

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
THE ISLAMIC UNION OF HONG KONG  
香港伊斯蘭聯會**

Incorporated the 22<sup>nd</sup> day of August, 1980.

**DEACONS**  
*Solicitors &c.,*  
**HONG KONG**

## **THE COMPANIES ORDINANCE**

(Chapter 32 of the Laws of Hong Kong, Revised Edition, 1975)

### **SECTION 21**

**WHEREAS** it has been proved to my satisfaction that THE ISLAMIC UNION OF HONG KONG (香港伊斯蘭聯會), which is about to be registered under the Companies Ordinances as a company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance, and that it is the intention of the said Union that the income and property of the Union, whencesover derived, shall be applied solely towards the promotion of the objects of the Union, as set forth in its Memorandum of Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the members of the Union;

**NOW THEREFORE I**, in pursuance of the powers vested in me, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Union as subscribed by seven members thereof on the 11<sup>th</sup> day of August, 1980, do by this my licence direct THE ISLAMIC UNION OF HONG KONG (香港伊斯蘭聯會) to be registered with limited liability without the addition of the word “Limited” of its name.

**GIVEN** under my hand at Victoria in Hong Kong this Twenty-First day of August One Thousand Nine Hundred and Eighty.

L.S. Shum  
*p. Registrar of Companies,*  
*Hong Kong*

No. 85791

**CERTIFICATE OF INCORPORATION**

I HEREBY CERTIFY that  
**THE ISLAMIC UNION OF HONG KONG**  
香港伊斯蘭聯會

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

**GIVEN** under my hand this Twenty-second day of August One Thousand Nine Hundred and Eighty.

J. Almeida  
*for Registrar of Companies*  
*Hong Kong*

THE COMPANIES ORDINANCE (Chapter 32)

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

**MEMORANDUM OF ASSOCIATION  
OF  
THE ISLAMIC UNION OF HONG KONG  
香港伊斯蘭聯會**

1.	The name of the Company (hereinafter called “the Union”) is “THE ISLAMIC UNION OF HONG KONG (香港伊斯蘭聯會).	
2.	The Registered Office of the Union will be situated in Hong Kong.	
3.	The objects for which the Union is established are:-	
(a)	To take over and acquire the assets and liabilities and to effectuate and carry into execution the powers, obligations, duties and general objects of the present unincorporated body known as the Islamic Union of Hong Kong; and to secure representation on the Incorporated Trustees of the Islamic Community Fund of Hong Kong.	Object of the Union
(b)	To improve the general welfare of Muslims in Hong Kong.	
(c)	To promote and foster the practice of Islamic principles.	
(d)	To spread, expound and propagate the truth of Islamic knowledge.	
(e)	To establish and maintain homes and hostels for Muslims in need.	
(f)	To accept donations contributions of	

	books, articles, furniture, building, land, money and other properties from any person corporation or government for such purposes are within the objects of the Union.	
(g)	To establish and operate schools, colleges, hospitals, clinics, homes for the aged and any other charitable and educational institutes which the Union shall think fit.	
(h)	(i) For the purposes of the Union to acquire by purchase, lease or in exchange or by hire or otherwise any other lands, buildings or tenements anywhere in Hong Kong or elsewhere and such as may be deemed by the Union likely to advance or benefit either directly or indirectly the interests of the Union, or otherwise to further the objects of the Union.	
	(ii) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property, real or personal, of the Union.	
	(iii) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Union and its Members and others interested in the objects of the Union and to distribute among its Members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.	
(i)	To establish, promote, or assist in establishing or promoting, and to	

