

THE INDIA ASSOCIATION, HONGKONG

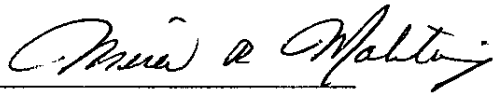
SPECIAL RESOLUTION OF THE INDIA ASSOCIATION, HONGKONG

AT A GENERAL MEETING OF THE INDIA ASSOCIATION, HONGKONG, HELD AT 6:30 PM ON THURSDAY 22ND MARCH 2012, AT THE INDIA CLUB, 24 GASCOIGNE ROAD, KING'S PARK, KOWLOON, THE FOLLOWING RESOLUTION WAS UNANIMOUSLY PASSED AS A SPECIAL RESOLUTION -

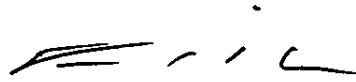
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

“That the New Memorandum and Articles of Association attached hereto be approved and adopted as the New Memorandum and Articles of Association of the Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Association.”

Dated this 22nd of March 2012.

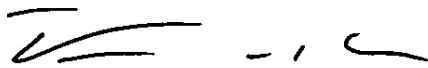


Mira Mahtani
President



Vijay Harilela
Honorary Secretary

CERTIFIED TRUE AND CORRECT COPY
BY



VIJAY HARILELA
DIRECTOR



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NEW MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE INDIA ASSOCIATION, HONGKONG

Incorporated on the 29th day of December 1965.

HONG KONG

No.12287

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

THE INDIA ASSOCIATION, HONGKONG

(the word "Limited" being omitted by Licence granted by me under delegated Powers) is this day incorporated in HongKong the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this company is limited.

Given under my hand this Twenty-ninth day of December One Thousand Nine Hundred and Sixty-five.

(Sd.) S.S. Tam

for Registrar of Companies,
Hong Kong.

The Companies Ordinance
(Chapter 32 of the laws of HongKong, Revised Edition, 1950)

SECTION 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the power conferred on him by Section 26 of the Interpretation Ordinance (Chapter 1) depute the person for the time being holding the office of Registrar of Companies to exercise and perform on his behalf the duties, discretions and power vested in him by Section 21 of the Companies Ordinance (Chapter 32).

AND WHEREAS it has been proved to my satisfaction that THE INDIA ASSOCIATION, HONGKONG which is about to be registered under the said Companies Ordinance 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 Association that the income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the objects of the 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 persons who are members of the Association.

NOW THEREFORE ,WILLIAM KIRK THOMSON, Registrar of Companies of the Colony of Hong Kong, in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by thirteen members thereof on the Eleventh day of December, 1965, do on behalf of His Excellency the Governor by this my licence direct THE INDIA ASSOCIATION, HONGKONG to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this Twenty-ninth day of December One Thousand Nine Hundred and Sixty-five.

(Sd.) W.K. THOMSON
Registrar of Companies,
HONG KONG.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a share Capital

NEW MEMORANDUM OF ASSOCIATION
OF
THE INDIA ASSOCIATION, HONGKONG
(as amended by a Special Resolution passed on 22nd of March 2012)

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1. The name of the Association is "THE INDIA ASSOCIATION, HONGKONG" (hereinafter called "The Association").
 2. The registered office of the Association will be situated in Hong Kong, Special Administrative Region of the People's Republic of China ("HongKong").
 3. The aims and objects for which the Association is established are:-
 - (a) To acquire and take over all the assets and liabilities of the present unincorporated body known as "The India Association" in HongKong.
 - (b) To preserve and promote cultural, recreational, educational, religious, moral, intellectual, physical and economic welfare and advancement of its members in particular and the community in general, and to encourage better understanding and unity among them and generally to foster fellowship in the community.
 - (c) To promote and encourage social interaction in HongKong.
 - (d) To promote and hold, either alone, or jointly with any other association, club or persons, meetings, competitions and all lawful indoor and outdoor sports and games.
 - (e) To participate in and promote all sporting activities and pastimes in HongKong or elsewhere and for any or all of these purpose to acquire, lease or playing fields, recreational grounds, bungalows, or other residences, pavilions, kitchens refreshment rooms, workshops, sheds and other conveniences in connection therewith and to furnish and maintain the same, and to permit the same and the property of the Association to be used by the members and other persons, either gratuitously or for payment.
 - (f) To establish, maintain and conduct a social club for the accommodation of members of the Association and such honorary members, friends of members, visitors and candidates for membership and others as the Executive Committee of the Association shall determine, and to provide club premises and other conveniences and generally to afford to members and their friends

all the usual privileges, advantages, conveniences and accommodation of a social club.

