

Reprinted

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HONG KONG MEDIATION CENTRE LIMITED

香港和解中心有限公司

Incorporated the 28th day of December, 2001.

Hong Kong

(As amended by Special Resolution passed on 6th January, 2003, 15th October, 2007,
18th October, 2010, 1st November, 2013 and 10th November, 2018)

Company No. 780674

THE COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

HONG KONG MEDIATION CENTRE LIMITED
香港和解中心有限公司

Passed on the 10th day of November, 2018

At an Annual General Meeting of HONG KONG MEDIATION CENTRE LIMITED 香港和解中心有限公司 duly convened and held at 21/F., Success Commercial Building, 245-251 Hennessy Road, Wan Chai, Hong Kong on 10th November 2018 the following resolution was duly passed as a Special Resolution :-

That Article 53 of the Articles of Association of the Company be altered as follows :-

“No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business continue to be present until the conclusion of the meeting. Save as herein otherwise provided not less than twenty (20) in number of Voting Mediator Members who are entitled to attend and vote at general meeting and to receive notices thereof personally present at and throughout the meeting shall constitute a quorum. The President shall preside all general meetings.”

(Sd.) Law Wai Hung 羅偉雄

Law Wai Hung 羅偉雄
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
HONG KONG MEDIATION CENTRE LIMITED
香港和解中心有限公司

At an Annual General Meeting of HONG KONG MEDIATION CENTRE LIMITED duly convened and held at the Classroom 5, Room 408-409, Fortress Tower, 250 King's Road, North Point, Hong Kong on 1 November 2013 the following resolutions were duly passed as Special Resolutions:-

- (1) That Article 3(o) of the Memorandum of Association be deleted and replaced by the following:-

Article 3(o)

“As a Founder Member of the Hong Kong Mediation Accreditation Association Limited (HKMAAL), to consider, study and make recommendations (if any) to the HKMAAL.”

- (2) That Article 3(p) of the Memorandum of Association be added immediately after Article 3(o) by the following:-

Article 3(p)

“To do all such other lawful thing as may be deemed by the Council to be incidental or conducive to the attainment of all or any of the above objects.”

- (3) That Article 11, Article 22(c), Article 36, Article 42 and Article 53 of the Articles of Association be deleted and replaced by the following:-

Article 11

“Council members other than ex-officio Council Members shall be elected by Voting Mediator Members in a General Meeting. Should a vacancy occurs, the Council may nominate and invite any Voting Mediator Member to be a Council Member to fill in the vacancy until the next General Meeting.”

Article 22(c)

“The Council Members (other than Permanent Founder Member and the Secretary General) to retire in every year shall be those who have been longest in office since their last election, but as between those who became Council Members on the same day those to retire shall be agreed among themselves and if no agreement can be reached shall be determined by lots.”

Article 36

“In case of equality of votes, the President of the meeting shall have a casting vote.”

Article 42

“A resolution in writing signed by more than half of Council Members from time to time holding office as Council Members shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted.”

Article 53

“No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business continue to be present until the conclusion of the meeting. Save as herein otherwise provided not less than thirty (30) in number of Voting Mediator Members who are entitled to attend and vote at general meeting and to receive notices thereof personally present at and throughout the meeting shall constitute a quorum. The President shall preside all general meetings”.

- (4) That Article 45(g) of the Articles of Association be added immediately after Article 45(f) by the following:-

Article 45(g)

“if he absents himself from 3 or more consecutive meetings of the Council without the consent of the Council and with a resolution passed by at least two-third of the total number of the Council Members excluding Permanent Founder Members, providing that this regulation is not applied to Council Members who are Permanent Founder Members and the Secretary General.”

(Sd.) CHAN Man Shing 陳萬成

CHAN Man Shing 陳萬成
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
HONG KONG MEDIATION CENTRE LIMITED
香港和解中心有限公司

At an Extraordinary General Meeting of HONG KONG MEDIATION CENTRE LIMITED duly convened and held at the registered office on 18 October 2010 the following resolutions were duly passed as Special Resolutions: -

- (1) That Article 17 of the Articles of Association be deleted and replaced by the following: -

Article 17

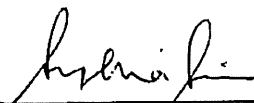
- (a) "Every person shall, as a condition precedent to being admitted to membership of the Centre, pay an Admission Fee and an Annual Membership Fee for each year following the year of admission to membership";
- (b) "Unless otherwise decided by Council, the term of the membership shall be for one year starting from 1st of January of each year which term can be renewed at the 1st of January of next calendar year upon payment of the requisite Membership Fee(s)";

- (2) That Article 18 of the Articles of Association be deleted and replaced by the following: -

Article 18

"The Annual Membership Fees for each calendar year shall be due and payable by each Member before the due date or as decided by the Council from time to time."

