

MEMORANDUM OF ASSOCIATION
(AMENDED 26 NOVEMBER 2019)
OF
ADOPTIVE FAMILIES OF HONG KONG
A SOCIETY ESTABLISHED ON NOVEMBER 22.1993 AND
REGISTERED WITH THE HONG KONG SOCIETIES OFFICE

1. THE NAME OF THE SOCIETY IS “ADOPTIVE FAMILIES OF HONG KONG” (HEREINAFTER CALLED “AFHK”)
2. THE REGISTERED ADDRESS OF AFHK IS:
P O BOX 8896, GENERAL POST OFFICE, HONG KONG
3. THE OBJECTS FOR WHICH AFHK IS ESTABLISHED ARE:
 - A. FOR THE CARE AND SUPPORT OF ADOPTIVE FAMILIES IN HONG KONG - FROM THE FIRST POINT OF INQUIRY ABOUT HOW TO ADOPT, THROUGH THE PROCESS OF ADOPTION ITSELF, AND AS ADOPTION-RELATED ISSUES AND CHALLENGES (INCLUDING PSYCHOLOGICAL, DEVELOPMENTAL, HEALTH AND SOCIAL CONCERNS) ARISE THROUGHOUT THE COURSE OF BECOMING AND SUCCEEDING AS AN ADOPTIVE FAMILY. IN ADDITION TO DIRECT SUPPORT OF ADOPTIVE FAMILIES IN HONG KONG, SUCH CARE INCLUDES EDUCATING HEALTH PROFESSIONALS, EDUCATIONAL INSTITUTIONS AND THE LARGER COMMUNITY TO PROMOTE ACCURATE UNDERSTANDING OF ADOPTION-RELATED ISSUES.
 - B. IN FURTHERANCE OF THE OBJECTS OF AFHK BUT NOT OTHERWISE TO ORGANISE A SPEAKERS BUREAU, ACTION GROUPS, A RESOURCE LIBRARY AND OTHER NETWORK OPPORTUNITIES RELATING TO THE PROCESS OF ADOPTION AND ASSOCIATED ISSUES.

- C. TO PURCHASE OR ACQUIRE, OR TAKE AS A GIFT, ANY PROPERTY WHICH MAY BE NECESSARY OR CONVENIENT TO FURTHER THE OBJECTS OF AFHK.
 - D. TO TAKE STEPS AS MAY FROM TIME TO TIME BE DEEMED EXPEDIENT FOR THE PURPOSE OF PROCURING CONTRIBUTIONS TO THE FUNDS OF AFHK IN THE FORM OF DONATIONS, ANNUAL SUBSCRIPTIONS OR OTHERWISE.
 - E. TO CARRY ON PRINTING OR PUBLISHING OR SUBSCRIBING TO ANY PUBLICATIONS IN ORDER TO FURTHER THE OBJECTS OF AFHK.
 - F. IN FURTHERANCE OF THE OBJECTS OF AFHK BUT NOT OTHERWISE TO PAY FOR ANY RIGHTS, PROPERTY OR PRIVILEGES ACQUIRED BY AFHK, OR FOR ANY SERVICES RENDERED TO, OR ANY DEBT, LIABILITY, OR OBLIGATION OF AFHK IN CASH AND TO MAKE PAYMENTS IN MONEY FOR INFORMATION OR ADVICE GIVEN TO AFHK.
 - G. TO SUBSCRIBE AND MAKE PAYMENTS TO ANY FUNDS FOR CHARITABLE OBJECTS OF ANY DESCRIPTION, PROVIDED THAT THE RECIPIENTS WHICH ARE ORGANISATIONS SHALL PROHIBIT THE DISTRIBUTION OF THEIR INCOME AND PROPERTY AMONGST THEIR MEMBERS TO AN EXTENT AT LEAST AS GREAT AS IS IMPOSED ON AFHK.
 - H. IN FURTHERANCE OF THE OBJECTS OF AFHK BUT NOT OTHERWISE TO PROMOTE AND HOLD, EITHER ALONE OR JOINTLY WITH ANY OTHER GROUP, ASSOCIATION, CLUB OR PERSON'S, LECTURES OR MEETINGS ON SUBJECTS RELATING TO THE PROCESS OF ADOPTION AND ASSOCIATED ISSUES ON A NON-PROFIT-MAKING BASIS.
4. THE INCOME AND PROPERTY OF AFHK, HOWSOEVER DERIVED, SHALL BE APPLIED SOLELY TOWARDS THE PROMOTION OF THE OBJECTS OF AFHK AS SET FORTH IN THIS MEMORANDUM OF ASSOCIATION AND NO PORTION THEREOF SHALL BE PAID OR TRANSFERRED DIRECTLY OR INDIRECTLY, BY WAY OF DIVIDEND, BONUS OR OTHERWISE BY WAY OF PROFIT, TO THE