- (g) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (h) To construct and fit buildings as hostels for visitors and members of the Association with all such buildings and conveniences appertaining thereto as are usual, necessary or expedient in connection or conjunction with lodging and to re-construct or adapt any existing building for such purpose and to lodge visitors and members therein and to let out or hire or rent any such building, hostels, lodging or any part thereof.
- (i) To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Association.
- (j) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (k) To purchase, hire make or provide and maintain and to sell or otherwise dispose of all kinds of furniture, utensils and other things required or which may be conveniently used in connection with the Association; and all kinds of provisions and refreshments required or used by members of the Association or other persons frequenting the Association premises.
- (l) To hire and employ all classes of persons considered necessary for the purpose of the Association and to pay them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions, and to form and contribute to provident, benefit and insurance funds for the benefit of any employed by the Association.
- (m) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association, provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividends, bonus or otherwise howsoever by way of profit to its members.
- (n) Subject to the provisions of sub-clause (m) to support and subscribe to any charitable or public body and any institutions, society or club which may be for the benefit of the Association or its employees.
- (o) To provide for the delivery and holding of lectures, exhibitions, classes and conferences calculated directly or indirectly to advance the course of culture and education whether general, professional or technical and to award prizes, scholarships, etc.

- (p) To establish and maintain libraries and also reading and writing rooms and a reference library and to furnish the same respectively with books, reviews, magazines, newspapers and other publications, including instrumental and vocal music.
- (q) To promote the study, practice and knowledge of music and to give or arrange concerts and musical entertainments and to employ writers and composers and to purchase copyrights and to give prizes and awards.
- (r) To invest and deal with the moneys of the Association upon such securities and in such manner as may from time to time be determined for the purposes of the Association.
- (s) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory note or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association.
- (t) To seek from and make representation to the Government for the tenure of lease of any land, property or building for the use of the Association towards the promotion of its objects and to enter into any arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (u) For the purpose of carrying out or advancing the objects of the Association to accept subscriptions, donations and endowments and to make drives for funds by way of appeals to the public and promoting social functions and other forms of entertainment.
- (v) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

4. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.

(2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

(3) No member of the Executive Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Association to any member of the Executive Committee of the Association.

(4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee of the Association in return for any services actually rendered to the Association.

(5) Nothing herein shall prevent the payment, in good faith, by the Association :-

(a) to any member of its Executive Committee of out-of-pocket expenses;

(b) of interest on money lent by any member of the Association or its Executive Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted in pursuance of Section 21 of the Companies Ordinance, Chapter 32.
7. The Liability of the members is limited.
8. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceased to be member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding ten dollars.
9. If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such a judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, and if and as far as effect cannot be given to such provision, and then to some Charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association; 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 Association 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 Association shall be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.
11. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

WE, the several persons whose names, addresses and descriptions are here to subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers.
<p>I.P. GOHEL 2H. Yun Ping Road 2nd Floor, Hong Kong, Merchant.</p>
<p>H. MAHAN SINGH 6, Mosque Junction 1st Floor, Hong Kong, Medical Practitioner.</p>
<p>MOHAN GIDUMAL 8, Tai Hang Road, Hong Kong, Merchant.</p>
<p>A.K. BASU 19, Ventris Road, 6th Floor, Happy Valley, Hong Kong, Service.</p>

Dated the 11th day of December 1965.
WITNESS to the above signatures:-

(Sd.) H.A. HOOSENALLY
Hong Kong.