- (3) The amendments of Memorandum of Association is to replace "The Management Board" by "The Council".



SIU Wing Yee, Sylvia 蕭詠儀

Chairman

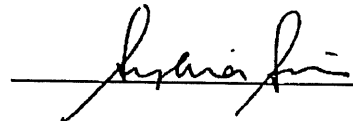
HONG KONG MEDIATION CENTRE LIMITED (THE "COMPANY")

**CERTIFIED TRUE EXTRACT OF WRITTEN RESOLUTION OF
ALL THE MEMBERS OF THE COMPANY PASSED ON 15TH OCTOBER 2007**

AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY

IT WAS RESOLVED THAT the Articles of Association of the Company be amended in the form as attached and that the amended Articles of Association shall take effect upon the passing of the resolution.

Certified True Extract

A handwritten signature in black ink, appearing to read 'Sylvia W.Y. Siu', is written over a horizontal line.

Sylvia W.Y. Siu
Permanent Founder Member and
Board Member of the Management
Board of the Company

Created On: 15th October 2007

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG MEDIATION CENTRE LIMITED

Passed on the 6th day of January 2003

By a written resolution of all the members of the Company in accordance with Section 116B of the Companies Ordinance dated the 6th day of January 2003, the following resolutions were passed as Special Resolutions:-

"1. THAT the Memorandum of Association of the Company be and are hereby amended in the following manner, namely:-

- Clause 3(c) The words "and the legislature" be deleted.
- Clause 3(d) The whole paragraph be deleted.
- Clause 3(e) The existing clause be renumbered as Clause 3(d) and the words "members' knowledge" be replaced by "public's awareness".
- Clause 3(f) The existing clause be renumbered as Clause 3(e) and that the words "or in any way beneficial to the Centre and to its members" be deleted.
- Clause 3(g) The whole paragraph be deleted.
- Clause 3(h) to Clause 3(m) be renumbered as Clause 3(f) to Clause 3(k) respectively.
- Clause 3(n) The existing clause be renumbered as Clause 3(l) and the word "To" in line 1 be replaced by "For the purposes of the Centre, to".
- Clause 3(o) and Clause 3(p) be renumbered as Clause 3(m) and Clause 3(n) respectively.
- Clause 3(q) The existing clause be renumbered as Clause 3(o) and the word "lawful" be inserted before the word "things" in line 1.

The following paragraph after proviso (ii) of Clause 3 on page 3 be deleted:

“AND IT IS HEREBY DECLARED that each object specified in each paragraph of this Clause shall unless therein provided to the contrary be regarded as an independent object and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph and shall be capable of being pursued as an independent object either alone or in conjunction with one or more of the objects specific in the same or in any other paragraph or paragraphs.”

The words “not being the members of the Management Board or governing body” be inserted after the words “any member of the Centre” in line 3 of the proviso paragraph in Clause (4) on page 3.

2. THAT the Articles of Association of the Company be and are hereby amended in the following manner, namely:-

Clause 33(a) The words “business and” in line 7 be deleted.

Clause 45 The whole paragraph be deleted.

Existing Clause 46 be renumbered as Clause 45 and the whole paragraph be deleted and substituted by the following:-

“45. Notwithstanding that such interest be declared under Article 44, a Board Member shall not be entitled to vote as a Member of the Management Board in respect of any contract or arrangement in which he is directly or indirectly interested or upon any matter arising therefrom, save and except that his presence shall be taken into account in determining the quorum for the meeting at which any such contract or arrangement is to be considered.”

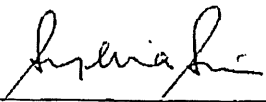
Clause 47 to Clause 69 be renumbered as Clause 46 to Clause 68 respectively.”



