

COMPANIES ORDINANCE (Cap. 622)

**A COMPANY LIMITED BY GUARANTEE,
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

**THE CIVIC PARTY LIMITED
公民黨有限公司**

Preliminary

1. The name of the company is "The Civic Party Limited (公民黨有限公司)", (hereinafter called 'the Party').
2. The registered office of the Party will be situated in Hong Kong.
3. The objects for which the Party is established are:
 - (1) to promote a democratic political system in Hong Kong built upon universal suffrage, the rule of law, constitutionalism, civil liberties and equality of opportunities for all Hong Kong's people;
 - (2) to provide support and services for members of the Party who hold elected public office and members of the Party who stand in elections as candidates to such public office as is open to election in Hong Kong;
 - (3) to foster a sustainable community through partnership with civil society groups;
 - (4) to promote civic education;
 - (5) to foster social cohesion and undertake community projects for the well-being of Hong Kong residents.
 - (6) Without prejudice to the generality of the foregoing the Party shall have power to do all of the following things in furtherance of these objects:
 - (a) to solicit, accept and receive donations, subscriptions and gifts from persons, corporations or organisations for any one or more of the objects set out herein and to give receipts therefor;
 - (b) to organise fund-raising projects and activities to promote, demonstrate, support and carry out any of the above objects and to pay and discharge payments and expenses incurred for such projects and activities;

- (c) to organise campaigns and activities to promote, demonstrate, support and carry out any of the above objects and to pay and discharge payments and expenses incurred for such campaigns and activities;
- (d) to purchase, sell, lease, mortgage, improve, manage or otherwise dispose of or deal in land, houses or other properties, whether leaseholds or otherwise and whether movable or immovable;
- (e) to borrow any money required for the purposes of the Party with or without security;
- (f) to hire and employ all classes of persons necessary or expedient for the purposes of the Party and to pay them in return for services rendered to the Party, salaries, wages, allowances and pensions in accordance with the laws governing employment for the time being in force in Hong Kong and such other benefits as the Party shall see fit and to obtain the services of all other classes of persons as may be necessary or expedient for the purposes of the Party including but not limited to lawyers, accountants, financial advisors, bankers, academic researchers, public relations advisors and any other professional person or firm and to pay them such reasonable remuneration for services rendered as may be required;
- (g) to invest and deal with the money of the Party which is not immediately required in such a manner as may from time to time be thought fit;
- (h) to do all such other things as are incidental or conducive to the attainment of all or any of the objects set out above.

Provided that:-

- (i) in case the Party shall take or hold any property which may be subject to any trusts, the Party 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 Party shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. (1) The income and property of the Party, whensoever derived, shall be applied solely towards the promotion of the objects of the Party as set forth in this Articles of Association.
 - (2) Subject to (1) above and (5) below, no portion of the income and property of the Party shall be paid or transferred directly or indirectly, by way of dividend, bonus, profits or otherwise howsoever, to the members of the Party or any of them.
 - (3) No member of the Executive Committee of the Party shall be appointed to any salaried office of the Party, or any office of the Party paid by fees, and no remuneration or other benefit in money or money's worth (except as provided in (5) below) shall be given by the Party to any member of the Executive Committee of the Party.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Party of reasonable and proper remuneration to any officer or servant of the Party, or to any member of the Party, not being a member of the Executive Committee of the Party, in return for any services actually rendered to the Party.

- (5) Nothing herein shall prevent the payment, in good faith, by the Party:-
- (a) to any member of the Executive Committee of the Party of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Party or of its Executive Committee at a rate per year not exceeding 2% above the prime lending rate adopted by the Hong Kong and Shanghai Banking Corporation Limited (HSBC) from time to time;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Party 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 Party or of its Executive Committee is interested solely by holding beneficially not more than one-hundredth part of the capital of that body corporate or controlling not more than a one-hundredth part of its votes.
5. The liability of the members is limited.
6. Every member of the Party undertakes to contribute to the assets of the Party, 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 or liabilities of the Party 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 amongst themselves such amounts as may be required but not exceeding HK\$100.00.
7. If upon the winding up of the Party there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Party, but shall be given or transferred to some other institutions having objects similar to the objects of the Party or in the absence of such institution, to such other institution or institutions having charitable objects for the benefits of the people in Hong Kong 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 Party under or by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Party at or before the time of dissolution, and in default thereof by a Judge of the High Court of Hong Kong, as may have or acquired jurisdiction in the matter, and so far as effect cannot be given to the aforesaid provisions then to some public or charitable objects.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Articles of Association.

Names, Descriptions and Addresses of Subscribers

- 1. Chan, Ka Lok
University Professor
- 2. Yu, Kwun Wai
Student
- 3. Cheung, Chiu Hung
University Lecturer
- 4. Mo Man Ching, Claudia
Journalist
- 5. Li, Gladys Veronica
Barrister
- 6. Kuan, Hsin Chi
University Professor
- 7. Ng, Wing Shun, Anthony Vincent
Architect
- 8. Cheng Yu Shek, Joseph
University Professor
- 9. Leong Kah Kit, Alan
Barrister
- 10. Lai Kwong Tak, Albert
Engineer
- 11. Eu Yuet Mee, Audrey
Barrister
- 12. Ng Ngoi Yee, Margaret
Barrister
- 13. Tong Kah Wah, Ronny
Barrister
- 14. Williams, Anthony Mark
Associate Professor

Dated the day of 2006.