WE, the several persons whose names, addresses and descriptions are here to subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers.
<p>M.N. MASTER 10 Floor, Gulestan, 125, Repulse Bay Road, Hong Kong, Director.</p>
<p>MAKHAN SINGH 31, Shu Kuk Street, Flat 631, North Point, Hong Kong, Merchant.</p>
<p>H.T. BARMA 4, Hart Avenue, Kowloon, Company Director.</p>
<p>T.W. SABNANI 52, Robinson Road, 12th Floor, Apartment E, Hong Kong, Merchant.</p>

Dated the 11th day of December 1965.
WITNESS to the above signatures:-

(Sd.) H.A. HOOSENALLY
Hong Kong.

WE, the several persons whose names, addresses and descriptions are here to subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers
<p>M.S. WASAN 6E, haven Court 122-128, Leighton Road, Hong Kong, Merchant.</p>
<p>K.B. RATHI 2, Shuk Yuen Terrace, E/1st Floor, Greenlane, Hong Kong, Company Director.</p>
<p>ALIM P. JAGTIANI Alimsons & Co., 503, Holland House, Hong Kong, Proprietor.</p>
<p>R. PICHAJ 7A, Peace Mansion, Tai Hang Road, Hong Kong, Bank Manager.</p>
<p>H.N. HARILELA 150, Waterloo Road, Kowloon, Merchant.</p>

Dated the 11th day of December 1965.
WITNESS to the above signatures:-

(Sd.) H.A. HOOSENALLY
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited By Guarantee
and not having a Share Capital

NEW ARTICLES OF ASSOCIATION
OF
THE INDIA ASSOCIATION, HONGKONG
(as amended by a Special Resolution passed on 22nd of March 2012)

Interpretation

1. In these Articles unless there is anything in the subject or context inconsistent therewith:

“Annual General Meeting” means the yearly General Meeting of the Members of the Association.

“Association” means the company registered as “The India Association, HongKong”.

“Committee” and “Members of the Committee” means the members of the Executive Committee of the Association for the time being.

“Constitution” means the Memorandum and Articles of Association of the India Association, HongKong.

“Co-Opt Member” means up to 5 Life Members co-opted to the Committee from time to time.

“Corporate Member” means a corporate body of the Association with maximum of two nominees whose membership terms and subscription fees shall be determined by the Committee. Corporate Members shall have no voting rights.

“Extraordinary General Meeting” means a General Meeting of the Members specially convened under these Articles.

“General Meeting and Meetings” means a Meeting of the Members whether an Annual General Meeting or an Extraordinary General Meeting.

“HongKong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“Honorary Advisor” means the first Honorary Advisor of the Association, Mr. Bob N. Harilela JP whose term of office is for life, and such other person or persons elected by the Committee as an Honorary Advisor to hold office for an initial period of two years renewable by the Committee for further periods of two years each thereafter.

“In writing” means written, typewritten, lithographed, or printed and other modes of representing or reproducing words in visible forms-

“Indian” means such individual who is a Citizen of the Republic of India and or such individual who is or was Indian by origin or by descent.

“Individual Member” means “Life Member” or “Associate Life Member”.

“Member” means an Individual or Corporate Member of the Association.

“Month” means the calendar month.

“Notice” means any notice required to be given shall be sufficiently given if (a) given in writing by the party or its legal representative and (b) delivered by (i) hand delivery, (ii) pre-paid post, (iii) facsimile, or (iv) electronic mail.

“Officers” means the President, the two Vice-Presidents, The Honorary Secretary and the Honorary Treasurer.

“Ordinance” means The Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended from time to time.

“Patron” means: (i) the Consul General of India of Hong Kong whose term of office is for the time being; (ii) Dr. Hari N. Harilela GBM, GBS, OBE, LLD, JP whose term of office is for life; and (iii) such other person or persons as elected by the Committee as a Patron to hold office for an initial period of 5 years renewable by the Committee for further periods of 5 years each thereafter.

“Year” means the calendar year.

In these Articles, words importing the singular include the plural and vice versa, and words importing gender or the neuter include both genders and the neuter.