	<p>subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Union, or the establishment or promotion of which may be beneficial to the Union.</p> <p>Provided that such association or club shall have restrictions on the distribution of its or their profits and assets no less onerous than those imposed by Clause 4 hereof and provided further that no subscription shall be paid to any such other association or club out of funds of the Union, except <b>bona fide</b> in furtherance of the objects of the Union.</p>	
(j)	<p>To support and subscribe to any charitable or public body, and any institution, society or club which may be to the benefit of the Union; to give pensions, gratuities, or charitable aid to any employees or past employees who may have served the Union or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Union.</p>	
(k)	<p>To invest and deal with the moneys of the Union not immediately required, upon such securities and in such manner as may from time to time be determined.</p>	
(l)	<p>For the purposes of the Union to borrow, or raise and give security for the money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Union or</p>	

	by mortgage or charge upon all or any part of the property of the Union.	
(m)	To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.	
(n)	To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.	
4.	The income and property of the Union whencesoever derived, shall be applied solely towards the promotion of the objects of the Union as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by ways of dividend, bonus, or otherwise, howsoever by way of profit, to the Members of the Union.	Application of income and property of the Union
	Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Union, or to any member of the Union in return for any service actually rendered to the Union, 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 Union; but so that no member of the Council of Management or Governing Body of the Union shall be appointed to any salaried office of the Union, or any office of the Union paid by fees, and that no remuneration or other benefit in money or money's worth shall be given	

	<p>by the Union to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Union provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.</p>	
5.	The liability of the members is limited.	
6.	<p>Every member of the Union undertakes to contribute to the assets of the Union, in the vent 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 Union 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 one dollar.</p>	
7.	<p>If upon the winding up or dissolution of the Union 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 Union, but shall be given or transferred to some other</p>	<p>Distribution of property upon winding up or dissolution of the</p>



	<p>institution or institutions having objects similar to the objects of the Union 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 Union under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Union at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.</p>	Union
8.	<p>True accounts shall be kept of sums of money received and expended by the Union, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Union; 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 Union 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 Union shall be duly audited.</p>	Keeping of accounts

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: -

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Names, Addresses and Descriptions of Subscribers

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OMAR RAMIN SADICK, J.P.

304 Abdoolally House,  
20 Stanley Street,  
Hong Kong.  
Merchant

ABDUL RAHIM HASSAN

18A Ngan Dao Building,  
Whitfield Road,  
Causeway Bay,  
Hong Kong.  
Executive Officer

SAMET YUSUF

Flat 404, 1966 Block,  
32 Fortress Hill Road,  
North Point,  
Hong Kong.  
Retired Gentleman

MALCOLM ERIC PEAKE

11 Mansfield Road,  
Flat 19  
The Peak,  
Hong Kong  
Staff Grade Administrative Officer

SHAREEFA ABDUL CURREM (Miss)

Pokfulam Heights,  
86A Pokfulam Road,  
2<sup>nd</sup> Floor,

Hong Kong.  
Retired Civil Servant

OMAR KACHUNG DALLAH

9D Ventris Court,  
15 Ventris Road,  
Happy Valley,  
Hong Kong  
Chief Executive Officer

AZIZUL RAHMAN SUFFIAD

327 Tai Hung Road,  
4<sup>th</sup> Floor,  
Hong Kong.  
Barrister-at-law

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Dated the 11<sup>th</sup> day of August, 1980.

WITNESS to the above signatures:-

Lawrence Kwok Ching LAI  
*Solicitor,*  
Hong Kong

THE COMPANIES ORDINANCE (Chapter 32)

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

ARTICLES OF ASSOCIATION

OF

**THE ISLAMIC UNION OF HONG KONG**

香港伊斯蘭聯會

**General**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<b>Words</b>		<b>Meanings</b>
The Ordinance	..	The Companies Ordinance (Chapter 32).
These presents	..	These Articles of Association, and the regulations of the Union from time to time in force.
The Union	..	The above named Union.
The General Council	..	The Council of Management for the time being of the Union.
The Members	..	Shall mean Members of the Union.
The Office	..	The registered office of the Union.
The Seal	..	The common seal of the Union.
Month	..	Calendar Month.
In writing	..	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Chairman	..	The Chairman of the Union for the time being.
The Vice Chairman	..	The Vice Chairman of the Union for the time being.
The Hon. Secretary	..	The Hon. Secretary of the Union for the time being.
The Hon. Treasurer	..	The Hon. Treasurer of the Union for the time being.
Voting Member	..	A Member of the Union who is eligible to vote at any General Meeting of the Union.
The Annual General Meeting	..	The yearly General Meeting of Members of the Union and also includes The First General Meeting of the Members.