STEERING COMMITTEE OR THE MEMBERS OF AFHK. NO MEMBER OF THE STEERING COMMITTEE OR THE GOVERNING BODY OF AFHK SHALL BE APPOINTED TO ANY SALARIED OFFICE OF AFHK, OR ANY OFFICE OF AFHK PAID BY FEES AND NO REMUNERATION OR OTHER BENEFIT IN MONEY OR MONEY'S WORTH (EXCEPT AS PROVIDED IN CLAUSE 5 BELOW) SHALL BE GIVEN BY AFHK TO ANY MEMBERS OF THE STEERING COMMITTEE OR THE GOVERNING BODY OF AFHK.

5. PROVIDED THAT NOTHING HEREIN SHALL PREVENT THE PAYMENT, IN GOOD FAITH, OF REASONABLE, AND PROPER REMUNERATION TO ANY OFFICER OR SERVANT OR MEMBER OF NOT BEING A MEMBER OF THE STEERING COMMITTEE OR THE GOVERNING BODY OF AFHK IN RETURN FOR ANY SERVICE ACTUALLY RENDERED TO AFHK, OR PREVENT THE PAYMENT OF INTEREST AT A RATE NOT EXCEEDING 2 PERCENT ABOVE THE PRIME RATE PRESCRIBED FOR THE TIME BEING BY THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED FOR HONG KONG DOLLAR LOANS ON MONEY LENT, OR REASONABLE AND PROPER RENT FOR PREMISES DEMISED OR LET BY ANY MEMBER OF THE STEERING COMMITTEE OF AFHK.
6. THE LIABILITY OF THE MEMBERS IS LIMITED TO THE FUNDS LEGALLY BELONGING TO AFHK AT THE TIME SUCH LIABILITY ARISES AND IN THE EVENT OF ITS BEING WOUND UP, THE COSTS, CHARGES AND EXPENSES OF WINDING UP SHALL BE PAID SOLELY OUT OF THE FUNDS LEGALLY BELONGING TO AFHK AT THAT TIME.
7. IF UPON THE WINDING UP OR DISSOLUTION OF AFHK, 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 STEERING COMMITTEE OR MEMBERS OF AFHK, BUT SHALL BE GIVEN OR TRANSFERRED TO SOME OTHER INSTITUTION OR INSTITUTIONS, HAVING OBJECTS SIMILAR TO THE OBJECTS OF AFHK, 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 AFHK UNDER OR BY VIRTUE OF CLAUSE 4 ABOVE AND THIS CLAUSE. IF AND SO FAR AS EFFECT CANNOT BE GIVEN TO THE AFORESAID PROVISIONS, THE REMAINING ASSETS SHALL BE

APPLIED FOR CHARITABLE PURPOSES AS DIRECTED BY A JUDGE OF THE
HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
HAVING JURISDICTION IN THE MATTER.

WE, THE SEVERAL PERSONS WHOSE NAMES, ADDRESSES AND DESCRIPTIONS
ARE HERETO SUBSCRIBED, ARE DESIROUS OF BEING FORMED INTO A SOCIETY
IN PURSUANCE OF THIS MEMORANDUM OF ASSOCIATION:

[REDACTED]

WITNESS TO THE ABOVE SIGNATURES

ARTICLES OF ASSOCIATION (AMENDED 19 JUNE 2018)
OF
ADOPTIVE FAMILIES OF HONG KONG
A SOCIETY ESTABLISHED ON NOVEMBER 22,1993 AND
REGISTERED WITH THE HONG KONG SOCIETIES OFFICE

1. THE SOCIETY IS ESTABLISHED FOR THE PURPOSE EXPRESSED IN THE MEMORANDUM OF ASSOCIATION.

2. THE AFFAIRS OF THE SOCIETY SHALL BE MANAGED BY A STEERING COMMITTEE, CONSISTING OF THOSE SEVERAL PERSONS SUBSCRIBING TO THE MEMORANDUM OF ASSOCIATION AND SUCH OTHER PERSONS AS THE SUBSCRIBERS SHALL INVITE OR ADMIT TO MEMBERSHIP IN THE STEERING COMMITTEE.

