (a) A member may withdraw from membership of the association by giving 7 days' notice to the Association in writing.
 - (b) Membership is not transferable.
 - (c) A person's membership terminates when that person dies or ceases to exist.
 - (d) In the event that the member shall be called upon by the Board of Directors to resign by reason of any conduct which is in the opinion of the Board of Directors injurious to the character or interests of the Association provided that such member shall be entitled to appear before a meeting of the Board of Directors convened for the purpose to explain the conduct in question. The Board of Directors shall in all cases reconsider its determination under this paragraph (d) upon being requested to do so by notice in writing signed by any two members of the Association. In the event that the Board of Directors shall upon such reconsideration confirm its previous determination, the member being called upon to resign shall be entitled to appeal to the Association in General Meeting by notice of appeal to the Board of Directors deposited at the office or headquarter for the time being of the Association within 14 days from the date of the reconsidered determination by the Board of Directors. The Board of Directors shall thereupon at the expense of the Association forthwith proceed to convene an Extraordinary General Meeting is held within 6 weeks from the date of the notice of appeal being deposited the aggrieved member may convene an Extraordinary General Meeting for the purpose himself. The aggrieved member and one representative of

the Board of Directors shall be entitled to make submissions at the Extraordinary General Meeting convened for this purpose and the aggrieved member shall forthwith resign if called upon to do so by ordinary resolution of the members at the meeting which resolution shall be final and binding on the Association.

7. Any person whether residing in Hong Kong or elsewhere may apply to become a member subject to the approval of the Board of Directors which shall have an absolute discretion to veto any application for membership without being required to give any reason therefor.

GENERAL MEETINGS

8. Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

11. 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 least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given; and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of the business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association entitled to receive such notices from the Association.
12. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed :-
 - (a) in the case of a meeting called as an Annual General Meeting, by all the members entitled to attend and vote thereat; 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 if the voting rights at the meeting of all the members.
13. Service of notice to a member shall be deemed sufficiently given by sending an email to the last known email address of such member and to have been effected at the expiration of 2 days after the email containing such notice was posted.

14. 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 AT GENERAL MEETINGS

15. Discussion at an Extraordinary General Meeting shall be confined to the business for which the meeting has been convened.
16. The quorum for any General Meeting of the Association shall not be less than two members of the Association present in person or by telephone or by proxy or (in case of corporate or institutional member only) by duly authorized representative. Any member may participate in a General Meeting of the Association by means of a telephone or other audio communications equipment whereby all persons participation can hear each other. The person or persons participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting.
17. All business shall be deemed special that is transacted at an Extraordinary General Meeting except otherwise specified in these Articles.
18. 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, but in any other case it shall stand adjourned such other day, time and place as the Board of Directors may by notice to the members appoint. If at such adjourned meeting a quorum is not present any three members present shall be a quorum, and may transact the business for which the meeting was called.
19. The Chairman, if any, of the Board of Directors or in his absence the Vice-Chairman shall preside as Chairman at every General Meeting of the Association, or if there is no such Chairman or Vice-Chairman or if he shall not be present within 15 minutes after the time appointed for the holding the meeting or is unwilling to act, the Board Members present shall elect one of their number to be chairman of the meeting.
20. Individual ordinary members shall, save as herein otherwise provided, vote in person at all meetings of the Association and by a duly authorized representative of such member.
21. At any General Meeting, a resolution put to the vote of the meeting being an ordinary resolution, shall be carried on a show of hands by a majority in favour of the votes of those members present and eligible to vote, and, being a special resolution, shall be carried on a show of hands by not less than 75 percent in favour of the votes of those member present and eligible to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy, and entitled to vote and, unless a poll is so demanded, a declaration by the Chairman of the Meeting that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner, as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the

poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting, at which the show of hands takes place or at which the poll is demanded, shall, in the case of a resolution proposed as an ordinary resolution, be entitled to a second or casting vote.
24. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which poll has been demanded may be proceeded with pending the taking of the poll.
25. A resolution in writing signed by all of the members and annexed or attached to the General Meetings' minute book shall be as valid and effective as a resolution passed at a meeting duly convened. The signature of any member may be given by his attorney or proxy. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more members.

VOTES OF MEMBERS

26. Only Individual Ordinary Members are entitled to vote and each member is entitled to one vote.
27. No member shall be entitled to vote at any General Meeting unless all monies presently payable by the member to the Association have been paid.
28. On a poll, votes may be given either personally or by proxy.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the seal or under the hand of an officer or attorney so authorized. A proxy need not be a member of the Association.
30. The instrument appointing a proxy shall be deposited at the office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
31. An instrument appointing a proxy may be in the following form, or any other form which the Board of Directors shall approve:-

“Asia Pacific Association of Technology and Society Company Limited 亞太科技與社會協會有限公司”
“I/We, _____ of _____ being a member/members of Asia Pacific Association of Technology and Society Company Limited 亞太科技與社會協會有限公司 hereby appoint _____ of _____, or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of, the Association to be held on the day of _____ 20 _____ and at any adjournment thereof.