Extraordinary General Meeting	..	General Meeting of the Members of the Union specially summoned under these Articles.
General Meeting	..	General Meeting of the Members of the Union whether annual or extraordinary.
Special Resolution and Extraordinary Resolution	..	Assigned thereto respectively by Section 116 of the Ordinance.

And words importing the singular number only shall include the plural number, and **vice versa**.

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

Subject as aforesaid, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

Number of members	2.	The number of members with which the Union proposes to be registered is for the purpose of registration declared to be unlimited.
Purposes of Union	3.	The Union is established for the purposes expressed in the Memorandum of Association.

#### Membership and Affiliation

Membership	4. (a)	Membership is open only to Muslims who are ordinarily resident in Hong Kong at the time of application for membership. For the purpose of this clause “ordinarily resident” means resident for a period of at least 180 days in any one year.
	(b)	An application for membership must be signed by the applicant. The election of members of the Union shall be by the General Council and no person shall become a member of the Union unless and until so elected.
	(c)	When a person has been elected and has paid the first monthly subscription he shall be a member of the Union and shall be deemed to have agreed to be bound by the Rules and Bylaws of the Union.
	(d)	The members of the Union shall be (i) the signatories to the Memorandum of Association and these presents; and (ii) such other person as the General Council shall elect to membership.

Classes	5.	Members are divided into the following two classes:-
	(a)	Voting Members; and
	(b)	Ordinary Members.
First Voting Members	6. (a)	The first Voting members shall be determined by the majority of the signatories to the Memorandum and Articles of Association.
	(b)	Any Ordinary Member may apply to the General Council for admission to be a Voting Member provided such an applicant shall not become a Voting Member until so admitted by the General Council and the provisions of Article 11 shall apply to the admission of an Ordinary Member to voting membership pursuant to this Article. A refusal by the General Council shall not preclude a further or subsequent application by such an Ordinary Member.
	(c)	Notwithstanding the provisions in paragraph (b) above any Ordinary Member of the Union regardless of the number of years he has been a member of the Union, shall be eligible to be elected as a Voting Member of the Union in a General Meeting provided that the election of such member shall have been proposed by the General Council of the Union for the time being.
Ordinary Member	7.	Any Muslim of 18 years of age or over shall be eligible to become an Ordinary Member of the Union upon satisfying the provisions of Article 4 hereof.
Rights of Voting Members	8.	Only Voting Members have the right to receive notice of all General Meetings of the Union and to vote and propose resolutions at all General Meetings of the Union.
Right to notice of meeting	9.	Ordinary Members shall have no right to receive notice or to attend or vote at or propose any resolution at any meeting of the Union provided always that when and so often as in the opinion of the General Council it is desirable, the General Council shall have the power to direct that notice of any General Meeting shall be given to all Ordinary Members and that they shall be invited to attend and speak thereat, but such notice and invitation shall not give the Ordinary Members any right to vote or otherwise participate in the affairs or management of the Union.
Affiliation	10.	Other charitable and welfare societies, associations, clubs,

		institutions, or similar bodies whose membership is only open to Muslims and whose aims and or objects do not conflict with the Union may, if approved by the General Council, become affiliated to the Union. Upon affiliation, the members of such affiliated bodies may enjoy such facilities as the General Council may from time to time determine.
Admission of members	11.	The power of admitting members shall be vested in the General Council. A candidate who receives a majority of three-quarters of the votes of the members of the General Council present and voting shall be deemed to have been elected.
	12.	Every member, whether or not he shall have actually received copies of the Memorandum and Articles of Association and the Rules shall be deemed to have notice of them and to be bound thereby.
Resignation	13.	A member may at any time resign his membership by notice in writing to the Union may by such notice specify that his resignation shall take effect as from the termination of his current year of membership or from some earlier date, not being earlier than the date of receipt of resignation by the Hon. Secretary. In default of any date being specified therein the notice shall take effect as from the termination of the current year of membership. Provided always that unless his notice of resignation be received by the Hon. Secretary on or before the termination of his current year of membership, a member giving notice of resignation shall be liable to pay to the Union his subscription for the ensuing year.
Cessation of Membership	14.	Membership of the Union shall cease in all or any of the following circumstances: -
	(a)	If a majority of three-quarters of the votes of the members of the General Council shall resolve pursuant to Article 15 hereof that the member be expelled, as from the date of such resolution.
	(b)	If a member by notice in writing to the Union resigns his membership as from the date specified in the notice or the expiration of his current year of membership which ever is the earlier.
	(c)	If the Subscription of a member shall be more than six months