2. The Association is established for the purposes expressed in the Memorandum of Association.

Membership

3. For the purposes of registration, the maximum number of Members is declared to be 2,000.

4. The first Members shall be:-

(a) The signatories to the Memorandum of Association and these Articles;

(b) Every person who was at the date of the incorporation of the Association a member of the said unincorporated body known as The India Association and who shall not within two months from the date of incorporation give notice

in writing to the Honorary Secretary of the Association that he does not desire to be a Member.

5. Subject to the provisions of Articles 6, 7 and 11(3) hereunder, any resident or body corporate (incorporated, or registered as a non- Hong Kong company) in of Hong Kong shall be eligible for membership of the Association.
6. Any person desirous of becoming a Member shall sign an application form to be supplied by the Association.
7. Any application for membership shall be considered by the Committee at its meeting and if approved by a majority of its members present, the applicant shall be elected.
8. When an applicant has been elected, he shall be notified of this in writing and supplied with a copy of the Memorandum and Articles of Association within fourteen days.
9. The Committee may reject any application without assigning any reason therefore and its decision shall be final.
10. If an application has been rejected the applicant shall be notified of this in writing, within fourteen days, but no reason shall be given.
11. Membership shall be divided into:-
 - (1)
 - a) Patrons;
 - b) Honorary Advisors;
 - c) Honorary Members;
 - d) Life Members;
 - e) Associate Life Members; and
 - f) Corporate Members.
 - (2) Only Life Members shall be entitled to vote at General Meetings and be entitled to be elected Officers and or members of the Committee.
 - (3) Only Indians of the age 21 years and over shall be admitted as Life Members. Any other persons of the age of 21 years and over may be admitted as Associate Life Members. Associate Life Members and Corporate Members shall not be entitled to vote at General Meetings
 - (4) Associate Life Members and Corporate Members shall however have all reasonable opportunities to enjoy the facilities provided by the Association subject to any rules and regulations prescribed in these Articles or by the Committee.
12. Subscriptions and entrance fees payable by the Members shall be endorsed by the Life Members of the Association in General Meeting.

13. A Member desiring to resign from membership shall inform the Honorary Secretary in writing to that effect. He shall nevertheless remain liable to pay the Association all moneys due from him to the Association at that time and shall not be entitled to any refund of the subscription paid.

14. Any Member leaving Hong Kong and having first informed the Honorary Secretary of his departure in writing shall be entitled to have his name put on the Absent Members' list. Such Member shall not be entitled to any refund of the subscription already paid. On the return of such Member to Hong Kong, he shall be reinstated, provided no arrears of any moneys are due from him. The Member shall not be required to pay any fresh subscription.

15. Every Life Member and Associate Life Member and Corporate Member shall (subject to Article 13 and 16) be a Member until he is deceased or in the case of Corporate Members liquidated or deregistered before the expiration of its term of membership. The rights of a Member shall be personal and shall not be transferable.

16. Any Member whose conduct in the opinion of the Committee is prejudicial to the interests of the Association shall be called upon to explain, and should his explanation fail to satisfy the Committee, the Honorary Secretary shall write and invite him to resign within 14 days, failing which he shall be expelled by a resolution of the Committee. Such expelled person shall have the right to appeal the decision of the Committee to the Members of the Association in General Meeting.

17. Every Member shall be entitled to receive a receipt on the official form of the Association and duly signed by the Honorary Treasurer upon making a payment.

General Meetings

18. The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place, as the Committee may determine.

19. A General Meeting shall be held not later than the 31st day of March in every year for the purpose of receiving the report of the Committee, of examining and passing the accounts of the previous year, of electing the Officers and Members of the Committee and Auditors and of transacting general business.

20. The above-mentioned General Meetings shall be called Annual General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

21. Subject to section 113 of the Ordinance, the Committee may whenever they think fit convene an Extraordinary General Meeting; and shall also convene an Extraordinary General Meeting on the requisition of not less than 15% of the Life Members.