3. THE STEERING COMMITTEE MAY PAY ALL EXPENSES INCURRED IN SETTING UP AND REGISTERING AND ADMINISTERING THE SOCIETY, AND IS EMPOWERED TO MAKE, REPEAL AND AMEND THE ARTICLES OF ASSOCIATION AS IT MAY FROM TIME TO TIME CONSIDER NECESSARY FOR THE WELL BEING OF THE SOCIETY.

4. THE STEERING COMMITTEE SHALL CAUSE RECORDING OF MINUTES TO BE MADE:
 - A. OF ALL APPOINTMENTS OF OFFICERS MADE BY THE COMMITTEE;
 - B. OF THE NAMES OF THE MEMBERS PRESENT AT EACH MEETING OF THE COMMITTEE;
 - C. OF ALL RESOLUTIONS AND PROCEDURES AT ALL MEETINGS OF THE COMMITTEE.

5. THE BOOKS OF MINUTES SHALL BE KEPT AT SUCH PLACE AS THE STEERING COMMITTEE SEES FIT AND SHALL BE OPEN TO THE STEERING COMMITTEE AT ALL TIMES, AND TO THE SOCIETY'S GENERAL

MEMBERSHIP UPON REQUEST WITH REASONABLE NOTICE.

6. THE STEERING COMMITTEE SHALL CALL SUCH COMMITTEE MEETINGS AS ARE NECESSARY IN ORDER TO ORGANISE ACTIVITIES IN KEEPING WITH THE OBJECTS OF THE SOCIETY, SUCH ACTIVITIES BEING ANTICIPATED TO OCCUR APPROXIMATELY EVERY SIX WEEKS OR DEPENDING ON THE SOCIETY MEMBERS' INTERESTS. THE COMMITTEE MEETINGS SHALL BE HELD AT SUCH TIME AND PLACE AS MAY BE AGREED BY THE STEERING COMMITTEE MEMBERS.
7. NO BUSINESS SHALL BE TRANSACTED AT A STEERING COMMITTEE MEETING UNLESS A QUORUM OF COMMITTEE MEMBERS IS PRESENT WHEN THE MEETING PROCEEDS TO BUSINESS AND CONTINUES TO BE PRESENT UNTIL THE CONCLUSION OF THE MEETING. HOWEVER, IF WITHIN FIFTEEN MINUTES FROM THE TIME APPOINTED FOR THE MEETING A QUORUM IS NOT PRESENT, THE COMMITTEE MEMBERS SHALL BE A QUORUM, THE COMMITTEE MEMBERS PRESENT AT EACH MEETING SHALL AGREE AS TO WHO AMONG THEM SHALL ACT AS CHAIR OF THE MEETING.
8. AT ANY STEERING COMMITTEE MEETING A RESOLUTION PUT TO THE VOTE OF THE MEETING SHALL BE DECIDED ON A SHOW OF HANDS AND A DECLARATION BY THE CHAIR THAT A RESOLUTION HAS ON A SHOW OF HANDS BEEN CARRIED, OR CARRIED UNANIMOUSLY, OR BY A PARTICULAR MAJORITY, OR LOST, AND ON ENTRY TO THAT EFFECT IN THE BOOK OR PROCEEDINGS OF THE COMMITTEE SHALL BE CONCLUSIVE EVIDENCE OF THE FACT WITHOUT PROOF OF THE NUMBER OR PROPORTION OF THE VOTES RECORDED IN FAVOUR OR AGAINST THAT RESOLUTION.
9. EACH STEERING COMMITTEE MEMBER SHALL HAVE ONE VOTE IN THE MEETING AT WHICH THE MEMBER ATTENDS, AND IN THE CASE OF AN EQUALITY OF VOTES THE CHAIR OF THE MEETING SHALL BE ENTITLED TO A SECOND OR CASTING VOTE.
10. A MEMBER OF THE STEERING COMMITTEE SHALL ACT AS A SOCIETY SECRETARY. THE SECRETARY SHALL INSURE THAT THE SOCIETY FULFILS ITS OBLIGATIONS UNDER THE SOCIETIES (AMENDMENT) ORDINANCE 1992