		in arrears, as from the expiration of such period of six months, unless the General Council before the expiration of such period resolve to extend such period, in which event the membership shall expire at the end of the extended period unless the subscription shall then have been paid.
Expulsion	15.	If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum and Articles of Association of the Union or the Rules or shall be guilty of any conduct contrary to the interests of the Union he shall be liable to expulsion by a resolution of the General Council provided that not less than 40 days notice in writing shall be given by the Hon. Secretary to any such member of the intended resolution and of the nature of the allegations made against him and the member shall be entitled at his option to give an explanation in writing or to attend the meeting of the General Council at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit. But the General Council shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any member shall be final and conclusive.
Patrons, Members Honorary	16.	The General Council shall have power to elect persons as Patrons or Honorary Members who shall not be liable to pay any Subscription Patrons and Honorary Members shall have no voting rights.
	17.	No person ceasing to be a Member of the Union shall have any claim for a refund of any donation and or Subscription paid by him to the Union.
		Subscription
Amount of Subscription	18.	The amount of monthly Subscription or Subscriptions payable by Members of the Union, shall be such as the General Council shall from time to time prescribe. Unless and until the General Council shall otherwise determine, the Subscription for a voting member or ordinary member shall be HK\$15.00 per month.
Application of funds and donations	19.	Funds and donations when received for a specific purpose shall not be utilized for any other purpose with the prior approval of the donors if such approval could be readily



		obtained, otherwise they may be used at the discretion of the General Council in furtherance of the objects of the Union.
		<b>Meetings</b>
Annual General Meeting	20.	The Union shall hold its Annual General Meeting once in every calendar year at such time and place as may be determined by the General Council, and shall specify the meeting as such in the Notices calling it. In default of a General Meeting being so held a General Meeting may be convened by two voting members in the same manner as nearly as possible in which General Meetings are convened by the General Council.
	21.	All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
Extra-ordinary General Meetings	22.	The General Council may when it thinks fit convene an Extra-Ordinary General Meeting, and it shall on a requisition made in writing and signed by at least ten voting members or on such requisition as is provided under Section 113 of the Ordinance, convene an Extra-Ordinary General Meeting within one month after receipt by the Hon. Secretary of such a requisition. The objects of such meeting shall be specified in the requisition.
	23.	In case the General Council fails to convene an Extraordinary General Meeting one month after the delivery of such requisition the requisitions may themselves convene the meeting at the expiration of this period.
Notice of General Meetings	24.	Seven day's notice in writing at the least of every Annual General Meeting and twenty one day's notice of every Meeting convened to pass a Special Resolution, and fourteen day's notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it was served or deemed to be served and of day for which it is given), specifying the place, the day and the hour of meeting, and in the case special business, the general nature of that business, shall be given in manner hereinafter mentioned to every member of the Union (other than members who under the provisions of these presents are not entitled to receive the notice) and to the Auditors for the time being of the Union but with the consent of all the members entitled to attend and vote

		at the meeting, in the case of meetings other than Annual General Meetings, may be convened by such notice as those members may think fit.
Omission to give notice	25.	The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or the proceedings at that meeting.
		<b>Proceedings at General Meetings</b>
Business to be transacted	26.	All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the General Council and of the Auditors and the fixing of the remuneration of the Auditors, and the election or re-election of Members of the General Council.
Quorum	27.	No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided twenty voting members personally present shall be a quorum.
Procedure if no quorum	28.	If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
Chairman to preside	29.	The Chairman or failing him the Vice Chairman of the General Council shall preside as Chairman at every General Meeting, but if at any meeting neither the Chairman nor the Vice Chairman of the General Council be present within fifteen minutes after the time appointed for holding the same, or if neither of them be willing to act as Chairman the members present shall choose some member of the General Council, or if all the members of the General Council present decline to take the Chair, they shall choose some member of the Union who shall be present to preside.
Adjournment	30.	The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place,

