

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF HARVARD CLUB OF HONG KONG LIMITED

哈佛大學香港校友會有限公司

1. The name of the Company is HARVARD CLUB OF HONG KONG LIMITED 哈佛大學香港校友會有限公司.
2. The registered office of the Company will be situated in Hong Kong.
3. The liability of the members is limited.

INTERPRETATION

4. In the interpretation of these Articles, unless there is something in the subject or context inconsistent therewith, the following words and expressions shall have the following meaning:-

"Board" means the Board of Directors of the Company.

"Company" means the Company registered as "HARVARD CLUB OF HONG KONG LIMITED 哈佛大學香港校友會有限公司".

"Directors" means the Directors of the Company as appointed from time to time by the Company.

"Hong Kong" means Hong Kong Special Administrative Region of the People's Republic of China.

"Ordinance" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

"President" means the President of the Company.

"Vice President" means the Vice President of the Company.

"Secretary" means the Secretary of the Company as appointed from time to time by the Company.

"Treasurer" means the Treasurer of the Company as appointed from time to time by the Company.

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

MEMBERS

5. The number of members of the Company shall be unlimited.
6. The first members of the Company shall be the subscribers to the Memorandum of Association and these Articles.
7. An individual can be associated with the Company as a (a) Member or (b) Associate of the Harvard Club of Hong Kong if he/she meets the respective eligibility requirements.
8. An individual of any nationality is eligible to be a **Member** if he/she (a) has received a degree awarded by Harvard University; (b) has completed one semester at Harvard University as a student, with the exception that no current student in any department of Harvard University shall be eligible unless they have already received a degree from Harvard

University; (c) has received a certificate of completion from an official program of Harvard University that is currently defined by Harvard University as qualifying the program participant as an alumnus or alumna for purposes of inclusion in the Harvard Alumni Directory; or (d) has received an honorary degree from Harvard University. There are **five** sub-categories of Members, namely Recent Graduates (graduated within the last three years), Annual, Family, Lifetime and Patron, with different subscription fee levels to be determined by the Board from time to time. Only Members shall have a right to vote on matters described in these bylaws.

9. An individual is eligible to be an Associate if he/she is not qualified as a Member in accordance with Article 8 above if such individual meets any of the criteria in this Article 9. Associates consist of the following categories, and other categories which the Board may decide from time to time. The Board may, at its discretion, specify or define eligibility from time to time. Associates shall not have a right to vote at any General Meeting of the Company and shall not be eligible to become Directors:

(a) **Parent(s):** An individual is eligible to become an Associate if he/she is a parent of:

- (i) a Member or an individual who is eligible to become a Member; or
- (ii) a current student who will be eligible to become a Member upon graduation (such eligibility continues after the graduation of the student, provided the parents are active members of the Company at the time of graduation and continue to be so)

(b) **Scholar:** An individual is eligible to become an Associate if he/she is or has been a faculty member, an instructor, a postdoctoral fellow, a visiting fellow or a visiting scholar at Harvard University, or an intern and/or resident fellow of a teaching hospital affiliated with Harvard University.

(c) **Student:** An individual is eligible to become an Associate if he/she is a current student at Harvard University and will be qualified to apply as a Member upon graduation. Upon graduation, the Associate status would cease and the individual would need to submit a new application to join the Company as a Member.

(d) **Non-HAA alumni certificate holder:** An individual is eligible to become an Associate if he/she has received a certificate of completion from an official program from Harvard University but has not or is ineligible to receive alumni status with the Harvard Alumni Association.

10. Those individuals who have heretofore been referred to as "Associates" shall henceforth become and be referred to as (a) "Members" if they are so qualified in accordance with Article 8 above, if they are not so qualified, effective at the time of their first renewal of membership with the Company hereafter.

11. While giving due regard to the foregoing Articles 8 to 10, the Board shall have the full and ultimate discretion as to the admission of any individual as a Member or Associate.

12. Any person eligible under Articles 8 to 10, who is recorded as having paid their subscription fee shall be considered a Member or Associate as appropriate to their qualifications.

13. The Company shall at all times maintain a register of Members and Associates which includes the Members' and Associates' names and contact details.