LEE Wai Man, Maurice
(Member)



LEUNG Hai Ming, Raymond
(Member)



SIU Wing Yee, Sylvia
(Member)

Being all the members of the Company for the time being.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

(As amended by Special Resolution passed on 6 January 2003, 15 October 2007,
18 October 2010 , 1 November 2013 & 10 November 2018)

OF

HONG KONG MEDIATION CENTRE LIMITED

香港和解中心有限公司

1. The name of the Company is “HONG KONG MEDIATION CENTRE LIMITED 香港和解中心有限公司” (hereinafter referred to as “the Centre”)
2. The registered office of the Centre will be situated in Hong Kong.
3. The objects for which the Centre is established are:
 - (a) To promote mediation and Alternative Dispute Resolutions as a means for resolving disputes in all kinds of suitable areas for the general public especially where the parties in dispute cannot afford the high costs of legal proceedings.
 - (b) To organize and provide training courses workshops lectures and to develop an assessment process and an accreditation system for people from all walks of life in Hong Kong who wish to attain the skill of mediation or Alternative Dispute Resolutions and to become a member of the Centre.
 - (c) To consider, study and make recommendations to the government, in respect of all matters connected with mediation or Alternative Dispute Resolutions in Hong Kong.
 - (d) To promote the public’s awareness and understanding of the new development of mediation and Alternative Dispute Resolutions in other parts of the world.

- (e) To acquire, establish, print, issue and circulate such magazines, journals, periodicals, circulars or other literatures as may seem conducive to the promotion of these objects.
- (f) To popularize and enhance knowledge and competency in mediation and Alternate Dispute Resolutions for public benefit in the promotion of these objects.
- (g) To liaise with local or international institutions with similar objectives to foster co-operation and exchange of information.
- (h) To procure the Centre to be registered or recognized in any country or place outside Hong Kong as shall be deemed desirable or expedient by the Council.
- (i) To promote, organize and finance any activities to facilitate and implement the objects of the Centre and to defray the expenses of the relevant activities.
- (j) To employ any person needed or desired for the purpose of promoting or implementing the objects of the Centre and to remunerate such person in return for services rendered to the Centre.
- (k) To purchase, take on lease or on exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Centre may think necessary or convenient for the purposes for which it is established.
- (l) For the purposes of the Centre, to sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Centre as the Council may deem expedient.
- (m) To borrow or raise money for the purposes of the Centre on such terms and on such security as the Council may deem fit.
- (n) To invest the money of the Centre not immediately required for its purposes in or upon such investments, securities or property as the Council may think fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law.

- (o) As a Founder Member of the Hong Kong Mediation Accreditation Association Limited (HKMAAL), to consider, study and make recommendations (if any) to the HKMAAL.
- (p) To do all such other lawful thing as may be deemed by the Council to be incidental or conducive to the attainment of all or any of the above objects.

Provided that

- (i) The objects of the Centre shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (ii) The powers set forth in the Seventh Schedule of the Companies Ordinance are hereby excluded.
- (4) The income and property of the Centre, howsoever derived, shall be applied solely towards the promotion of the objects of the Centre 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, profit or otherwise howsoever, to the members of the Centre.

PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Centre or to any member of the Centre not being the members of the Council or governing body, in return for any service actually rendered to the Centre, nor prevent the payment of reasonable and proper rent for premises demised or let by any member to the Centre.

- (5) The liability of the members is limited.
- (6) Every member of the Centre undertakes to contribute to the assets of the Centre, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Centre contracted before the time at which he cease to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding Hong Kong Dollars one hundred each.

- (7) If upon the winding up or dissolution of the Centre there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Centre, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Centre, 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 Centre under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Centre 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 such provision, then to some charitable objects.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers	
(Sd.) LEE Wai Man, Maurice	(李偉民)
LEE Wai Man, Maurice	(李偉民)
Lawyer	
Flat 7-A, Block 5, Red Hill Peninsula, Phase 4, Tai Tam, Hong Kong.	
(Sd.) LEUNG Hai Ming, Raymond	(梁海明)
LEUNG Hai Ming, Raymond	(梁海明)
Engineer	
9A Floor, Block 1, 7 Link Road, Happy Valley Hong Kong.	
(Sd.) SIU Wing Yee Sylvia	(蕭詠儀)
SIU Wing Yee Sylvia	(蕭詠儀)
Lawyer	
5/F., 36 Belleview Drive, Repulse Bay Garden, Repulse Bay, Hong Kong.	

Dated the 12th day of December, 2001

WITNESS to the above signatures:-

(Sd.) LAW Yuk Yin (羅玉賢)

Administration Manager
Room 2107, Gitic Centre,
28 Queen's Road East,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

ARTICLES OF ASSOCIATION

(As amended by Special Resolution passed on 6 January 2003, 15 October 2007,
18 October 2010 , 1 November 2013 & 10 November 2018)

OF

HONG KONG MEDIATION CENTRE LIMITED
香港和解中心有限公司

PRELIMINARY

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, and any modifications thereto, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be anything in the subject matter or context inconsistent therewith.

“The Centre” means HONG KONG MEDIATION CENTRE LIMITED 香港和解中心有限公司.