Signed this _____ day of _____ 20 _____.”

32. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or any other form which the Board of Directors shall approve:-

“Asia Pacific Association of Technology and Society Company Limited 亞太科技與社會協會有限公司”
"I/We, _____ of _____ being a member/members of “Asia Pacific Association of Technology and Society Company Limited 亞太科技與社會協會有限公司”, hereby appoint _____ of _____, or failing him, _____ of _____ as my/ our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the _____ day of _____ 20_____ and at any adjournment thereof.

This form is to be used * in favour of / against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

*Strike out whichever is not desired."

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity, or revocation as aforesaid shall have been received by the Association at the Office before the commencement of the meeting or adjourned meeting at which the proxy used.

BOARD OF DIRECTORS

35. The management of the Association and of the funds and property belonging to the Association or under its control shall be vested in a Board of Directors. The Board of Directors shall consist of not less than 2 directors.
36. The first members of the Board of Directors shall be nominated in writing by the Founder Members of the Association.
37. The Board of Directors shall have power at any time and from time to time, to appoint any person to fill a causal vacancy on the Board of Directors or appoint a director as an addition to the existing directors. Any Director so appointed shall hold office for not less than 3 years, and shall then be eligible for re-election at Annual General Meeting.
38. Retiring members of the Board of Directors shall be eligible for re-election at Annual General Meeting.
39. A person ceases to be a director if the person-
- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
 - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

- (c) becomes a mentally incapacitated person;
 - (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
 - (e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
 - (f) is removed from the office of director by an ordinary resolution of the Association.
40. No salary or remuneration of any kind shall be paid to any director or member of the governing body of the Association.
41. The Association may pay with the approval of the Board any travelling, accommodation and other expenses properly incurred by directors in connection with-
- (a) their attendance at-
 - (i) meetings of directors or board of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Association; or
 - (b) the exercise of their powers and the discharge of their responsibilities in relation to the Association.
42. The Board of Directors may exercise all such powers and do all such acts and things as the Association is, by these Articles or by any Ordinance incorporating or governing the Association or otherwise, authorized to exercise or to do and which are not hereby or by and such Ordinance directed or required to be exercised or done by the Association in General Meeting, but subject, nevertheless, to the provisions of any such Ordinance and of these Articles, and to any regulation or regulations approved or adopted by the Association in General Meeting, provided that no such regulation or regulations shall invalidate any prior act of the Board of Directors which would have been valid if such regulations had not been made.

PROCEEDINGS OF THE BOARD OF DIRECTORS

43. The Board of Directors may meet and regulate its business as it thinks fit, provided, however, that the Board of Directors shall meet not less than once in each year. Any Board of Directors member may participate in a meeting of the Board by means of a telephone or other audio communications equipment whereby all persons participating can hear each other. The person or persons participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present at such meeting.
44. The quorum for meetings of the Board of Directors shall be two.
45. The Board may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Board Members present may choose one of their number to be

Chairman of the meeting.

46. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
47. A resolution in writing signed by all of the members of the Board of Directors and annexed or attached to the minute book shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more members.

SECRETARY

48. The Secretary shall be appointed by the Board of Directors for such time, at such remuneration upon conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

THE SEAL

49. The Board of Directors shall provide for the safe custody of the Seal of the Association and the Seal shall not be affixed to any instrument except by authority of a resolution of the Board of Directors. Every instrument to which the Seal is affixed shall be signed by any two Directors.

ACCOUNTS

50. The Board of Directors shall cause proper books of accounts to be kept with respect to:-
 - (a) all sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) all assets and liabilities of the Association.
51. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.
52. The books of accounts shall be kept at the office or headquarters for the time being of the Association or subject to Section 373 of the Ordinance, at such other place or places as the Board of Directors shall from time to time think fit.
53. In each year the Board of Directors shall cause to be drawn up an Annual Report and a Statement of Accounts to be laid before the Annual General Meeting for that year. For such purpose the accounts of the Association shall be audited annually.
54. The Board of Directors 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 and no member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board of Directors or by the Association in General Meeting.

55. At the Annual General Meeting in each year, the Board shall in accordance with Section 429 and 383, 388 to 391 of the Ordinance lay before the Association a proper Income and Expenditure Accounts for the period since the last preceding Account together with a proper balance sheet made up at the same day. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and of the Auditors, and copies of such Account, balance sheet and report (all of which shall comply with any statutory requirement for the time being in force) and of any documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereunder directed to be served. The Auditors' report shall be open to inspection and shall be read before the meeting.

AUDITORS

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

INDEMNITY

57. Subject to the provisions of Section 468 of the Ordinance, if any prosecution, action or suit at law be commenced against any member or members of the Board of Directors or any officer for the time being, of the Association for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be indemnified by the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action of suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Board of Directors from time to time, provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.