14. The subscription fees payable by Members and Associates shall be determined by the Board from time to time and shall be posted on the Company's website. Non-payment of dues by the announced deadline shall constitute grounds for loss of membership status and privileges.

15. Any Member who is a Harvard degree holder and has a valid permanent address in Hong Kong shall be entitled to run for the Board of the Company, and, if so selected, as an Officer of the Company. As Board Member / Officer, this individual shall have one vote in the event of voting on matters described in these bylaws. Associates shall be entitled to participate

in the activities of the Company, to the extent determined by the Board of Directors, but shall not be entitled to serve as a Board of Director or Officer or vote in the event of votes being sought at meetings of the Company.

16. Any Member or Associate whose subscription fee has not been paid in the next payment cycle shall ipso facto cease to be a Member or Associate, as the case may be, of the Company but may, in the discretion of the Board, be readmitted as a Member or Associate.
17. Any Member or Associate may withdraw from the Company by giving one month's notice in writing to the Secretary of his/her intention to do so. The resigning member will be expected to settle all dues (if any) before such resignation. Whole or pro rate of the paid dues shall not be refunded in case of such resignation.
18. All Members and Associates of the Company shall abide by the Code of Conduct outlined in the "Code of Conduct" document that can be found on the Company's website. The Code of Conduct will also be attached to these bylaws as an addendum.

- (a) If any Member or Associate violates any of these Articles or if his/her conduct in or out of the Company shall, in the opinion of the Board, be injurious to the character or interests of the Company or be derogatory to the status of any other Member or Associate in society, it shall be the duty of the Board to invite such individual complained of, by letter, to give an explanation of his/her conduct and to appear before a meeting of the Board convened to consider his/her case. If he/she cannot explain or does not respond to the Board in respect of his/her conduct to the satisfaction of the Board, the Board shall call upon him to withdraw, and should he/she not do so within a week, his/her name shall be erased from the register of the Company and he/she shall ipso facto cease to be a Member or Associate, as the case maybe, of the Company, provided always that the decision calling upon him to withdraw shall be supported by at least two-thirds of the Board present at such meeting or by proxy.

19. Any Member or Associate who has withdrawn from the Company shall forfeit all rights in and claims upon the Company and its property.

GENERAL MEETINGS

20. A General Meeting shall be held once every calendar year at such time and at such place as may be prescribed by the Board in accordance with the requirements of the Ordinance.
21. The above-mentioned General Meeting shall be called Annual General Meeting; any other General Meeting shall be called Extraordinary General Meeting.
22. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting on the requisition in writing of not less than 5% of its Members having the right to vote.

NOTICE OF GENERAL MEETINGS

23. Subject to the provisions of Section 564 of the Ordinance relating to special resolutions, 21 clear days' notice at the least specifying the place, the day and hour of the meeting and, in the case of special business, the general nature of that business, shall be given to such persons who are, under these Articles, entitled to receive such notice from the Company; but with the consent of all the Members entitled to receive notice of any particular meeting, that meeting may be convened by such shorter notice and in such manner as these Members shall think fit. The Company may give notice of an Annual General Meeting or Extraordinary General Meeting by mail, e-mail, or posting on the website of the Company.
24. The accidental omission to give notice of a meeting to, or non-receipt of any notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

25. The Board may fix a date, not exceeding 90 days prior to the date of any General Meeting, as the date as of which Members entitled to notice of and to vote at such meeting shall be determined, and only those persons who are Members of record on such date shall be entitled to notice of and to vote at such General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

26. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all those transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheet, and the annual report of the Directors and Auditor, the election of the Directors and the appointment of the Auditor and the fixing of their remuneration.
27. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 5% of its voting Members present or represented by proxy shall constitute a quorum.
28. Members may attend the General Meeting in person or by proxy. A Member who wishes to appoint a proxy to attend and vote at the General Meeting on his behalf must issue a proxy appointment letter in the form prescribed by the Board, and such proxy appointment letter must reach the President no later than 5 pm local time on the business day prior to the scheduled date of the Meeting.
29. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
30. The President shall preside as chairman at every General Meeting of the Company.
31. If at any meeting the President is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Members present shall choose someone of their number to be chairman of the meeting.
32. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
33. Every matter to be resolved at a General Meeting shall be determined by a majority vote of the Members, each Member having one vote, and the chairman having in addition to his own vote a second or casting vote only in case of a tie vote.
34. A declaration by the chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, 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.
35. No Member shall be entitled to vote, either in person or by proxy, at any meeting unless all moneys presently payable by him to the Company have been paid.