“The Ordinance” means the Companies Ordinance (Chapter 32) of the Laws of Hong Kong.

“Admission Fee” means the admission fees from time to time prescribed by the Council to be payable by each applicant for membership of the Centre in accordance with Article 17 of these presents.

“Annual Membership Fees” means the annual membership fees from time to time prescribed by the Council to be payable by each Associate member and Mediator Member in accordance with Article 18 of these presents.

“Associate Members” means, subject to payment of the applicable Admission Fee and Annual Membership Fees, the associate members of the Centre as defined in Article 7 of these presents.

“The Board of Governors” means the Board of Governors of the Centre established pursuant to in Article 28 of these presents.

“The Council” means the Council of the Centre for the time being, consisting of Council Members and is equivalent to the board of directors of a company incorporated and registered pursuant to the Companies Ordinance Cap. 32.

“Council Members” means and includes all Permanent Founder Members, Past Presidents and Secretary General, and persons for the time being appointed or to be appointed to the Council and are equivalent to directors of a company incorporated and registered pursuant to the Companies Ordinance Cap. 32 and “Council Member” shall mean any one of them.

“Members” means, collectively, the Voting Mediator Members, Ordinary Mediator Member, and Associate Member of the Centre.

“Ordinary Mediator Members” means, subject to payment of the applicable Admission Fee and Annual Membership Fees, the mediator members of the Centre as defined in Articles 6(a) and (b) of these presents.

“Past Presidents” means all those persons who have served as Presidents of the Council and duly retired in accordance with these Memorandum and the Articles of Association.

“Permanent Founder Members” means the three subscribers to these Memorandum and the Articles of Association.

“Voting Mediator Members” means those ordinary Mediator Members who are permanent residents of Hong Kong Special Administrative Region having paid and discharged the Admission Fee and all outstanding Annual Membership Fees due and payable, and are on the Register of Mediator Members of the Centre, as defined in Article 6(c) and (d) of these presents.

“The Office” means the registered office for the time being of the Centre.

“The Seal” means the common seal of the Centre.

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

2. In these presents, words importing the singular number only shall include the plural, and vice versa; words importing the masculine gender only shall include the feminine gender; and 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 meanings in these presents.

PURPOSE OF ASSOCIATION

3. The Centre is established for the objects expressed in the Memorandum of Association, and the purpose to which the income of the Centre may be applied is to undertake activities in furtherance of the objects as laid down in the Memorandum of Association.

MEMBERSHIP

4. For the purpose of registration of the Centre, the total number of Members shall not exceed two thousand.
5. The Centre shall consist of Council Members, Secretary-General, Voting Mediator Members, Ordinary Mediator Members and Associate Members. Admission of corporate membership to the Centre shall be subject to approval of the Council.
6. Subject to an undertaking to tender payment of the applicable Admission Fee and the applicable Annual Membership Fees, the following person shall be eligible to apply for membership under the category of Ordinary Mediator Members:
 - (a) any person who has successfully undergone the requisite mediators' accreditation assessment from time to time conducted and hosted by the

Centre and has been accredited by the Centre as a Mediator pursuant thereto; or

- (b) any person who has received and maintained mediator's accreditation from any such body or organization as shall have been recognised or admitted by the Council as an eligible accreditation body or organisation.

and any person who is a permanent resident of Hong Kong Special Administrative Region shall be eligible to apply for membership under the category of Voting Mediator Members:

- (c) having successfully undergone the requisite mediators' accreditation assessment from time to time conducted and hosted by the Centre and has been accredited by the Centre as a Mediator pursuant thereto; or
- (d) having received and maintained mediators' accreditation from any such body or organisation as shall have been recognised or admitted by the Council as an eligible accreditation body or organisation.

7. Subject to an undertaking to tender payment of the applicable Admission Fee and the applicable Annual Membership Fees, any person who has duly completed any mediation training course organised by the Centre or course(s) as approved by the Council is eligible to apply for membership under the category of Associate Member.
8. Any person who is eligible for membership under the category of Voting Mediator Members, Ordinary Mediator Members or Associate Members may apply to the Council for admission for membership. Such application shall be made in writing, signed by the applicant, and shall be in such form as the Council shall from time to time prescribe, together with payment of the applicable Admission Fee. The Council shall in its absolute discretion determine whether or not a person applying for membership shall be admitted as a Member of the Centre and shall not be obliged to inform a rejected applicant of the reason for his rejection.
9. The Centre shall at all times maintain a Register of members (Voting Mediator Members, Ordinary Mediator Members and Associate Members) at the Office. The name of every Member for the time being shall according to his category of membership be entered in the Register of Members.

