

Old	New
The Companies Ordinances ( <b>Chapter 32</b> )	The Companies Ordinances ( <b>Chapter 622</b> )
“ <b>Extraordinary</b> General Meeting” means a general meeting of the Association specially summoned as an <b>Extraordinary</b> General Meeting under these Articles.	“ <b>General</b> Meeting” Means a general meeting of the Association specially summoned as a <b>General</b> Meeting under these articles.
“General Meeting” Means wither the Annual General Meeting or an <b>Extraordinary General Meeting</b> .	“General Meeting” means either the Annual General Meeting or a <b>General Meeting</b> .
“Ordinance” means the Companies Ordinance ( <b>Cap. 32</b> ) of the laws of Hong Kong	“Ordinance” means the Companies Ordinance ( <b>Cap. 622</b> ) of the laws of Hong Kong.
“Special Resolution” means a special resolution of the Association passes in accordance with <b>Section 116</b> of the Ordinance	“Special Resolution” means a special resolution of the Association in accordance with <b>Section 564</b> of the Ordinance.
“Voting Member” means a Member having voting rights in respect of any Annual General Meeting or <b>Extraordinary General Meeting</b> determined in accordance with Articles 20 and 21	“Voting Member” means a Member having voting rights in respect of any Annual General Meeting or <b>General Meeting</b> determined in accordance with Articles 20 and 21
5(d) Life Member - <b>A</b> Individual who is a member.....	Life Member - <b>An</b> Individual who is a member
28 (e) subject to Article <b>25</b> , such other positions and offices as the Executive Council may from time to time determine.	(a) subject to Article <b>26</b> , such other positions and offices as the Executive Council may from time to time determine.
29. (b)The Association’s full time salaried employee holding the position of <b>Development Officer</b> , provided that such person may not serve on the Executive Council in any of the offices listed in Article 28 (a), (b), (c) or (d).	The Association’s full time salaried employee holding the position of <b>Office &amp; Events Manager</b> , provided that such person may not serve on the Executive Council in any of the offices listed in Article 28(a), (b), (c) or (d).
30. Subject to <b>Article 53</b> , each member of the Executive Council shall.....	Subject to <b>Articles 51 and 52</b> , each Member of the Executive Council shall.....
31. (b)A candidate for election to the Executive Council <b>can not</b> be nominated for.....	A candidate for election to the Executive Council <b>cannot</b> be nominated for.....
40. ... The By-Laws shall be open to inspection of all Members during ordinary business hours at the registered office of the Association.	... The By-Laws shall be open to inspection of all Members during ordinary business hours at the registered office of the Association <b>and posted on the Association’s website</b> .

<p>41. The Executive shall appoint or dismiss such <b>officers, clerks</b> and servants as.....</p>	<p>The Executive shall appoint or dismiss such officers, <b>managers</b>, clerks and servants as....</p>
<p>53. A General Meeting to be called the Annual General Meeting shall be held once in each financial year at such time and place as the Executive Council shall determine provided that an Annual General Meeting shall be held <b>not more than 15 months</b> after the holding of the last preceding Annual General Meeting. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.</p>	<p>53a. A General Meeting to be called the Annual General Meeting shall be held once in each financial year at such time and place as the Executive Council shall determine provided that an Annual General Meeting shall be held <b>within 9 months</b> after the end of its accounting reference period by reference to which the financial year is to be determined. If the accounting reference period mentioned is the first accounting reference period and is longer than 12 months, the association must hold a general meeting as its annual general meeting within 9 months after the anniversary of its incorporation; or 3 months after the end of that accounting reference period, whichever is the later.</p> <p>53b. The Association may hold annual general meeting at 2 or more places using any technology that enables the members of the Association who are not together at the same place to listen, speak and vote at the meeting.</p>
<p><b>Extraordinary</b> General Meeting</p>	<p><b>General</b> Meeting</p>
<p>56. The Executive Council may convene an <b>Extraordinary General Meeting</b> whenever it thinks fit. The Executive Council shall also upon requisition in writing signed by Members representing <b>not less than one tenth</b> of the total voting rights of all Members, within 21 days of the date such requisition is received, convene an <b>Extraordinary General Meeting</b> to be held within 28 days of the date on, which such notice of <b>Extraordinary General Meeting</b> is given to Members entitled to attend and vote at such General Meeting. <b>The Requisition shall clearly set out all resolutions to be proposed at the Extraordinary General Meeting.</b> If the Executive Council fails to take the necessary action within the prescribed time, Members representing not less than <b>one tenth</b> of the total voting right of all Members may themselves convene an <b>Extraordinary General Meeting</b> and for this purpose shall have access to such records of the Association as will enable them to convene a meeting.</p>	<p>56a. The Executive Council have convene a <b>General Meeting</b> whenever it thinks fit. The Executive Council shall also upon a requisition in writing signed by Members representing <b>at least 5%</b> of the total voting rights of all Members, within 21 days of the date such requisition is received, convene <b>a General Meeting</b> to be held within 28 days of the date on which such notice of <b>General Meeting</b> is given to Members entitled to attend and vote at such <b>General Meeting</b>. If the Executive Council fails to take the necessary action within the prescribed time, Members representing <b>at least 5%</b> of the total voting rights of all Members may themselves convene a <b>General Meeting</b> and for this purpose shall have access to such a records of the Association as will enable them to convene the meeting.</p> <p>56b. <b>A proposed resolution requested by 50 members or members representing 2.5% of the total voting rights or a statement of not more than 1000 words relating to any proposed resolution or business to be dealt with at the general meeting at the requesting members' expenses.</b></p>