22. An Annual General meeting and a Meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a Meeting of the Association other than an Annual General Meeting or a Meeting for the passing of

a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of Meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association: Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed –

- (a) in the case of a Meeting called as the Annual General Meeting, by all the Life Members entitled to attend and vote at the Meeting; and
- (b) in the case of any other Meeting, by a majority in number of the Life Members having a right to attend and vote at the Meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Life Members entitled to attend and vote at that Meeting.

23. The accidental omission to give the Notice of a Meeting to or the non-receipt of Notice of a Meeting by any Member shall not invalidate the proceeds at any Meeting.

Proceedings at General Meetings

24. No business shall be transacted at any General Meeting unless a quorum of Life Members is present at the time when the Meeting proceeds to business and such quorum shall consist of not less than 15 Life Members present or by proxy.

25. 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 Life Members, shall be dissolved; in any other case it shall be 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.

26. The President and in his absence, one of the Vice-Presidents, shall preside as Chairman at every General Meeting, If at any Meeting the President or any one of the Vice-Presidents shall not be present within 15 minutes after the time appointed for the Meeting, one of the Members of the Committee shall preside, or if no Member of the Committee be present or willing to take the chair, the Life Members present shall choose one of their number to be the Chairman.

27. The Chairman may with the consent of all Life Members present at the General Meeting at which a quorum is present (and shall if so directed by the Life Members) 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 thirty days or more, notice of the adjourned Meeting shall be given as in the case of

the 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.

28. At any General Meeting a resolution put to vote at the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Life Members present in person or by the Chairman. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously, or by the particular majority, or lost, and an entry is made to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number of proportion of the votes in favour of or against the resolution.

29. If a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting, at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or a casting vote.

31. A poll demanded on the election of a Chairman or a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such times as the Chairman of the Meeting directs.

Proxies

32.(a) A proxy must be a Life Member of the Association.

(b) An instrument appointing a proxy shall be in writing and in a form which the Committee may accept, and shall be deemed, save where the contrary appears on the face of the instrument of proxy, to confer authority to demand or concur in demanding a poll and to include power to act generally at the General Meeting and any adjournment thereof for the person giving instrument appointing the proxy and to vote on any resolution (or amendment thereto) put to the Meeting for which it is given as the proxy unless otherwise thinks fit. No instrument appointing a proxy shall be valid except for Meeting mentioned therein and any adjournment thereof.

33. The instrument appointing a proxy shall be signed by the appointer, or his duly authorised attorney in writing.

34. The instrument appointing a proxy shall be deposited with the Honorary Secretary at such place in Hong Kong as is specified for such purpose in the Notice convening the Meeting at least 48 hours before the time fixed for holding the Meeting or any adjournment thereof at which the person named in such instrument proposes to vote or for taking a poll as the case may be, and in default the instrument appointing the proxy shall not be valid.

35. (a) An instrument appointing a proxy may be revoked by forwarding to the Honorary Secretary at such place as referred to in Article 34 written notification of such revocation signed by or on behalf of the person who issued or authorised the issue of the instrument of proxy.

(b) A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy if no intimation in writing of such death or revocation shall have been received by the Honorary Secretary before the commencement of the Meeting or adjourned meeting to which the instrument of proxy at such place as referred to in Article 34 relates.

Votes of Members

36. Only Life Members are entitled to vote. Each Life Member is entitled to one vote but shall have the right to vote by proxy.

37. No Life Member shall be entitled to vote at any General Meeting unless all moneys presently payable by such Member to the Association have been paid.

Executive Committee

38. (a) Until otherwise determined by the Association in General Meeting, the management of the affairs of the Association shall be vested in the Committee of which the number of members (excluding Co-Opt Members) shall be **not less than 12 and not more than 15** Life Members, inclusive of five Officers. The Officers of the Association shall be a President, two Vice-Presidents, an Honorary Secretary and an Honorary Treasurer. The immediate past president of the Association shall be an ex-officio member of the Committee.