Witness to the above signatures,

Lee Wai Wah
(Above Address are omitted for privacy)

Interpretation

8. In these Articles:-

- “Branch Member”** means a person who has joined a branch of the Party.
- “Disciplinary Committee”** means the committee established herein to determine all matters of a disciplinary nature with regard to the conduct of members of the Party.
- “District Branch”** means one of the five geographical branches of the Party as provided herein.
- “Election Committee”** means the committee established herein to administer, issue and receive notices and documents in relation to the election of the Executive Committee and to decide on the arrangements of and for such elections.
- “Ethics and Standards Committee”** means the committee established herein to oversee all ethical matters concerning the Party, its members, and Officers and other members of the Executive Committee.
- “Executive Committee”** means the committee established herein to conduct the management and control of all matters of an executive nature, to make, discuss and implement Party policy and to promote the attainment of the objects of the Party. Members of the Executive Committee shall be the directors of the Party for the purposes of Section 453 of the Ordinance.
- “Executive Committee Member (District Development)”** means any person elected or appointed as provided herein to be Executive Committee Member (District Development) of the Party and having the functions provided for the office herein or such other functions as shall be delegated to him by the Executive Committee.
- “Executive Committee Member (Party Development)”** means any person elected or appointed as provided herein to be Executive Committee Member (Party Development) of the Party and having the functions provided for the office herein or such other functions as shall be delegated to him by the Executive Committee.
- “Executive Committee Member (Policy Advocacy)”** means any person elected or appointed as provided herein to be Executive Committee Member (Policy Advocacy) of the Party and having the functions provided for the office herein or such other functions as shall be delegated to him by the Executive Committee.
- “Foundation Day”** means the day chosen for the Foundation Event by the Subscribers.
- “Foundation Day List”** means the list of persons who on Foundation Day and at the invitation of the Subscribers sign an application list during the Foundation Event to become Founding Members of the Party and who pay the entrance and membership fee of \$300.

“Foundation Event”	means the function at which the Party is launched to the public.
“Founding Member”	means any person who has subscribed to the Articles of Association of the Party or who has signed the Foundation Day List.
“Members”	means all members of the Party including Founding Members, Ordinary Members, Branch Members, Honorary Members, Temporary Members or Supernumerary Members.
“Membership Committee”	means the committee established herein to deal with all matters of membership of the Party.
“Officers”	means the Party Chairman, the Party Leader, two Vice-Chairmen, the Secretary-General and the Treasurer.
“Ordinance”	means the Companies Ordinance, Chapter 622.
“Ordinary Member”	means a person who is a Founding Member or who has been elected to be an Ordinary Member as provided herein.
“Party”	means The Civic Party Limited 公民黨有限公司.
“Party Chairman”	means the person elected as provided herein to be the Chairman of the Party.
“Party Headquarters”	means the place designated as such by the Executive Committee from time to time.
“Party Leader”	means the person elected or appointed as provided herein to be the Leader of the Party.
“Provisional Executive Committee”	means the provisional committee established in accordance with these Articles, in the event of or during the absence or incapacitation of the Executive Committee, empowered to exercise all the authorities and powers of the Executive Committee and the members of this provisional committee shall be directors of the Party pursuant to Section 453 of the Companies Ordinance.
“Seal”	means the common seal of the Party.
“Secretary-General”	means any person elected or appointed as provided herein to be Secretary-General of the Party and having the functions provided for the office herein or such other functions as shall be delegated to him by the Executive Committee.
“Deputy Secretary-General”	means any person elected or appointed as provided herein to be Deputy Secretary-General of the Party and having the functions provided for the office herein or such other functions as shall be delegated to him by the Executive Committee.

- “Subscribers”** means those persons whose names appear as subscribers to this Articles of Association of the Party and who will form the members of the first Executive Committee of the Party on incorporation.
- “Treasurer”** means any person elected or appointed as provided herein to be Treasurer of the Party and having the functions provided for the office herein or such other functions as shall be delegated to him by the Executive Committee.
- “Vice-Chairman”** means any person elected or appointed as provided herein as a Vice-Chairman of the Party and who may deputize for the Party Chairman.
- “Young Civics”** means a branch of the Party to be comprised of younger members.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form including words transmitted by electronic means and visible by use of any electronic device.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Party.

Words purporting one gender shall, where the context admits, include the other gender.

Where a date is specified in these Articles and such date falls on a Sunday or Public or General Holiday, then the next following working day after the said date should be substituted.

9. The regulations contained in Schedule 4 to the Companies (Model Articles) Notice (Cap.622H) do not apply to the Party.
10. The Party is established for the purposes expressed in this Articles of Association.

Membership

11. All persons of at least eighteen years of age not being a member of any other political party operating in Hong Kong or elsewhere shall be eligible for membership.
12. The number of members which the Party proposes to admit for the purposes of registration under the Ordinance is 500,000 but the Executive Committee may subject to Section 114 of the Ordinance from time to time admit an increased number of members.
13. The Party shall consist of Founding Members, Ordinary Members and Branch Members, and there may be Honorary, Temporary and Supernumerary Members or such other additional categories of members or associates as the Executive Committee may in its absolute discretion admit.