		<p>but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p> <p>Whenever a meeting is adjourned for fourteen days or more, seven day's notice at the least specifying the place, day and hour of the adjourned meeting shall be given but it shall not be necessary to specify in such notices the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.</p>
Method of passing resolutions	31.	At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by ballot and a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, and an entry to that effect in the Minute Book of the Union 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.
Casting vote of Chairman	32.	If a ballot is duly demanded it shall be taken in such manner as the chairman directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
	33.	In the case of an equality of votes, whether on a show of hands or on a ballot, the chairman of the meeting, at which the show of hands takes place or at which the ballot is demanded, shall be entitled to a second or casting vote.
	34.	A ballot demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A ballot demanded on any other question shall be taken at such time as the chairman of the meeting directs.
		Votes of Members
	35.	Subject as herein provided, every Voting Member shall have one vote.
		<b>General Council</b>
Number and election	36.	The Management of the Union shall be vested in the General Council consisting of not less than twelve and not more than fifteen Voting Members. The number and names of the first

		members of the General Council shall be nominated by Memorandum in writing signed by the majority of the subscribers to the Memorandum of Association and they shall elect among themselves a Chairman, a Vice-Chairman, an Hon. Secretary and an Hon. Treasurer.
Chairman to preside	37.	The Chairman, or in his absence the Vice-Chairman shall preside at all meetings of the General Council, or if neither of them is present within fifteen minutes after the time appointed for the meeting, the Council Members present may elect one of their numbers as Chairman.
Vice-Chairman	38.	The Vice-Chairman shall assume all the duties of the Chairman in the latter's absence.
Hon-Secretary	39.	The Hon. Secretary shall be responsible for all correspondence and shall record the minutes of all meetings of the General Council and the Union.
Hon-Treasurer	40.	The Hon. Treasurer shall cause true accounts to be kept of all moneys received and expended and of the assets and liabilities of the Union including trust funds held.
	41.	If the office of the Chairman shall be vacated the Vice-Chairman shall ipso facto become Chairman, and the General Council shall thereupon elect from among its members another member to be Vice-Chairman.
Vacancy	42.	Any vacancy in the office of the Vice-Chairman, the Hon. Secretary, the Hon. Treasurer or Members of the General Council may be filled by the General Council and any member so co-opted shall retain his office as long as the vacating officer or member would have retained the same if no vacancy had occurred.
Meetings	43.	The General Council shall meet at least once every 3 months or so often as is necessary to transact business. Nine members shall form a quorum.
Rotation	44.	At the Annual General Meeting five members of the General Council shall retire, but shall be eligible for re-election. The members of the General Council to retire shall be those who have served on the General Council longest since their last election, but as between persons who became General Council Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

<b>Powers of the General Council</b>		
Powers	45	The business of the Union shall be managed by the General Council who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Union and may exercise all such powers of the Union and do on behalf of the Union all such as may be exercised and done by the Union, and as are not by Statute or by these presents required to be exercised or done by the Union in General Meeting, subject nevertheless to any regulation of these presents, to the provisions of the Ordinances for the time being in force and affecting the Union, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Union in General Meeting, but no regulation made by the Union in General Meeting shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.
		<b>Recurrent Expenditures</b>
	46	The total amount of recurrent expenditure in respect of any financial year which the General Council may incur for or in relation for the business or objects of the Union must be approved in advance by the majority of the Voting Members of the Union in a General Meeting.
		<b>Capital Expenditures</b>
	47	The General Council is vested with the power to incur capital expenditure of an amount not exceeding HK\$500,000 for any financial year but no capital expenditure shall be incurred in excess of the said amount of HK\$500,000 without obtaining the prior approval of the majority of the Voting Members of the Union in a General Meeting.
		<b>Number of the General Council Members falling below minimum</b>
	48	The members for the time being of the General Council may act notwithstanding any vacancy in their body; provided always that in case the members of the General Council shall at any time be reduced in number to less than the number prescribed by or in accordance with these presents as the