10. The Council may from time to time determine and amend the terms and conditions, including the amount of the applicable Admission Fee and Annual Membership Fees, on which any further or other person shall be admitted to membership of the Centre.
11. Council members other than ex-officio Council Members shall be elected by Voting Mediator Members in a General Meeting. Should a vacancy occurs, the Council may nominate and invite any Voting Mediator Member to be a Council Member to fill in the vacancy until the next General Meeting.

VOTING RIGHTS

12. Only Voting Mediator Members shall have the right to attend and vote at general meetings of the Centre and to receive notices of such meetings.
13. No ordinary Mediator Members or Associate Member shall have the right to attend or vote at general meetings of the Centre or to receive any notices of meetings.
14. No member of the Board of Governors shall have the right to vote at general meetings of the Centre or to receive any notices of such meetings unless he or she is also a Voting Mediator Member in which case he or she shall be entitled to vote in the capacity of a Voting Mediator Member.
15. The respective rights and privileges of every Permanent Founder Member, Voting Mediator Member, Ordinary Mediator Member, or Associate Member shall be personal and shall not be transferable by his own act and shall cease upon his death, or upon his ceasing from any cause to be a Permanent Founder Member, Voting Mediator Member, Ordinary Mediator Member or Associate Member, as the case may be.
16. The Voting/Ordinary Mediator Membership and Associate Membership shall be terminated:
 - (a) upon receipt of the Member's written resignation notice by the Council;
 - or

- (b) if a receiving order is made against the Member or he makes any arrangement or composition with his creditors or is declared bankrupt; or
 - (c) if the Member dies or becomes of unsound mind; or
 - (d) if the Member defaults in payment of the applicable Annual Membership Fees or other fees or monies payable to the Centre pursuant to these Articles or regulations promulgated by the Centre; or
 - (e) if the Member is convicted by any competent Court of any criminal charge; or
 - (f) if it is in the opinion of the Council that the conduct of the Member has been prejudicial to the interests and the good name of the Centre and it be resolved that his membership be terminated; or
 - (g) if termination of the membership is a recommended penalty made by a committee formed by the Council to investigate any member of his/her professional misconduct, unprofessional conduct or of any breach of rule and regulation made by the Council from time to time, and the Council adopts such a recommendation; or
 - (h) if he fails to comply with any disciplinary order made by the Council as a result of disciplinary complaints or proceedings against him/her in respect of any professional misconduct, unprofessional conduct or of any breach of rule and regulation made by the Council from time to time.
17. (a) Every person shall, as a condition precedent to being admitted to membership of the Centre, pay an Admission Fee and an Annual Membership Fee for each year following the year of admission to membership.
- (b) Unless otherwise decided by Council, the term of the membership shall be for one year starting from 1st of January of each year which term can be renewed at the 1st January of next calendar year upon payment of the requisite Membership Fee(s).

18. The Annual Membership Fees for each calendar year shall be due and payable by each Member before the due date or as decided by the Council from time to time.
19. No Admission Fee nor Annual Membership Fee shall be payable by the Permanent Founder Members, Past Presidents, members of the Board of Governors and the Secretary General.

THE COUNCIL

20. The Council shall consist of a President, 2 Vice-Presidents, Council Members and a Secretary-General.
21. (a) All Permanent Founder Members, Immediate Past Presidents and the Secretary-General shall be ex-officio Council Members.
(b) The term of office of the Permanent Founder Members in the Council shall be permanent, subject only to Article 46.
22. (a) Each of Council Members (other than Permanent Founder Member and the Secretary-General) shall hold office for such period until the conclusion of the next annual general meeting of the Centre following the adoption of these amended Memorandum and Articles of Association.
(b) At the next annual general meeting and at the annual general meeting in every subsequent year one-third of the Council Members (other than Permanent Founder Member and the Secretary General) for the time being, or if their number is not 3 or a multiple of 3, then the number nearest to one-third, shall retire from office.
(c) The Council members (other than Permanent Founder Member and the Secretary General) to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Council Members on the same day those to retire shall be agreed among themselves and if no agreement can be reached shall be determined by lots.