<p>The business of all <b>Extraordinary General Meeting</b> shall be strictly confined to the matters set out in the notice of the meeting.</p>	<p>The business of all <b>General Meeting</b> shall be strictly confined to the matters set out in the notice of the meeting.</p>
	<p><b>NEW</b> 58b. Any Member may participate in a General Meeting by means of telephone or similar communication equipment by way of which all persons participating in such meeting can hear each other and such participation shall be deemed to constitute presence in person at the meeting.</p> <p>The Association may hold a General Meeting at 2 or more places using any technology that enables the members of the Association who are not together at the same place to listen, speak and vote at the meeting.</p>
<p>59. The Executive Council shall not less than <b>14 clear days</b> before the date proposed for an <b>Extraordinary</b> General Meeting (other than the Annual General Meeting) or in the case of an <b>Extraordinary</b> General Meeting for the passing of a Special Resolution, <b>not less than 21 clear days</b> before the date proposed for such <b>Extraordinary</b> General Meeting, send to Members a written notice which shall include:-</p>	<p>59. The Executive Council shall be least <b>14 days</b> before the date proposed for a <b>General</b> Meeting (other than the Annual General Meeting) or in the case of a <b>General</b> Meeting for the passing of a Special Resolution, <b>at least 14 days</b> before the date proposed for such a <b>General</b> Meeting, send to Members a written notice which shall include:-</p>
<p>64. ....All resolutions (<b>other than matters proposed as Special Resolutions</b>) shall require a simple majority of Voting Members present in person or by proxy...</p>	<p>64. ....All <b>resolutions shall require</b> a simple a majority of Voting Members present in person or by proxy....</p>
<p>69. The Executive Council shall lay before the Members at each Annual General Meeting:-  (a) a statement of income and expenditure giving a true and correct view of the income and expenditure of the Association for the period of the preceding Financial Year;  (b) a balance sheet giving a true and connect view of the state of the assets and liabilities of the Association as at the end of the immediately preceding Financial Year (a copy of every balance sheet, including every documents required by law to be annexed thereto, which is to be laid before the Association in General Meetings together with a copy report of the Executive Council and a copy of the Auditor's reply shall be sent together with notice of the Annual General Meeting sent to Members or made know to and available to</p>	<p>69. The Executive Council shall lay before the Members at each Annual General Meeting a <b>copy</b> of the Association's annual financial statements for a financial year in which must give a true and fair view of the financial position of the Association as at the end of the financial year and its financial performance for the financial year.</p> <p>A <b>copy of the annual financial statement together with a copy of the Auditor's report</b>, shall be sent together with notice of the Annual General Meeting sent to Members or made known to and Available to Members (including, for avoidance of doubt , by posting on the Association's website) before the date of the Annual General Meeting.</p>

<p>Members (including, for the avoidance of doubt by posting on the Association website) before the date of the Annual General Meeting); and (c) a report with respect of the Association's financial affairs.</p>	
<p>71. It shall be the duty of the Auditors to state whether in their opinion the annual accounts have been properly prepared and whether they give a true and correct view of the state of the Association's financial affairs as at the end of the Financial Year to which such accounts relate and of the income and expenditure of the Association for the Financial Year.</p>	<p>71. It shall be the duty of the Auditors to state whether in their opinion the annual accounts have been properly prepared and whether they give a true and fair view of the state of the Association's financial position as at the end of the Financial Year to which such accounts relate and the financial performance of the Association for that Financial Year.</p>
<p>84. The President of the Executive Council and the Secretary or other persons appointed under Article 85 shall sign every instrument to which the Seal is so affixed in their presence.</p>	<p>84. The President of the Executive Council and the Secretary or other persons shall sign every instrument to which the Seal is so affixed in their presence.</p>