		necessary quorum, it shall be lawful for them to act as the General Council for the purpose of increasing the number of the members of the General Council to that number or summoning a General Meeting.
		<b>Rules</b>
Power to make rules	49	The General Council may make Rules for regulating the affairs of the Union which shall be binding on all members, and may from time to time revoke, alter or replace any such Rules. In particular and without prejudice to the generality of the foregoing words the General Council may make such Rules in regard to all or any of the following matters:-
	(a)	As to the rights and privileges (so far as not provided for by these presents) which shall be accorded to members of the Union, and supplied by candidates for membership.
	(b)	As to the use of facilities and premises and all matters of the Union.
	(c)	As the charges to be made for the use of facilities and premises of the Union.
	(d)	As to the conduct of members in relation to one another and to the Unions Servants.
	(e)	As to the organization, management and conduct of social and religious events, arranged by the Union.
	(f)	Without prejudice to the generality of the Article 16 hereof as to the election of persons as Patrons and Honorary Members and as to the privileges and advantages to be accorded to any persons so elected at General Meetings.
	(g)	As to the arrangements for reciprocal concessions or other matters with other associations.
	(h)	As to any other matter as to the operation of the Union not already provided for by the Memorandum and Articles of Association thereof for the time being in force, provided always:-
		1. That no Rules shall be inconsistent with or shall after or repeal anything contained in the Memorandum or Articles of the Union.
		2. That any Rule may be cancelled, modified or amended by the Special Resolution of the Union.
		<b>Secretary and Staff</b>

	50	The General Council shall be entitled to employ servants and staff of the Union on such terms and remuneration as the General Council shall think fit.
		<b>Seal</b>
Use of seal	51	The Seal of the Union shall not be affixed to any instrument except by the authority of a resolution of the General Council and in the presence of the Chairman or the Vice Chairman and the Honorary Secretary and a Member of the General Council; and the Chairman or the Vice Chairman and the Honorary Secretary and a Member of the General Council as aforesaid shall sign every instrument to which the Seal shall so be affixed, and in favour of any purchaser or person <b>bona fide</b> dealing with the Union such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.
Vacation of Office by member of General Council	52	Any member of the General Council shall be deemed to have vacated his office or membership of the General Council:-
	(a)	If a receiving order is made against him or he makes any arrangement or composition with his creditors;
	(b)	If he becomes of unsound mind;
	(c)	If he ceases to be a member of the Union.
	(d)	If by notice in writing to the Union he resigns his office;
	(e)	If he ceases to hold office by reason of an order made under Section 223 or Section 275 of the Ordinance.
Removal of Council Member	53.	In addition and without prejudice the Union may by Extraordinary Resolution remove any Member of the General Council before the expiration of his period of office and may by Ordinary Resolution appoint another qualified member in his stead. Any person so appointed shall be eligible for election at the next Annual General Meeting.
		<b>Proceeding of the General Council</b>
Voting and casting vote	54	The General Council may meet together for the dispatch of the business, adjourn and otherwise regulate its meeting as it thinks fit not less than once in every three months and determine the quorum necessary for the transaction of business. Questions arising at decided by a majority of votes

		and in case of an equality of votes the chairman shall have a casting vote.
Summoning meeting	55.	The Chairman, or in his absence, the Vice Chairman of the General Council may summon a meeting of the General Council at any time by notice served upon all the members of the General Council.
	56.	A meeting of the General Council at which a quorum is present shall be competent to exercise all the authorities' powers and discretions for the time being vested in the General Council.
Delegation of powers	57.	The General Council may delegate any of its powers to Sub-Committee(s) consisting of such member(s) of the General Council as it thinks fit. Such Sub-Committee (s) may request the assistance of members of the Union subject to the approval of the General Council. Any Sub-Committee(s) so formed shall, in the execution of the powers so delegated, conform to any regulation imposed on it by the General Council. The meetings and proceedings of such Sub-committee shall governed by the provisions of these presents for regulation the meeting and proceedings of the General Council so far as is by any regulation made by the General Council as aforesaid.
Chairman of Union has right to attend and vote at Committee and sub-Committee meetings	58.	The Chairman of the Union shall be an ex-officio member of all Committees and Sub-Committees of the Union and shall be entitled to receive notice of the every meeting of such Committees and sub-Committees and shall have the right to attend in person and vote at all such meeting of such Committees and Sub-Committees shall be furnished to the Chairman of the Union within one month after the holding of every such meeting.
Acts valid notwithstanding irregularity of appointment	59.	All acts <b>bona fide</b> done by any meeting of the General Council or of any Sub-Committees or by any person acting on such sub-Committees shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member of the General Council or person acting as aforesaid, so that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified



		and had continued to be a Member of the General Council as the case may be.
Minutes to be kept	60.	The General Council shall cause proper minutes to be made of all appointments made by the General Council and of the proceedings of meetings of the Union and of the General Council and of Sub-Committees and all business transacted at such meetings and any such minutes of and meeting, purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
Resolutions in writing	61.	A resolution in writing signed by all the members of the General Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the General Council duly convened and constituted.
Representation on the Incorporated Trustees of the Islamic Community Fund of Hong Kong	62.	Two or more members of the General Council shall be appointed by the General Council after each Annual General Meeting to represent the Union on The Incorporated Trustees of the Islamic Community Fund of Hong Kong for a period of ONE year. The representatives so appointed shall be deemed to retire on the next Annual General Meeting of the Union following their appointment.
Report to General Council	63.	The representatives shall invariably and from time to time consult the General Council and shall not act contrary to any resolution passed by the General Council. One of them shall report to the General Council in writing, through the Hon. Secretary, of all matters transacted or considered at the meetings of the Incorporated Trustees if the Islamic Community Fund of Hong Kong.
Vacancy	64.	In case of any vacancy occurring in the office of such representative the appointment of a representative may be made by the General Council; the representative so appointed shall retain office for long as the vacating representative would have retained the same if no vacancy had occurred.
	65.	Any representative may be removed by the General Council and replaced on the ground of dereliction of duty or failure to act in accordance with the directions of the General Council or absence from any meeting of the Incorporated Trustees if the Islamic Community Fund without good cause and the General

		Council's determination shall be final and conclusive.
		<b>Accounts</b>
Books of account	66	The General Council shall cause proper books of accounts to be kept with respect to:---
	(a)	All sums of money received and expended by the Union and the matters in respect of which such receipts and expenditure take place;
	(b)	all sales and purchases of goods lands and other things whatsoever by the Union; and
	(c)	The assets and liabilities of the Union.
		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 affairs of the Union and to explain its transactions.
Receipts		The Honorary Treasurer shall receive all Subscriptions and all other moneys coming to the Union, his receipt shall be sufficient discharge, and he shall pay into a Bank, to be named by the General Council, all money received by him.
Cheques		All Cheques shall be signed by the Hon. Treasurer or the Chairman and any one of the following officers: the Vice-Chairman and the Hon. Secretary.
Place where account books are to be kept	67.	The book of account shall be kept at the office of the Union or at such other place or places as the General Council shall think fit, and shall always be open to the inspection of members of the General Council.
Accounts to be laid before Members in General Council	68.	At the Annual General Meeting in every year the General Council shall lay before the Union a proper Income and Expenditure Account for the period since last preceding Account made up to date not more than six months before such meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the General Council and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any Statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear 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 hereinafter directed to be served. The Auditors' report shall be open to inspection and read before the Meeting.
Indemnity	69.	Every member of the General Council or servant of the Union or agent, auditor, secretary and other officer for the time being of the Union shall be indemnified out of the assets of the Union against any liability incurred by him in defending and 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.
		<b>Auditors</b>
	70.	Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.
		<b>Notices</b>
	71.	A notices may be served by the Union upon any Member, either personally or sending it through the post in prepaid letter, addressed to such Member at his registered address appearing in the Register of Members.
	72.	Any notice served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
		<b>Winding Up</b>
	73.	Clause 7 of the Memorandum of Association of the Union relating to the winding up and dissolution of the Union shall have effects as if the provisions thereof were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

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Barrister-at-law

Dated the 11<sup>th</sup> day of August, 1980.

WITNESS to the above signatures:---

Lawrence Kwok Ching LAI

Solicitor

Hong Kong.