AS STIPULATED THEREIN; NAMELY, THAT WHEN A SOCIETY CHANGES ITS NAME, OBJECTS, OFFICE-BEARERS OR PRINCIPAL PLACE OF BUSINESS, ONE OR MORE OF THE OFFICE BEARERS MUST INFORM THE SOCIETIES OFFICER IN WRITING WITHIN ONE (1) MONTH FROM SUCH CHANGE. FURTHERMORE, WHEN A SOCIETY DECIDES TO DISSOLVE ITSELF, ONE OR MORE OF THE OFFICE-BEARERS MUST NOTIFY THE SOCIETIES OFFICER IN WRITING NOT LATER THAN THE EXPIRATION OF ONE (1) MONTH AFTER THE DISSOLUTION TAKES EFFECT.

11. A MEMBER OF THE STEERING COMMITTEE OR ITS DELEGATE SHALL ACT AS A SOCIETY TREASURER, WHO SHALL CAUSE TO BE KEPT PROPER BOOKS OF ACCOUNTS IN WHICH SHALL BE KEPT FULL, TRUE AND COMPLETE ACCOUNTS OF THE AFFAIRS AND TRANSACTIONS OF THE SOCIETY, AS WELL AS ARRANGE FOR THE OPENING AND MAINTENANCE OF A BANK ACCOUNT TO BE OPERATED AS DIRECTED BY RESOLUTION OF THE STEERING COMMITTEE. THE BOOKS OF ACCOUNT SHALL BE KEPT AT SUCH PLACE AS THE COMMITTEE SEE FIT, AND WILL BE OPEN TO MEMBERS OF THE STEERING COMMITTEE AT ALL TIMES, AND TO THE SOCIETY'S GENERAL MEMBERSHIP UPON REQUEST WITH REASONABLE NOTICE. AFHK SHALL KEEP SUFFICIENT RECORDS OF INCOME AND EXPENDITURE (INCLUDING DONATION RECEIPTS), PROPER ACCOUNTING BOOKS AND COMPILE FINANCIAL STATEMENTS ANNUALLY.
12. IN THE EVENT THAT THE SOCIETY WISHES TO RAISE FUNDS AND INTENDS TO ORGANISE, PROVIDE EQUIPMENT FOR, OR PARTICIPATE IN ANY COLLECTION IN A PUBLIC PLACE FOR A CHARITABLE OR NON CHARITABLE PURPOSE, THEN A PERMIT IN ACCORDANCE WITH SECTION 4(17) OF THE SUMMARY OFFENCES ORDINANCE CAP. 228 MUST BE OBTAINED FROM THE DIRECTOR OF SOCIAL WELFARE OR SECRETARY FOR HOME AFFAIRS RESPECTIVELY BY A MEMBER OF THE STEERING COMMITTEE OR ITS DELEGATE.
13. IF A MEMBER OF THE STEERING COMMITTEE IS IN ANY WAY (DIRECTLY OR INDIRECTLY) INTERESTED IN A TRANSACTION, ARRANGEMENT OR CONTRACT OR PROPOSED TRANSACTION, ARRANGEMENT OR CONTRACT WITH AFHK THAT IS SIGNIFICANT IN RELATION TO AFHK'S OPERATIONS AND HIS INTEREST IS MATERIAL, HE MUST DECLARE THE NATURE AND EXTENT OF HIS INTEREST TO THE OTHER MEMBERS AT A MEETING OF THE

STEERING COMMITTEE. A MEMBER OF THE STEERING COMMITTEE MUST NEITHER VOTE IN RESPECT OF THE TRANSACTION, ARRANGEMENT OR CONTRACT OR PROPOSED TRANSACTION, ARRANGEMENT OR CONTRACT IN WHICH HE IS SO INTERESTED NOR BE COUNTED FOR QUORUM PURPOSES IN RESPECT OF THE TRANSACTION, ARRANGEMENT OR CONTRACT AND IF HE DOES SO VOTE HIS VOTE SHALL NOT BE COUNTED.

WE, THE SEVERAL PERSONS WHOSE NAMES, ADDRESSES AND DESCRIPTIONS ARE HERETO SUBSCRIBED, HEREBY CERTIFY THESE ARE COMPLETE, TRUE AND CORRECT ARTICLES OF ASSOCIATION OF THE ADOPTIVE FAMILIES OF HONG KONG:

[REDACTED]

WITNESS TO THE ABOVE SIGNATURES: