

Appendix-2

The existing M&A of Federation was drafted based on the old Companies Ordinance (Cap. 32). The new Companies Ordinance (Cap. 622) has become effective since March 2014, and some of the provisions in the existing M&A have thus become obsolete. We have generally modernized the articles of association of the Federation with the new Companies Ordinance in mind.

Without limiting the foregoing: -

1. **Article 11:** We would suggest to move the provisions for “Honorary Members” to a separate section if such honorary members are not indeed regarded as “real” members of the Federation with right to vote and receive notices like other members.
2. **Article 31:** We have expressly provided that the General Committee may decide that a General Meeting will be held entirely by way of video conferencing program, or using a hybrid mode (i.e. partially in person and partially by way of video conferencing program). The articles in many companies do not have this flexibility, which leads to difficulties during the pandemic.
3. **Articles 49 and 55:** We have modernized and clarified the titles of the members of General Committee, for example: -
 - a. from Vice-Chairpersons to 1st Vice-Chairperson, 2nd Vice-Chairperson and 3rd Vice-Chairperson;
 - b. from Honorary Secretary to General Secretary; and
 - c. from Honorary Treasurer to Treasurer.
4. **Article 55:** We have clarified that the title of the members of the General Committee (who are not Officers) shall be Executive.
5. **Article 58:** As a matter of transparency and for the avoidance of doubt, we would suggest to expressly set out the powers (and their limits) of the General Committee.
6. **Article 64:** In other associations in Hong Kong, removal of a General Committee Member may usually be carried out by way of an ordinary resolution

(instead of special resolution which require 75% at EGM). We have followed the common market practice.

7. **Article 67:** Similar to the case of General Meetings, we have made it clear that General Committee Meetings may be held by way of video conferencing.
8. **Article 76:** We have clarified that the General Committee will decide what should be done if the position of President or Vice-President becomes vacant before the end of the original term, and expressly stipulated that the term of President and Vice-President will expire at the next Annual General Meeting where general election of officers will take place (instead of 4 years after appointment as in the original articles – the provisions in the original articles could mean that if the President is appointed during the middle of a term, the term of the President and General Committee would become inconsistent).
9. **Articles 77 to 79:** We have institutionalized the grant of honorary positions and their term limits. For example, other than Honorary Life President, all holders of honorary titles will expire at the next Annual General Meeting when general election of officers will take place. We have also clarified that holders of honorary positions may be removed with the approval of the General Committee and the General Meeting.
10. We have generally corrected some typos, and clarified some provisions (e.g. the internal hierarchy of the vice-chairpersons) which are ambiguous in the existing M&A.