(b) The following Members shall be the first Officers and Members of the Committee:-

President: Indulal Premanand Gohel, Vice-Presidents: Dr H. Mahan Sigh, Mohan Gidumal, Hon. Secretary: Amiya Kumar Basu, Hon Treasurer: Krishan Bihari Rathi, General Committee: Hatam Tyebjee Barma, Sher Singh Chopra, Parduman Singh Dhillon, Hari Naroomal Harilela, Alim P. Jagtiani, Minoos Navroji Master, R.Pichai, Tulsidas Wadhmal Sabnani, Makhan Singh and Mohinder Singh Wasan.

(c) Up to 5 Co-Opt Members can be appointed to the Committee. Co-Opt Members do not have the right to vote at meetings of the Committee.

39. All Officers and Members of the Committee shall be proposed, seconded and elected by, the Life Members present at each Annual General Meeting. They shall hold office until the conclusion of the next Annual General Meeting when they shall retire.

40. The President shall not be eligible for re-election as President after two consecutive terms, but he may be re-elected after he has been out of office for one year.

41. The Honorary Secretary shall take charge of all correspondence, record the minutes of all meetings and generally handle all administrative functions of the Association. Any minutes of any meetings of the Members of the Committee, or of any subcommittee of the Committee if purporting to be signed by the Chairman of such meeting or of the Chairman of the next succeeding meetings shall be receivable as prima facie evidence of the matters stated in such minutes.

42. If a vacancy shall occur in the office of the President, the Committee shall elect one of the two Vice-Presidents to be acting President for the un-expired period of the term.

43. Any vacancy in the office of the Vice-Presidents, the Honorary Secretary, the Honorary Treasurer or in the Committee may be filled from the Committee from among the Life Members and any Life Member or Members so appointed shall retain his or their offices as long as the vacating officer or officers would have retained the same if no vacancy had occurred.

44. Any Member of the Committee who fails to attend three consecutive meetings or five in all during the Year shall be deemed to have resigned from the Committee unless such absence of the Member of the Committee is either due to sickness, or serious illness, or being away from HongKong.

45. If at any time the Association in General Meeting passes a resolution authorising the Committee to borrow money for the Association, the Committee shall be empowered to raise such sums of money at any time at such rate of interest or in such form or manner and upon such security as shall be specified in the resolution and thereupon the Committee shall, in the manner provided in Article 55 hereof or in such other manner as circumstances may require or as the Committee shall think fit, make all such dispositions of the Association's property or any part thereof and enter such agreements in relation thereto as the Committee deem proper for giving security for such loans and interest. All Members, whether voting on such resolution or not and all persons becoming Members after passing such resolutions and all others who may by virtue of these Articles be entitled to the privileges and to the use of the property of the Association shall be deemed to have assented to the same as if they have voted in favour of such resolution and shall be bound thereby.

46. The Committee shall have the power at any time and from time to time to appoint a sub-committee or sub-committees for such purposes as they deem fit and may determine the powers, functions and duties of any such sub-committee or sub-committees.

47. The Committee shall appoint one of its Life Members excluding Co-Opt Members to be Chairman of the sub-committee and if more than one sub-committee is to function at the same time, a separate Chairman shall similarly be appointed for each sub-committee.

48. A sub-committee shall function only as a subordinate body to the Committee under clearly laid down terms of reference and shall exercise only such powers as the Committee may delegate to it from time to time.

49. The financial year of the Association shall be from 1st January to 31st December of each year.

Proceedings of the Committee

50. a) The Committee may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. Unless otherwise determined, the Committee shall meet once a month provided three days' previous Notice in writing is given. Questions arising at any meeting shall be decided by the majority of the votes. In case of an equality of votes, the Chairman shall have a second or casting vote.

b) The quorum necessary for the transaction of the business of the Committee shall be five of the Members of the Committee.

51. The Honorary Treasurer shall receive and have charge of all moneys and shall disburse the same under the direction of the Committee. He shall keep full and correct accounts and shall submit a statement of arrears of subscription and a statement of commitments of the current month at each monthly meeting of the Committee.

52. An Annual Report of the Committee together with a duly audited Statement of Accounts and a notice of the Annual General Meeting shall be sent by the Honorary Secretary to each Life Member at least seven days before the date of the Meeting.