THE SEAL

36. The Seal of the Company shall not be affixed to any instrument except by a resolution of the Board and in the presence of such person or persons as the Board may appoint for the purpose and such person or persons shall sign every instrument to which the Seal of the Company is so affixed in his or their presence.

MANAGEMENT

37. The management of the affairs, administration and business of the Company shall be vested in the Board who may exercise all such powers and do all such acts and things as the Company is by its Articles and these presents or otherwise authorised to exercise or do and are not hereby or by the Ordinance required to be exercised or done by the Company in General Meeting but subject nevertheless to the provision of the Ordinance and of these presents and to any regulations (not being inconsistent with these presents) from time to time made by the Company in General Meeting; provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

BOARD

38. The first Directors shall be nominated by the subscribers to the Articles of Association.
39. The Board shall consist of not fewer than five (5) and not more than eleven (11) Directors.
40. Members of the Board shall be elected by Members of the Company at the Annual General Meeting by a majority vote of the Members in attendance or represented by proxies and shall hold office for a two-year term ending at the conclusion of the second Annual General Meeting following their election; the same person shall not serve as a Director for more than five (5) consecutive terms; upon serving as a Director for the maximum consecutive terms, two (2) years from the date of the expiration of most recent term shall have passed before the same person is eligible to be reelected as a Director and serve once again for a maximum period of five (5) two-year terms; provided also that:-
- (a) The incoming Board shall hold its first meeting as soon as practicable, but in any event within three (3) weeks after the Meeting that elected such Board.
 - (b) To the extent that any matter of the Company needs to be dealt with by the Board prior to such first meeting of the incoming Board and the matter could not reasonably be deferred to such first meeting, then the outgoing Board shall be authorised to deal with such matter in the best interest of the Company with prior consultation with the majority of the incoming Board.
 - (c) The Board must be elected in staggered terms.
41. Members of the Board shall elect a President, a Vice President, Secretary, Treasurer and may elect other officers as deemed appropriate by the Board. The Board may elect up to two officers for the position of Secretary and Treasurer, namely Co-Secretaries and Co-Treasurers, as deemed appropriate. The election of officers should take place at the first meeting of the newly elected Board to be held in compliance with Article 40(a) above. The President must be a holder of a Harvard degree. The President shall be elected for a term of one (1) year and shall not serve more than three (3) consecutive terms, provided that the majority of the Board (not counting that person, who shall not vote on this matter) may elect to waive such term limit for such person, with such waiver to be required for each consecutive term following the first three (3) terms. Notification of election results shall be transmitted to the Harvard Alumni Association promptly.
42. The outgoing Board shall provide all reasonable assistance to the incoming Board, including by way of having sub-group meetings, to facilitate the administrative and other transitional matters, including the proper handover of the books, records, manuals, funds, other property and arrangements, and thus enable the incoming Board to hold its first meeting as soon as practicable as contemplated by Article 40(a).
43. Any vacancy at any time existing in the Board of Directors shall be filled through a special vote by the Directors except if the remaining term is less than one year, (i) the Vice President shall become President if the vacancy is in the office of the President; and (ii) any other vacancy may be filled by the Board of Directors. In the event of a vacancy in the Board of Directors, a Member may be nominated to the post of Special Committee Member and may be voted onto the Board of Directors after a probationary period of one quarter, subject to a majority vote of the Board of Directors. In the event of an open vacancy on the Board of Directors, the remaining Directors may exercise the powers of the full Board of Directors until the vacancy is filled.

44. A Director may be removed from office (a) with or without cause by vote of two-thirds of the Directors then in office. A Director may be removed with or without cause after official written notice by the Board of Directors. The so vacated office shall be filled according to the procedures prescribed in Article 43.