Proposal of Candidates for Election as Ordinary Members

14. Every candidate for admission as an Ordinary Member shall be proposed by one Ordinary Member and seconded by another and, unless otherwise exempted, must have been a Branch Member for at least twelve months prior to the date on which he is proposed for Ordinary Membership. A candidate shall be proposed by entering in the candidates book at the Party Headquarters his name in full, residence, occupation and age, and if he is already a Branch Member the details of his Branch Membership, together with the name of his proposer and seconder, PROVIDED that until twelve months shall have elapsed after Foundation Day ordinary membership of the Party may be acquired only by invitation of the Executive Committee.

Event of Proposer or Seconder ceasing to be a Member

15. If a proposer or seconder shall before the candidate comes up for election have ceased to be a member, another proposer or seconder, as the case may be, may at any time not later than fourteen days before the day when the candidate comes up for election be substituted by entry in the candidates' book. If a proposer or seconder desires to withdraw his name, he may do so, subject to any regulations which the Membership Committee may at any time prescribe, and within one month of such withdrawal and not later than fourteen days before the day when the candidate comes up for election, another proposer or seconder may be substituted by entry in the candidates' book.

Event of both Proposer and Seconder ceasing to be Members

16. If both the proposer and the seconder shall have ceased to be members or shall desire to withdraw, another proposer and another seconder may, subject to the same conditions and within the same times as in Article 15, be substituted by entry in the candidates' book.

Posting of Candidates for Ordinary Membership

17. The particulars inserted in the candidates' book shall be posted prominently at Party Headquarters or such other suitable places (including computer websites) as may be designated for this purpose by the Secretary-General from time to time preceding the day when the candidate comes up for election.

Inaccuracies in Nomination

18. Any omission from or inaccuracy in the particulars inserted in the candidates' book shall invalidate the proposal and any election made in consequence of it unless the Membership Committee sees fit to waive the omission or inaccuracy.

Order of Election

19. All candidates for election shall, provided that at the date of the election they appear to be eligible for membership, come up for election in the order in which their names appear in the candidates' book.

Election of Ordinary Members

20. Admission of Ordinary Members shall be by election by the Membership Committee of not less than five members being members of the Executive Committee appointed by the Executive Committee for that purpose. In the event of any member ceasing to be a member of the Executive Committee he shall automatically cease to be a member of the Membership Committee and another member of the Executive Committee shall be appointed in his place. A candidate for election who receives the votes of the majority of the Membership Committee shall be elected.

Admission of Branch Members

21. Unless otherwise expressly provided for herein, admission of Branch Members shall be governed by rules to be made by individual branches subject to approval by the Executive Committee.

Privileges of Branch, Honorary, Temporary and Supernumerary Members

22. Branch Members, Honorary, Temporary and Supernumerary Members shall be entitled to all the benefits and privileges of membership except that they shall not be qualified to be officers or members of the Executive Committee, or to vote at any general meetings of the Party. Branch members shall be entitled to vote at all meetings of the branch and hold office at the branch level.

Notice to Member Elected

23. Immediately upon the election of a candidate to any class of membership of the Party written notice thereof shall be given to him, and he shall be furnished with a request to remit to the Party's bank within 28 days from the date of such request the amount of his entrance fee and first subscription or new rates of subscription as the case may be, and a copy of this Articles of Association of the Party unless he is already a member of the Party. Upon payment of his entrance fee and first subscription, a candidate who is not already a member shall become a member of the Party and be entitled to all the benefits and privileges of membership, and be bound by this Articles of Association; and upon first payment of subscription at the rate applicable to an Ordinary Member, a Branch Member promoted to Ordinary Membership shall be entitled to all the benefits and privileges appertaining thereto.

Delay in taking up Membership

24. If such entrance fee and subscription be not paid within 28 days from the date of such request as aforesaid, the election of such candidate shall be void, unless he shall satisfy the Membership Committee that the delay in payment was due to absence from Hong Kong or other sufficient cause.

Entrance Fee and Subscription

25. The entrance fee shall be such sum as the Membership Committee may from time to time determine. The annual subscription shall also be determined from time to time by the Membership Committee, and the Membership Committee may in so doing provide for different rates to be payable by different classes of member.

Date when Subscription Due

26. All annual subscriptions (except the first subscription of a new member as provided by Articles 21 and 23) shall be payable on the 2nd day of January in each year.

Payment of Membership Fees and Subscriptions

27. All entrance fees and subscriptions shall be paid to the Party. Cheques shall be made payable to The Civic Party Limited and crossed "a/c payee".

Members in Arrear

28. If any member shall fail to pay his annual subscription on or before the 1st day of February next after it has become due, notice shall be sent to him calling his attention thereto, and if he shall not pay the amount within 14 days from the posting of such notice, he may be forthwith posted in the Party Headquarters or such other designated place as a defaulter. If such subscription be not paid on or before the 1st day of July following, the Membership Committee may, without further notice, resolve that the defaulter shall cease to be a member of the Party. If at any time he shall give to the Membership Committee a satisfactory explanation, he may in the discretion of the Membership Committee, and upon payment of arrears or such other terms as the Membership Committee may in its absolute discretion impose, be re-admitted to membership.

Honorary Members

29. The Executive Committee may invite any person as Honorary Members, for such period as the Executive Committee may think fit provided that there shall not be at any one time more than 100 Honorary Members. Any member may send to the Secretary-General names suggested for invitation. Honorary Members shall not be required to pay any entrance fee or subscription.

Temporary Members

30. The Membership Committee shall have power to elect Temporary Members, on such terms as they may determine, for any period not exceeding 12 months provided that there shall not be at any one time more than 100 Temporary Members. Every candidate for temporary membership shall be proposed by one member and seconded by another member in writing addressed to the Secretary-General. The proposer shall furnish the Membership Committee with such information regarding the candidate as the Membership Committee may require. The Membership Committee shall proceed to the election at their first meeting held after the expiration of 2 days from receipt by the Secretary-General of such proposal and information. Temporary Members shall not be called upon to pay any entrance fee, but shall pay such subscription payable by Ordinary Members, as the Membership Committee may determine.

Supernumerary (overseas) Members

31. Any Ordinary Member leaving Hong Kong may on application to the Membership Committee become, and continue for so many complete years as he shall remain out of Hong Kong, a Supernumerary Ordinary Member paying such annual subscription as the Membership Committee may from time to time determine as from the 2nd day of January next year after his so leaving Hong Kong.

Resignation of Members

32. Any member may resign his membership by giving to the Secretary-General notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from the 2nd day of January, next year following the receipt thereof.

Cessation of Membership

33. If any member shall be convicted of any indictable offence, or adjudged a bankrupt, or make a composition or arrangement with his creditors under the provisions of any statute or become a member of another political party operating in Hong Kong, or shall die or become mentally incompetent, he shall thereupon cease to be a member of the Party; but the Membership Committee shall have power, in their discretion, to reinstate him (save in the case of his death) without entrance fee.

Expulsion of Members

34. It shall be the duty of the Membership Committee if at any time they shall be of the opinion that the interests of the Party so require, by notice in writing to invite any member to resign his membership within a time specified in such letter, and in default of such resignation to submit the question of his expulsion to the Disciplinary Committee.

Amendment of Articles of Association

35. The Articles of Association may be added to, repealed, or amended by resolution at any Annual or Extraordinary General Meeting, provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least three-quarters of the Ordinary Members voting thereon.

General Meetings

36. Subject to Sections 611, 612 and 613 of the Ordinance, the Party must, in respect of each financial year of the Party, hold a general meeting as its Annual General Meeting in accordance with Section 610 of the Ordinance.
37. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
38. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists.
39. If the Executive Committee is required to call an Extraordinary General Meeting under Section 566 of the Ordinance, they must call it in accordance with Section 567 of the Ordinance.
40. If the Executive Committee does not call an Extraordinary General Meeting in accordance with Section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call an extraordinary meeting in accordance with Section 568 of the Ordinance.

41. If at any time there are not within Hong Kong sufficient members of the Executive Committee capable of acting to form a quorum, any member of the Executive Committee or any 20 Ordinary Members of the Party may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

Notice of General Meetings

42. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing, and a general meeting of the Party other than an Annual General Meeting or a meeting for the passing of an ordinary resolution shall be called by at least 14 days' notice in writing. 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.
43. The notice shall specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting), the day and the time of the 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 Party in general meeting, to such persons as are, under this Articles of Association of the Party, entitled to receive such notices from the Party:

Provided that a meeting of the Party 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 in writing:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Ordinary Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Ordinary 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 Ordinary Members entitled to attend and vote at that meeting.
44. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

45. 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 and continues to be present until the conclusion of the meeting; save as herein otherwise provided, twenty Ordinary Members present in person shall be a quorum.
46. 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 Ordinary 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, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Ordinary Members present shall be a quorum.

47. The Party Chairman shall preside as chairman at every general meeting of the Party, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Party of his intention not to attend the meeting, the Executive Committee members present shall elect one of their member to be chairman of the meeting.
48. 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 30 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.
49. At any general meeting a resolution put to the vote of 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:-
 - (a) by the chairman; or
 - (b) by at least any five Ordinary Members present in person or by proxy;

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Party shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

50. Except as provided in Article 49, if a poll is duly demanded it shall be taken in such manner as the chairman directs save in relation to the election of members of the Executive Committee of the Party where it shall be by secret ballot in the event of two or more candidates for membership of the committee or any Officer position of the Party, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
51. 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 casting vote.
52. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

53. Every Ordinary Member shall have one vote.
54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.

- 55. No Ordinary Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Party in his capacity as member have been paid.
- 56. On a poll, votes may be given either personally or by proxy, save that any Ordinary Member appointed as a proxy shall not exercise more than three votes in addition to his own. A proxy is immediately invalidated upon the appointer attending the meeting for which the proxy was given. It is the duty of the appointer to notify the Chairman of his attendance and the invalidation of his proxy.
- 57. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be an Ordinary Member of the Party.
- 58. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Party Headquarters or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 59. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"The Civic Party Limited

I/We, of
 ,being an Ordinary Member of the above named Party, hereby appoint
 of
 or failing him of ,
 being an Ordinary Member of the Party as my/our proxy to vote for me/us on my/our behalf at
 the [annual or extraordinary, as the case may be] general meeting of the Party to be held on the
 day of 20 , and at any adjournment thereof.

Signed this day of 20 .".

- 60. Where it is desired to afford Ordinary Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"The Civic Party Limited

I/We, of
 ,being an Ordinary Member of the above named Party, hereby appoint
 of
 or failing him of ,
 being an Ordinary Member of the Party as my/our proxy to vote for me/us on my/our behalf at
 the [annual or extraordinary, as the case may be] general meeting of the Party to be held on the
 day of 20 , and at any adjournment thereof.

Signed this day of 20 .".

This form is to be used *in favour of / against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.
 *Strike out whichever is not desired."

61. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
62. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Party at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Organisation of the Party

63. The Party shall be organised into six branches of which five shall be “District” branches and a branch entitled “Young Civics”. Each of the branches shall consist of a chairman who must be an Ordinary Member and at least nine other members. Each branch of the Party may formulate its own rules for internal regulation subject to approval by the Executive Committee provided that the rules of a branch shall not contravene the provisions herein. The Executive Committee may make rules for the conduct of Branch affairs and the officers of each branch are accountable to the Executive Committee for the conduct of Branch affairs. The Executive Committee may, if it in its absolute discretion considers it to be in the best interests of the Party suspend or dissolve any Branch and reallocate members to other Branches of the Party or may instigate the disciplinary procedure in cases of breach of Party rules or procedures or where the activities of the Branch brings the Party into disrepute.

Executive Committee

64. The management of the Party (except as otherwise provided herein) shall be deputed to an Executive Committee of not more than twenty members comprising:
 - (a) Party Chairman;
 - (b) Party Leader (who must be a member of the Legislative Council for a Geographical Constituency);
 - (c) Vice Chairman (Internal Affairs);
 - (d) Vice Chairman (External Affairs);
 - (e) Secretary-General;
 - (f) Treasurer;
 - (g) Deputy Secretary-General;
 - (h) Chairmen of the five Geographical Branches;
 - (i) Chairman of the Young Civics;
 - (j) Two Executive Committee Members (District Development) positions;
 - (k) Two Executive Committee Members (Party Development) positions; and
 - (l) Three Executive Committee Members (Policy Advocacy) positions.

For the avoidance of doubt, any member of the Party elected to the Legislative Council shall be entitled to (i) receive notice of and the agenda papers concerning Executive Committee meetings; (ii) attend such meetings; and (iii) speak on any item of business at such meetings.

Election of Members of the Executive Committee

65. (a) The members of the Executive Committee shall hold office for 24 months or until the second following Annual General Meeting of the Party at which they were elected save for a member appointed by virtue of this Article 66 below who shall serve until the end of the term of that Executive Committee.
- (b) (i) All Branches of the Party and the Young Civics shall each elect a chairman at least 28 days before the date set for the Annual General Meeting at which an Executive Committee election will take place in accordance with branch rules or as directed by the Executive Committee. The name of the person so elected shall be notified to the Election Committee in writing forthwith upon the completion of the election and the establishment of the Election Committee and shall be deemed to be the sole valid nominee for election by Ordinary Members at the Annual General Meeting to represent that Branch on the Executive Committee.
- (ii) The nominee nominated pursuant to Article 65 (b) (i) herein above shall be subject to a vote of confidence by secret ballots at the Annual General Meeting, and he shall be declared duly elected if he receives more than 50% of votes of confidence in the total of votes cast which shall include all void and blank ballots, but not mutilated ballots.
- (iii) If the nominee fails to attain 50% of a vote of confidence pursuant to Article 65 (b) (ii) herein above, he shall cease to be the chairman of that District Branch or Young Civics (as the case may be), and the committee of that branch shall elect or appoint a new chairman in accordance with the rules of that branch.
- (c) (i) Save and except the Chairmen of the branches duly elected in accordance with Article 65 (b) herein above, any Ordinary Members of the Party may form a list of candidates ("List") to stand for the election to the Executive Committee. Each List shall comprise of no fewer than 5 and no more than 14 Ordinary Members, with the candidacies for the respective positions in the Executive Committee be specifically indicated. A valid list must include the candidates for the positions of Party Chairman, Vice Chairman (Internal), Vice Chairman (External), Secretary-General and Treasurer.
- (ii) Each List must be nominated by no fewer than 10 Ordinary Members (not including those on the List) in writing, and each and every nominee must sign to signify his or her consent to be included on that List.
- (iii) The nomination form shall be prescribed by the Executive Committee and shall be made available at the Party's Headquarters at least 28 days before the date set for the Annual General Meeting of the Party.
- (iv) Nominations shall only be valid if they are correctly and legibly completed and the original form of nomination must be received by the Election Committee on or before 12:00 at least 14 days before the date set of the Annual General Meeting at which an Executive Committee will be elected. The Election Committee shall verify the information contained in nomination forms within 48 hours of their receipt and shall then declare the nomination valid or invalid, giving notice in writing to the nominees of the decision.

(v) An Ordinary Member who has not been elected as a Chairman of a District Branch or as Chairman of the Young Civics shall be eligible to be nominated as a candidate on a List for the election to the Executive Committee in accordance with Article 65 (c) (i) and (ii) herein above. For the purpose of impartiality and fairness, members of the Election Committee or persons authorized by the Election Committee may not nominate any candidate or be nominated as a candidate on any List.

(vi) In the event of two valid nomination forms naming the same Ordinary Member(s) on the two Lists for election to the Executive Committee, the Election Committee shall within 48 hours after receipt of the second nomination form declare the candidacy of that Ordinary Member on the first nomination form received is invalid and shall immediately inform that Ordinary Member in writing. And if that declaration will make the List of the first nomination form failed to meet the requirements prescribed in Article 65 (c) (i), then all candidacies of that List will be deemed invalid and the Election Committee shall inform all the candidates on that List in writing immediately.

(vii) Members in a List that validly nominated pursuant to Article 65 (c) (i)-(vi) shall be members of the Executive Committee when duly elected, and the candidates in the List shall assume the respective positions.

(viii) In the event of more than one List is validly nominated pursuant to Article 65 (c) (i)-(vi), an election by secret ballot is required at the relevant Annual General Meeting; each List should be permitted to address the meeting and answer questions. Unless decided otherwise by the Election Committee, the total time of address and answers to the questions for each List should not be more than 20 minutes. If more than one List receives the same number of votes cast and it is unable to determine the election result, this process should be repeated, until the result of the election can be determined.

(ix) If there is only one List validly nominated pursuant to Article 65 (c) (i)-(vi), a vote of confidence by secret ballots shall be cast at the Annual General Meeting; the nominated List shall be permitted to address the meeting and answer questions. Unless decided otherwise by the Election Committee, the total time for the address and answers to the questions shall not be more than 20 minutes. If the votes of confidence are greater than 50% of the total votes cast, the List shall be declared duly elected; total votes cast shall include all void and blank ballots, but not mutilated ballots.

(x) For the voting pursuant to Article 65 (c) (viii) or (ix), all ballots shall contain all the names of the Ordinary Members on a List and specify the identity of the Ordinary Member standing for election as Party Chairman.

(d) (i) If no List is validly nominated in accordance with Article 65 (c) (i)-(vi), or no List is duly elected in accordance with Article 65 (c) (ix), a Provisional Executive Committee will be formed. The Provisional Executive Committee, during its term of office, shall have the power to exercise all the authorities of the Executive Committee and be responsible for all the duties vested specifically to the Executive Committee in these Articles.

(ii) The Provisional Executive Committee shall comprise of the following:

- (A) Those last elected or appointed to the Executive Committee pursuant to Article 64 (a) to (g);
- (B) Those chairmen of branches attaining confidence in the Annual General Meeting in accordance to Article 65(b)(ii), and
- (C) Those last elected or appointed to the Executive Committee pursuant to Article 64 (j) to (l).

(iii) The term of office of the Provisional Executive Committee shall not be more than 12 month, or the sooner of the next Annual General Meeting; for the avoidance of doubt, in this situation, the next Annual General Meeting ending the term of office of the Provisional Executive Committee is the Annual General Meeting for the purpose of election to the Executive Committee pursuant to Article 65 (b) (i) and all branches should accordingly elect their chairmen of their branches.

(iv) Unless resolved otherwise by the Annual General Meeting, the term of office of the Executive Committee elected to replace the Provisional Executive Committee shall be governed by Article 65(a).

Vacancies on Executive Committee

66. (a) The Executive Committee or the Provisional Executive Committee shall have power to appoint an Ordinary Member to fill any casual vacancy on the Executive Committee or the Provisional Executive Committee before the next Annual General Meeting. Any Ordinary Member so appointed shall retire when the term of office of the Executive Committee or the Provisional Executive Committee ends, but shall be eligible for election as a member of the Executive Committee at such meeting.
- (b) If a chairman of a branch resigns or terminates his/her position as the chairman for whatever reasons, regardless whether his/her replacement is appointed or elected, the replacement chairman shall only be able to assume his/her position on the Executive Committee or Provisional Executive Committee upon his/her attaining a vote of confidence of the Executive Committee or Provisional Executive Committee.

Officers

67. The Officers of the Party shall be the Party Chairman, the Party Leader, two Vice Chairmen, the Secretary-General and the Treasurer.

Meetings of Executive Committee

68. (a) The Executive Committee shall meet at least once in every month to examine the accounts and arrange the affairs of the Party. A quorum must be present. Decisions shall be by majority vote and each member shall have one vote save that the Party Chairman who shall act as chairman of the Executive Committee shall have a second or casting vote in the case of a deadlock. Minutes shall be taken of all the proceedings of the committee, and shall be open to the inspection of any member of the Party applying to the Secretary-General therefor.
- (b) The quorum of the Executive Committee is as follows:
- (i) if the membership of the Executive Committee is 13 or more persons, the quorum is 7, or
 - (ii) if the membership of the Executive Committee is 12 or less person, the quorum is one half of the number of members of the Executive Committee.

Borrowing Powers

69. The Executive Committee may exercise all the powers of the Party to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, whether outright or as security for any debt, liability or obligation of the Party.

Validity of Acts of the Executive Committee

70. No regulation made by the Party in general meeting shall invalidate any prior act of the members of the Executive Committee which would have been valid if that regulation had not been made.

Financial Management

71. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Party, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

Membership Committee

72. Decisions on all matters pertaining to membership shall be in the absolute discretion of a sub-committee (hereinafter called the Membership Committee) of not less than five members being members of the Executive Committee appointed by the Executive Committee for that purpose. In the event of any member ceasing to be a member of the Executive Committee he shall automatically cease to be a member of the Membership Committee and another member of the Executive Committee shall be appointed in his place.

Disciplinary Committee

73. Decisions of all matters relating to the discipline of members shall be in the absolute discretion of a committee (hereinafter called the Disciplinary Committee) of not less than five members being Ordinary Members of the Party and not being members of the Executive or Membership Committees appointed by the Executive Committee for that purpose. The first Disciplinary Committee shall be appointed within 28 days of Foundation Day and shall hold office until the first Annual General Meeting of the Party and shall thereafter be elected by the Ordinary Members at each Annual General Meeting in like manner to the members of the Executive Committee.
74. The Disciplinary Committee shall be responsible for and shall have the powers to:-
- (a) entertain and consider complaints regarding the conduct of the members; and
 - (b) impose disciplinary measures as and when they consider appropriate, whether by way of reprimand, expulsion or otherwise.

Disciplinary Procedure

75. Subject to these Articles, the Disciplinary Committee may, by a resolution passed by a majority decision (a unanimous decision is required where expulsion is the sanction imposed), subject any member to any sanction who is the subject of the complaint from any member of the Party or the Membership Committee if:-

- (a) the behaviour of the member is in the opinion of the Disciplinary Committee obstructive to the progress of the Party or harmful or injurious to the interests of the Party; and
- (b) the member fails to comply with or observe any of these Articles or by-laws or resolutions or regulations or directions of the Party or of the Executive Committee;

Provided that:-

- (i) not less than seven days' notice shall have been given to such member of the meeting of the Disciplinary Committee at which his proposed expulsion or other sanction will be considered stating the reasons for the hearing;
- (ii) such member shall be entitled to attend the meeting of the Disciplinary Committee and to make verbal or written representation thereat; and
- (iii) such decision of the Disciplinary Committee to sanction or expel shall be confirmed or varied at a meeting of the Executive Committee, at which such member shall be entitled to make verbal or written representation, by a majority of not less than two thirds in number of all the members of the Executive Committee for the time being in office. The Secretary-General shall forthwith notify the decision of the Executive Committee to such member.

76. The provisions of the preceding Article shall be without prejudice to the right of a member who is subject to expulsion to appeal to the Party by convening a general meeting pursuant to Sections 566 to 568 of the Ordinance within seven days of the confirmation of his expulsion by the Executive Committee. A majority of three quarters of the Ordinary Members entitled to attend and vote thereat present at such general meeting shall have the right to confirm or annul the expulsion and in the case of annulment to remit the matter to the Disciplinary Committee for reconsideration of the sanction to be imposed. The decision of the general meeting shall be final where an expulsion is confirmed.

77. An expelled member shall cease to be a member of the Party eight days after the confirmation of his expulsion by the Executive Committee or the Party in general meeting, as the case may be, except where he has lodged notice to convene an Extraordinary General Meeting of the Party as set out above. On expulsion, such member shall forfeit all rights against the Party and all claims to return of money paid by him by way of entrance fees or subscription.

78. A member of the Disciplinary Committee or a member of the Executive Committee, as the case may be, who is the subject of sanction or expulsion or proposed sanction or expulsion shall not vote on any matter in respect thereof or in relation thereto, and if he does so vote his vote shall not be counted and his presence shall not be counted in reckoning the quorum.

Vacancies on Disciplinary Committee

79. The Executive Committee shall have power to appoint an Ordinary Member to fill any casual vacancy on the Disciplinary Committee until the next Annual General Meeting. Any Ordinary Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Disciplinary Committee at such meeting.

Ethics and Standards Committee

80. The Ethics and Standards Committee shall have power:-
- (a) to propose and promulgate a code of ethical conduct for the members, Officers and other members of the Executive Committee of the Party which may be adopted by the Executive Committee to regulate ethical conduct of the Party, its members, Officers and other members of the Executive Committee;
 - (b) to investigate allegations of unethical behaviour by members, Officers and other members of the Executive Committee;
 - (c) to refer to the Disciplinary Committee any member it may reasonably suspect of being in breach of the Party Code of Ethics;
 - (d) to investigate any state of affairs within the Party giving rise to concerns of unethical conduct or policies;
 - (e) to make recommendations to the Executive Committee on Party structure, organisation, financial management including issues such as, but not limited to, the policy on the acceptance of donations and on individual donations actually received.
81. The Committee shall consist of not more than five members who may be Ordinary Members of the Party or non-members of the Party who are not members of other political parties in Hong Kong or serving Hong Kong Special Administrative Region civil servants or officers of any of the People's Government of the People's Republic of China or any foreign political party or government. Members of the Executive Committee or Disciplinary Committee may not be members of the Ethics and Standards Committee.
82. The first Ethics and Standards Committee shall be elected by the Founding Members within three months from Foundation Day under a procedure to be formulated by the first Executive Committee and shall hold office until the first Annual General Meeting of the Party and shall thereafter be elected by the Ordinary Members at each Annual General Meeting in like manner to the members of the Executive Committee.
83. The Committee shall table a report to the Ordinary Members at each Annual General Meeting and may summon an Extraordinary General Meeting of the Party by lodging with the Secretary-General a notice in writing requesting such a meeting of the Party should any grave or urgent matter so require. Members of the Ethics and Standards Committee, whether Ordinary Members of the Party or not, are entitled to receive notice of all general meetings of the Party and may attend any general meeting and speak on any matter pertaining to ethical standards.
84. The procedure at meetings of the Ethics and Standards Committee shall follow that provided for meetings of the Executive Committee in this Article 68 herein.

Vacancies on Ethics and Standards Committee

85. The Executive Committee shall have power to appoint an Ordinary Member to fill any casual vacancy on the Ethics and Standards Committee until the next Annual General Meeting. Any Ordinary Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Ethics and Standards Committee at such meeting.

Appointment of sub-committees

86. In addition to the Disciplinary, Ethics and Standards and Membership Committees, the Executive Committee may also from time to time appoint from among their member such other sub-committees as they may deem necessary or expedient, and may depute or refer to them such of the powers and duties of the Executive Committee as the Executive Committee may determine. All sub-committees shall periodically report their proceedings to the Executive Committee, and shall conduct their business in accordance with the directions of the Executive Committee.