- (d) A retiring Council Member shall be eligible for re-election.
23. The total number of the Council Members (excluding Permanent Founder Members and the Secretary General) shall not in any event exceed 15.
24. The Council shall have full discretion and power to fill any causal vacancies in the Council. Any person so appointed to fill such a casual vacancy shall hold office for such time only as the Council Member whose place he fills would have held office if such Council Member had remained a Council Member until his retirement and shall then be eligible for re-election.
25. The Council Members shall elect among themselves the President and the 2 Vice-Presidents.
26. The Council Members shall appoint a Secretary-General to manage the day-to-day affairs of the Centre for such time and for such remuneration and upon such conditions as the Council may think fit, and any Secretary-General so appointed may be removed by the Council.
27. The Secretary-General needs not be a Member of the Centre but he or she shall automatically, by virtue of his appointment and for as long as he remains in such appointment, be a Council Member provided that no voting and ancillary rights shall be attached to his membership. The Secretary-General shall assist the public to make appointment of mediator on behalf of the Centre subject to the final decision of the Council.

THE BOARD OF GOVERNORS

28. The Council shall establish a Board of Governors which shall consist of all Permanent Founder Members, Past Presidents and such person(s) whom the Board of Governors may from time to time appoint. The Board of Governors shall have the supervisory and advisory power and duty with regard to the policy and policy implementation from time to time promulgated by the Council. The immediate Past President shall be the chairperson of the Board of Governors.

29. The Council may from time to time seek the opinion and advice from the Board of Governors regarding any issues of concern and interest to the Centre and/or Members as the Council may consider necessary.
30. A member of the Board of Governors shall vacate office:
 - (a) if by notice in writing to the Council he resigns from his office; or
 - (b) if by notice in writing to the Council he resigns as a Member of the Centre; or
 - (c) if a receiving order is made against him or he makes an arrangement or composition with his creditors or is declared bankrupt; or
 - (d) if he is removed from office by an unanimous vote of all other members of the Board of Governors than the member whose office is to be removed; or
 - (e) if he is incapacitated for a substantial period.

POWERS OF THE COUNCIL

31. The management and control of the business and affairs of the Centre shall be vested in the Council and the Council may exercise all such powers and do all such acts and things as the Centre is by its Memorandum of Association or otherwise authorized to exercise and do.
32. Without prejudice to the general powers conferred by Article 31 and the other powers conferred by these present, the Council shall have the following powers:-
 - (a) To purchase, take on lease or otherwise acquire any land, offices, buildings or other property for the business and purposes of the Centre and generally on behalf of the Centre to enter into such contracts, agreements and arrangements and make or take such purchases, leases or other transactions for such consideration on such terms and in such manner and form as they may from time to time think fit and proper for the purposes of the Centre.

- (b) To pay the costs charges and expenses preliminary and incidental to the formation, establishment and regulation of the Centre.
- (c) From time to time to make, alter, revoke or add to rules and regulations (not being inconsistent with any of these presents) as the Council may deem necessary or expedient for the proper conduct and management of the Centre. All such regulations for the time being in force shall be binding upon all the members of the Centre.
- (d) To appoint, remunerate, terminate and suspend employees and agents of the Centre as the Council may from time to time consider to be requisite and to fix their remuneration and determine their duties.
- (e) To establish such offices and branches and to make such regulations for their management and to close and discontinue the same as the Council may from time to time think fit and determine.
- (f) To conduct or compromise or abandon any legal proceedings on behalf of the Centre.
- (g) To establish such Standing Committees or Working Groups as it deems fit and determine the composition, function and duration of such committees or groups.
- (h) To appoint Special Advisers to the Council from time to time and determine the function, scope and duration of such appointment(s) as it deems fit.
- (i) To authorize such officers or other person as the Council shall think fit to sign on behalf of the Centre any bills, cheques, notes, receipts, acceptances, endorsements, releases, contracts and documents.
- (j) To enter into all negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Centre as the Council may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Centre.

- (k) To prescribe or amend terms and conditions for the admission of Members and all matters connected therewith PROVIDED ALWAYS THAT the decision of the Council upon any application for admission as a Member shall be final and conclusive and the Council shall not be bound to give any reason for its decision.
- (l) To impose, determine or vary the amount of the membership admission fee, Annual Membership Fee, Admission Fee for any mediation or Alternative Dispute Resolutions courses, lectures or workshops organized by the Centre, application fee for assessment or accreditation by the Centre and such other fees which the Council may consider appropriate.
- (m) To indemnify and keep indemnified any officer, employee or agent of the Centre for all costs, losses, and expenses which any such officer, employee or agent may incur or become liable for by reason of any contract entered into or act or deed done by him in the proper course of his duties as such officer, employee or agent or in any way in the discharge of his duties.
- (n) To appoint and remunerate any professional corporation, firm or person to be the solicitors, accountant or auditor of the Centre for such purposes and with such powers, authorities and discretion and on such terms and subject to such conditions as the Council may think fit.
- (o) To develop and maintain an assessment process and an accreditation system for persons who have received training on mediation or Alternative Dispute Resolutions or have attained the skills of mediation or Alternative Dispute Resolutions either through attending relevant courses or practical experience PROVIDED that the decision of the Council on whether an applicant shall be granted such accreditation shall be final and conclusive and the Council shall not be bound to assign any reason for its decision.