PROCEEDINGS OF THE BOARD

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as it may think fit in Hong Kong or virtually with facial participation.
46. The President or, in the absence of the President, the Vice President shall preside at meetings of the Board. If neither the President nor the Vice President is present, those present shall elect a member of the Board to preside over such meetings.
47. No business shall be transacted at any meeting of the Board unless at least the majority of Directors are present.
48. Questions arising at any Board meeting shall be decided by a majority vote and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
49. The continuing Directors may act notwithstanding any vacancy in that body but if and so long as the number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of (a) filling up vacancies in their body or (b) summoning a General Meeting of the Company, but for no other purpose.
50. The Board may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing signed by all of the Directors thereof shall be valid and effectual as if it has been passed at a meeting of the Board.
51. A Director may not receive any salary from the Company but he shall be indemnified out of the funds of the Company in respect of travelling and other expenditure properly incurred in and about the affairs of the Company.
52. Except as provided in Article 49, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board generally.
53. (a) The Board may, from time to time, appoint such committees as it considers necessary for securing the efficient discharge of its functions and may delegate to any committees its powers and duties provided that no delegation made hereunder shall preclude the Board from exercising or performing or resuming at any time any of the powers and duties so delegated.
- (b) Any Member or Associate of the Company may be appointed a member of any committee provided that the chairman of such committee must be a Director.
- (c) Any committee so appointed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (d) Without limiting the generality of the foregoing, the Board shall appoint Directors to form the nominating committee, from time to time, for the purpose of recommending a slate of Director candidates to the Board and at the General Meeting. The nominating committee shall consist of at least three Directors, namely the President and two other Directors selected by the Board. Nothing in the Articles shall prevent the nomination of a Member for the position of Director, provided that any Member interested in being considered for election as a Director submit to the Secretary a written statement of candidacy and biography no later than 14 clear days' prior to the General Meeting.
54. All acts done by any meeting of the Board or a committee or by any person acting as a member of the Board or committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or committee or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or qualified to be a member of the Board or committee.

55. The Board shall cause proper minutes to be made in books provided for the purpose:-
- (a) of all the appointments of committees made by the Board;
 - (b) of the names of the members present at each meeting of the Board and of any committee thereof;
 - (c) of all the resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.
56. The office of a Director shall be vacated if:-
- (a) He becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
 - (b) He is found lunatic or becomes of unsound mind;
 - (c) He resigns his office by notice in writing to the Company.
57. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Company.
58. The books of account shall be kept at the Registered Office of the Company or at such other place or places as the Board thinks fit, and shall always be opened to the inspection of the Directors.
59. Subject to any reasonable restrictions as to the time and manner of inspecting the books of account which may be imposed in accordance with the regulations of the Company for the time being in force, the book of accounts shall be open to the inspection of Members.
60. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of persons not being Directors or Members and no person (not being a Director or Members) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or by the Memorandum of Association or authorised by the Board or by the Company in General Meeting.
61. The Board shall from time to time, in accordance with Section 429 of the Ordinance, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditor's Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the Company.
63. All cheques shall be co-signed by any two (2) of the Directors and/or the Company's Business Manager, who are designated as authorised signatories of the Company by the Board from time to time.

CONFLICTS MANAGEMENT

64. Personal or business interest of any of the individuals or organisations may arise that conflicts or might create perceptions of, or actual conflicts, with the interests and goals of the Company, Harvard University, the Harvard Alumni Association, including but not limited to the use of the resources of the Company (including access to Members) to further a personal or business interest.
65. Members of the Board should use best effort to avoid and minimize any actual or perceived conflict of interests, and where appropriate, disclose, or mitigate as appropriate, such potential conflict of interest to the Board and other relevant parties.
66. The Company will operate in accordance with a clear and transparent expense policy set by the board of directors and executed by the treasurer in the administration of activities and operations. Board/Officers shall receive no remuneration for time and effort spent on the Company activities. The Board shall coordinate an annual independent audit of the Company funds and accounts. The original receipts should be sent to the treasurer for approval and reimbursement.