Audit

53. Auditors shall be appointed and their duties regulated in accordance with Section 131, 132 and 133 of the Companies Ordinance.

54. Every account of the Association when audited and approved by a General Meeting, shall be conclusive.

Seal

55. The Seal of the Association shall not be affixed to any instrument except by the authority of the resolution of the Committee and unless and until the Committee shall otherwise determine, any two of the Officers shall sign every instrument to which the seal shall be affixed.

56. All cheques and negotiable instruments shall be signed by any two of the Officers of the Association.

Patrons, Honorary Advisors and Honorary Members

57. The Committee shall have the power to invite without payment of entrance fee or subscription any person or persons of distinction to become a Patron of the Association. Any person, who has accepted the office of the Patron, may relinquish it any time, upon written notice, being given to the Committee.

58. The Committee shall have the power to invite without payment of entrance fee or subscription any persons to become Honorary Advisors or Honorary Members of the Association. Honorary Advisors or Honorary Members desiring to resign from the Membership of the Association shall inform the Committee in writing to that effect.

59. Patrons, Honorary Advisors and Honorary Members shall have all the privileges of the Association without any of the liability of members but shall have no voice in the management of the Association.

60. The nomination and election of the Patrons, Honorary Advisors and Honorary Members shall be voted upon by the Committee in secret ballot.

Bye-Laws

61. The Committee shall subject to the terms of the these Articles from time to time make, add to, alter and repeal Bye-Laws for the regulation of the Association, its Officers, Members and employees thereof as to the use and enjoyment of the Association or any part thereof.

62. Any such alterations, additions or repeal of the existing or any new Bye-laws or any addition thereto or alteration or repeal thereof, shall be binding on all Members. They shall be mailed to all Members and shall be entered in a book to be kept by the Honorary Secretary for that purpose and such book shall be open to the inspection of all Members.

General

63. Any question of the interpretation of the provisions of the Constitution shall be left to the Committee whose decision shall be final.

64. All matters not specifically provided for in Constitution shall be decided the Committee, whose ruling shall be final.

65. Every Member of the Committee shall be indemnified by the Association against and it shall be the duty of the Committee out of the funds of the Association to pay all costs, losses and expenses which a member of the Committee may incur or become liable for by reason of any contract entered or act or deed done by him as such member or in any way in the discharge of his duties.

Winding Up

66. The provisions of Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same was repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

I.P.GOHEL
2H., Yun Ping Road
2nd Floor, Hong Kong
Merchant

H. MAHAN SINGH
6, Mosque Junction,
1st Floor, Hong Kong
Medical Practitioner

MOHAN GIDUMAL
8, Tai Hang Road,
Hong Kong
Merchant

A.K.BASU
19, Ventris Road,
6th Floor, Happy Valley
Hong Kong
Service

Dated the 11th day of December 1965
Witness to the above signatures:-

(Sd.) H.A.Hoosenally
Hong Kong

Names, Addresses and Descriptions of Subscribers

N. M MASTER
10/F, Gulestan,
125 Repulse Bay Road,
Hong Kong
Director

MAKHAN SINGH
31, Shu Kuk Street,
Flat 631, North Point,
Hong Kong.
Merchant

T.W. SABNANI
52, Robinson Road,
12th Floor, Apartment E,
Hong Kong
Merchant

Dated the 11th day of December 1965
Witness to the above signatures:-

(Sd.) H.A.Hoosenally
Hong Kong

Names, Addresses and Descriptions of Subscribers

M.S.WASAN
6E, Haven Court,
12-128 Leighton Road,
Hong Kong
Merchant

K.B.RATHI
2, Shuk Yuen Terrace,
E/1st Floor, Greenlane,
Hong Kong.
Director

R. PICHAJ
7A, Peace Mansion,
Tai Hang Road,
Hong Kong.
Bank Manager

H. N. Harilela
150 Waterloo Road,
Kowloon
Merchant

Dated the 11th day of December 1965

Witness to the above signatures:-

(Sd.) H.A.Hoosenally
Hong Kong