PROCEEDINGS OF THE COUNCIL

33. The Council Members shall meet regularly for the dispatch of business.

34. The quorum necessary for the transaction of the business of the Council shall be five.
35. Each Council Member present personally at the meeting shall have one vote and questions arising at any meeting of the Council shall (except where it is expressly stated otherwise in these presents) be decided by a majority of votes.
36. In case of an equality of votes, the President of the meeting shall have a casting vote.
37. The President may call meetings of the Council as often as he feels fits, provided that he shall call a meeting if two other Council Members request him in writing to do so.
38. The President shall cause not less than twenty-four hours' written notice of Council meetings to be given to all Council Members, but the Council Members may, by simple majority, agree to waive this requirement.
39. The President of the Council (or in his absence one of the Vice Presidents who is present) shall preside at all meetings of the Council.
40. A meeting of the Council Members at which a quorum is present personally shall be competent to exercise all the powers and discretions by or under these presents for the time being vested in the Council generally.
41. The Council may delegate any of their powers to Committees consisting of such Council Member(s) as they think fit. Any Committee shall, in the execution 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 presents for regulating the meetings and proceedings of the Council so far as applicable. Any such Committee may by resolution co-opt as a member of the Committee any person who is a Mediator Member and is considered suitable for such period as the Committee may decide.
42. A resolution in writing signed by more than half of Council Members from time to time holding office as Council Members shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted.

43. A Council Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Centre shall declare the nature of his interest in accordance with the provisions of the Ordinance. A general notice given to the other Council Members to the effect that he is a member or a director of a specified company or that he is in any way related or associated to the other party of the contract or proposed contract and is thus to be regarded as interested in any contact, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.
44. Provided that such interest be declared under Article 43, a Council Member shall not be entitled to vote as a Member of the Council in respect of any contract or arrangement in which he is directly or indirectly interested or upon any matter arising therefrom, save and except that his presence shall be taken into account in determining the quorum for the meeting at which any such contract or arrangement is to be considered.

DISQUALIFICATION OF COUNCIL MEMBERS

45. A Council Member (other than Permanent Founder Members and Secretary-General) shall vacate office:
- (a) if by notice in writing to the Council he resigns from his office; or
 - (b) if a receiving order is made against him or he makes an arrangement or composition with his creditors or is declared bankrupt; or
 - (c) if he dies or becomes of unsound mind whilst in office; or
 - (d) if he cease to be a Member of the Centre (save and except the Secretary-General); or if he is incapacitated for a substantial period; or
 - (e) if he is removed from office by the unanimous vote of all other Council Members that the Council Member whose office is to be removed; or

- (f) if he is directly or indirectly interested in any contract with the Centre and fails to declare the nature thereof in manner required by Article 43 of these presents.
- (g) if he absents himself from 3 or more consecutive meetings of the Council without the consent of the Council and with a resolution passed by at least two-third of the total number of the Council Members excluding Permanent Founder Members, providing that this regulation is not applied to Council Members who are Permanent Founder Members and the Secretary General.

46. A Permanent Founder Member shall vacate office:

- (g) if by notice in writing to the Council he resigns from his office; or
- (h) if by notice in writing to the Council he resigns as a Member of the Centre; or
- (i) if a receiving order is made against the Permanent Founder Member or he makes any arrangement or composition with his creditors or is declared bankrupt; or
- (j) if the Permanent Founder Member dies or becomes of unsound mind whilst in office; or
- (k) if he is incapacitated for a substantial period.

47. A Past President shall vacate office:

- (l) if by notice in writing to the Council he resigns from his office; or
- (m) if by notice in writing to the Council he resigns as a Member of the Centre; or
- (n) if a receiving order is made against him or he makes an arrangement or composition with his creditors or is declared bankrupt; or
- (o) if he dies or becomes of unsound mind whilst in office; or

(p) if he is incapacitated for a substantial period.