HARVARD ALUMNI ASSOCIATION

67. The Company shall cooperate with officers, Regional Directors, committees, and staff of the Harvard Alumni Association in carrying out the purposes of the Company, and adhere to the Harvard Alumni Association requests and policies. Notification of election results shall be transmitted to the Harvard Alumni Association as promptly as practicable.

HARVARD TRADEMARK POLICY

68. Harvard Clubs such as the Company are part of the Harvard University community and the University grants Harvard Clubs permission to use the name "The Harvard Club of Hong Kong Limited" and other University trademarks and insignias. The Company needs to comply with policies set forth in the "Policy on the Use of Harvard Names and Insignias" located on the Harvard Trademark Program's webpage at <http://www.trademark.harvard.edu> as well as the Harvard Club/SIG Trademark Policy titled "Use and Licensing of the 'Harvard Club/SIG' name, the Harvard Alumni Association Logo, and other University Trademarks." If the Company or its Members becomes aware of questionable use of the name, appropriate action shall be taken to remedy such issue.

AUDIT

69. Auditors shall be appointed and their duties regulated in accordance with Sections 393 to 428 and 575 of the Ordinance.
70. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

INDEMNITY

71. Every Director, officer or other servant of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, officer or servant in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted or in connection with an application under Sections 902 to 904 of the Ordinance in which relief is granted to him by the Court.

SECRETARY

72. The Board may from time to time by resolution appoint or remove a Secretary. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its Directors or officers duly authorised. The first Secretary shall be BERNARD YAT NGA CHANG.

MISCELLANEOUS

73. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same 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 Company 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 the sum of One Hundred Hong Kong Dollars.
74. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth herein, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time have been or are members of the Company or any or either of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration or salary to any employees of officers or members or to any other persons in return for services actually rendered to the Company but so that no member of the Board or governing body should be appointed to any salaried

office of the Company or any office of the Company which shall be paid by fees and no remuneration or other benefit in money or money's worth should be given by the Company to any member of the Board or governing body.

75. If upon the winding-up of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which institution or institutions 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 Company under or by virtue of Article 74 hereof, such institution or institutions to be determined by members of the Company before the time of dissolution or in default thereof by such Judge of the High Court of Hong Kong as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects.

(Addendum)

Members' Code of Conduct

Club members should respect the rights, differences, and dignity of others. Those taking part in Club activities are expected to demonstrate honesty, integrity, and civility in those activities, and are accountable for their conduct vis a vis University alumni, students, parents, volunteers, employees, and invitees.

The Club's Board of Directors, after a simple majority vote under the bylaws, has the right to terminate or suspend the membership of those involved in conduct that is considered harmful to the welfare of the Harvard Club of Hong Kong, the Board or any other member of the Harvard Club of Hong Kong.

The members of the Board commit to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the Board of the Harvard Club of Hong Kong. Board members pledge to accept this code as a minimum guideline for the ethical conduct of all members:

- i. The Harvard Club of Hong Kong must operate exclusively to further the goals of Harvard University and the HAA for the benefit of the Club members and not to further any personal or business interests.
- ii. Any activity that might give rise to a real or apparent conflict of interest must be fully disclosed to the Club before the proposed activity takes place. The proposed activity shall not take place without prior discussion with the President or the Vice-President of the Club, and prior approval by the Board.
- iii. A real or apparent conflict of interest refers to (i) any personal or business interest of any person involved with the Club that conflicts or might conflict with the interests and goals of Harvard University, the HAA, or the Club, or (ii) the use of the resources of the Club (including access to members) to further a personal or business interest.
- iv. The Board has the power to exclude any individual from membership on the Board, from the position of an Officer, or general membership in the Club for violation of this Conflict of Interest Policy.

Names, Addresses and Descriptions of Subscribers

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AU MAY LING, ANGELA

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Business Executive

(Sd.) REUBEN T. MONDEJAR

REUBEN T. MONDEJAR

Department of Management,

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Associate Professor

Dated the 15th day of September, 2001.

WITNESS to the above signatures:-

(Sd.) CHAN KAI-HUNG, ALFRED

Solicitor, Hong Kong SAR

S. K. Lam, Alfred Chan & Co.

Solicitors & Notaries

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