By-laws and Regulations

87. The Executive Committee may from time to time make, repeal, and amend all such by-laws and regulations (not inconsistent with these Articles) as they shall think expedient for the management and well-being of the Party on any matter including but not limited to selection of Party candidates for public office, ethical standards to be observed by members, Officers and other members of the Executive Committee of the Party, and may thereby impose fines or such other forms of punishment including expulsion or suspension from Party membership for any breach of the same as the Disciplinary Committee shall determine. Any member who has incurred a fine shall be notified thereof by the Secretary-General, and requested to pay the same forthwith, and in default of his paying the same within one month from the date of such notice, he shall cease to be a member. All by-laws and regulations made by the Executive Committee under this Article shall be binding upon the members until repealed by the Executive Committee, or set aside by a resolution of a general meeting of the Party.

Disqualification of Officers and Members of the Executive Committee

88. Membership of the Executive Committee shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a member by reason of any disqualification order made under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32); or
 - (c) becomes a mentally incapacitated person; or
 - (d) resigns his office by notice in writing to the Party given in accordance with Section 464 of the Ordinance; or
 - (e) shall for more than 6 months have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period; or

- (f) is directly or indirectly interested in any contract (being a contract of significance in relation to the Party business) with the Party and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by Sections 536 to 538 and 542 of the Ordinance.
89. The Party may by ordinary resolution remove any member of the Executive Committee before the expiration of his period of office.
90. The Party may by ordinary resolution appoint another person in place of a member of the Executive Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Committee under this Article 66 the Party in general meeting may appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an additional member of the Executive Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Executive Committee on the day on which the member of the Executive Committee in whose place he is appointed was last elected a member of Executive Committee.

Election Committee

91. If an election of the Executive Committee is necessary at an Annual General Meeting pursuant to Article 65, the Executive Committee shall appoint an Election Committee prior to the issue of notices of General Meeting pursuant to Article 42 and publish the list of the members of the Election Committee in the relevant notices of General Meeting. The Election Committee shall comprise of a Chairman and at least one member, to be responsible for the administration, issue and receipt of documents related to the election in accordance with these Articles and make and decide on arrangements for the election of the Executive Committee.
92. The Election Committee may by resolution authorize any person it deems fit to assist in the administration, issue and receipt of notices and documents in relation to the election, and to assist in execution of the decisions made by the Election Committee. All such authorizations must be notified in writing to the Secretary-General before they are to become effective.

The Seal

93. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a sub-committee of the Executive Committee authorized by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by the following persons:
- a) an Officer of the Party; and
 - b) another Officer of the Party or a person appointed by the Executive Committee for the purpose.

Accounts

94. The Executive Committee shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Party and the matters in respect of which the receipt and expenditure takes place; and
 - (b) the assets and liabilities of the Party.

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 Party's affairs and to explain its transactions.

95. The books of account shall be kept at the registered office of the Party, or, subject to Section 374 of the Ordinance, at such other place or places as the members of the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.
96. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Party or any of them shall be open to the inspection of members not being a member of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Party except as conferred by statute or authorized by the Executive Committee or by the Party in general meeting.
97. The Executive Committee shall from time to time in accordance with Sections 357,363,367 to 371, 379,381, 387 to 391, 429, 431, 452 and 610 of the Ordinance, cause to be prepared and to be laid before the Party in the Annual General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
98. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Party in Annual General Meeting, together with a copy of the Executive Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every Ordinary Member of, and every holder of debentures of the Party:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Party is not aware or to more than one of the joint holders of any debentures.

Audit

99. Auditors shall be appointed and their duties and rights are regulated in accordance with Sections 393 to 400, 402(2)(b)(i), 405 to 409, 411 to 413, 416 to 428 and 575 of the Ordinance.

Notices

100. A notice may be given by the Party to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Party for the giving of notice to him or by electronic means to any electronic device or to any electronic mail address provided to the Party by the member for the purpose of receiving correspondence and notices. Where a notice is sent by post or by electronic means, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, or sending it via any electronic system without it being returned and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted or the electronic message sent, and in any other case at the time at which the letter would be delivered in the ordinary course of post or by the electronic system utilized.

101. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-
- (a) every Ordinary Member except those members who (having no registered address within Hong Kong) have not supplied to the Party an address within Hong Kong for the giving of notices to them;
 - (b) the auditors for the time being of the Party; and
 - (c) every member of the Ethics and Standards Committee.

No other person shall be entitled to receive notices of general meetings.

Indemnity

102. Every member of the Executive Committee, agent, auditor, secretary and other officer for the time being of the Party shall be indemnified out of the assets of the Party against any liability incurred by him in relation to the Party in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under Sections 902 to 904 of the Ordinance in which relief is granted to him by the court.

Members not to make a Profit out of the Party

103. No member shall, except for professional services rendered at the request of the Executive Committee, on any pretence or in any manner receive any profit, salary, or emoluments from the funds or transactions of the Party.
104. No member shall use the Party name or give the address of the Party Headquarters in any advertisement, or use the Party Headquarters for any purpose unconnected with the business of the Party.

Interpretation of Articles

105. The Executive Committee shall be the sole authority for the interpretation of the Articles of Association and of any by-laws and regulations made from time to time by the Executive Committee; and the decision of the Executive Committee upon any question of interpretation or upon any matter affecting the Party and not provided for by these rules or by the regulations shall be final and binding on the members.