48. The Council may remove any Council Member (including the Secretary-General but except Permanent Founder Members and Immediate Past Presidents or any one of them) from office or any Member (except Permanent Founder Members and Immediate Past Presidents or any one of them) from the Centre without assigning any reason therefor and such resolution and removal shall be conclusive and binding and shall be recognized by the Centre and the Council accordingly. Neither the person(s) so removed from office, nor any Members of the Centre, shall be entitled to make any claim or bring any proceedings whatsoever, whether against the Centre, the Council or any of the Council Members or otherwise, in challenge to or in dispute of such removal.

GENERAL MEETINGS

49. The Centre shall hold a General Meeting not more than eighteen months after the incorporation of the Centre and subsequently once in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting after the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
50. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings. All Voting Mediator Members shall be entitled to attend and vote at general meetings of the Centre and to receive notices of such meetings.
51. The Council may whenever it thinks fit convene an Extraordinary General meeting. Every Extraordinary General Meeting shall be held at such time and place as the Council shall appoint.
52. At least twenty-one days' notice in writing of every Annual General meeting and of every General Meeting convened to pass a Special Resolution, and at least fourteen days' notice in writing of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and

of the day for which it is given) shall be given to all Voting Mediator Members who are entitled to attend vote and to receive notices from the Centre; but with the consent of all Voting Mediator Members entitled to attend vote and to receive notices thereof, or of such proportion thereof as is prescribed by the Ordinance in the case of general meeting other than Annual General meetings, a meeting may be convened by such shorter notice as those Voting Mediator Members may think fit.

53. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business continue to be present until the conclusion of the meeting. Save as herein otherwise provided not less than twenty(20) in number of Voting Mediator Members who are entitled to attend and vote at general meeting and to receive notices thereof personally present at and throughout the meeting shall constitute a quorum. The President shall preside all general meetings.
54. Every question submitted to a meeting shall be decided in the first instance by a show of hands of all those Voting Mediator Members present at the meeting and in the case of equality of votes the President of the meeting shall have a casting vote in addition to the vote to which he is entitled as a Voting Mediator Member.
55. At any general meeting unless the meeting shall decide that a poll shall be taken a declaration by the President that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Centre shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution.
56. The President may 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. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Voting Ordinary Members who are entitled to attend and vote at the general meetings shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

ACCOUNTS

57. The Treasurer shall cause accounting records to be kept.
58. The accounting records shall be kept at the Office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Council Members.
59. No Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Centre except as authorized by the Council.

AUDIT

60. Once at least in every year the accounts of the Centre shall be audited by an Independent Auditor.
61. Auditors shall be appointed by the Council and their duties are regulated in accordance with the Ordinance.

THE SEAL

62. The Seal of the Centre shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of either the President together with any one of the Vice-Presidents or the 2 Vice-Presidents, as the case may be, shall sign every instrument to which the seal shall be so affixed in their presence.

NOTICES

63. A notice may be given to any Mediator Member who is entitled to attend and vote at general meeting either personally or by sending it by post to him at his registered address as appearing in the Register of Members. 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 in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted.

64. The accidental omission to send any notice or document to, or the non-receipt of any notice or document by, any Mediator Member entitled to vote and to receive such notice of meeting shall not invalidate the proceedings at any meeting to which they relate.

INDEMNITY

65. Every Council Member, member of the Board of Governors, administrator, agent, auditor, secretary and other officer for the time being of the Centre shall be indemnified out of the assets of the Centre against any liability incurred by him in relation to the Centre in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.

COMPANY SECRETARY

66. The Council shall appoint a Company Secretary of the Centre for such period, at such remuneration and upon such conditions as they think fit, and any Secretary so appointed may be removed by them. The first Company Secretary of the Centre shall be M-Bo Secretarial Services Limited.

WINDING UP

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

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers	
(Sd.) LEE Wai Man, Maurice	(李偉民)
LEE Wai Man, Maurice	(李偉民)
Lawyer. Flat 7-A, Block 5, Red Hill Peninsula, Phase 4, Tai Tam, Hong Kong.	
(Sd.) LEUNG Hai Ming, Raymond	(梁海明)
LEUNG Hai Ming, Raymond	(梁海明)
Engineer 9A Floor, Block 1, 7 Link Road, Happy Valley, Hong Kong.	
(Sd.) SIU Wing Yee Sylvia	(蕭詠儀)
SIU Wing Yee Sylvia	(蕭詠儀)
Lawyer 5/F., 36 Belleview Drive, Repulse Bay Garden, Repulse Bay, Hong Kong.	

Dated the 12th day of December, 2001

WITNESS to the above signatures:-

(Sd.) LAW Yuk Yin (羅玉賢)
Administration Manager
Room 2107, Gitic Centre,
28 Queen's Road East,
Hong Kong.