



HONG KONG ISLAMIC YOUTH ASSOCIATION (“the Association”)

Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting of Members of the Association will be held at 24th April, 2021 at 14:00 at 6/F, Seminar Room, O.R.S. Islamic Centre, 40 Oi Kwan Road, Wan Chai, HK to consider, and if thought fit, to pass the following resolutions which will be proposed as Special Resolutions.

Special Resolution No. 1

With the approval of the Registrar of Companies, the Memorandum of Association of the Association be amended by:-

- (1) deleting “CHAPTER 32” in the caption and substituting “CHAPTER 622”;
- (2) deleting “Memorandum” in the caption and substituting “Articles”;
- (3) adding “PART A” at the bottom of the caption;
- (4) deleting clause 3(e) and substituting the following:-

“(e) In furtherance of the objects of the Association but not otherwise, to serve the community, in particular the Muslim Community, by catering to the physical, emotional, mental, social and spiritual needs of the individual, family and group.”;

- (5) deleting Clause 3(j) and substituting the following:-

“(j) In furtherance of the objects of the Association but not otherwise, to establish and operate non-profit making schools, colleges, hospitals, clinics, nursery, homes for the aged, youth centres, night shelters and other refuges for the poor, centres for the mentally or physically disabled and to provide all kinds of social welfare, health, therapeutic, medical, training, educational, developmental and religious service for the Hong Kong community provided that if the recipient of the funding of the Association is an organization it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Articles 4 and 7 of Part A hereof.”;

- (6) deleting “Clause 4 hereof” in Clauses 3(n) and 3(o) and substituting “Article 4 of Part A of these Articles” respectively;
- (7) deleting “Clause 4 of this Memorandum” in Clause 3(p) and substituting “Article 4 of Part A of these Articles”;
- (8) deleting “Companies Ordinance (Cap.32)” in the proviso of Clause 3 and

substituting “predecessor Ordinance”;

- (9) deleting “this Memorandum” in Clause 4(a) and substituting “these Articles”;
- (10) deleting “clauses” in Clauses 4(b), 4(c) and 4(f) and substituting “sub-Article” respectively;
- (11) adding “any members of the Association or” before “any member of its General Council” in Clause 4(e)(i);
- (12) deleting Clause 4(e)(iii) and substituting the following:-

“(iii) of rent to a member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal of the rent or other terms of the lease are under discussion;”

- (13) deleting Clause 7 and substituting the following:-

“7. Distribution of property upon winding up or dissolution of the Association:

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 of Part A and this Article, such institution or institutions to be determined by a resolution of the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions then to some charitable purposes as directed by the aforesaid Judge.”

- (14) deleting Clause 9 and substituting the following:-

“9 No Alterations:

No addition alteration or amendment shall be made to or in these Articles of Association for the time being in force, unless such addition alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.”

- (15) adding a new Clause 10 as follows:-

“10. Subsidiary

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.”

- (16) deleting the Subscribers’ statement, names, addresses and description of Subscribers, date, witness identity and their signatures at the end of the Memorandum.

Special Resolution No. 2

With the approval of the Registrar of Companies, the Articles of Association of the Association be amended by:-

- (1) deleting “CHAPTER 32” in the caption and substituting “CHAPTER 622”;
- (2) adding “PART B” at the bottom of the caption;
- (3) deleting the meaning of “The Ordinance” in Clause 1 and substituting “The Companies Ordinance Chapter 622 including the related subsidiary legislation”;
- (4) adding the following below “The Ordinance” in Clause 1:-

“The predecessor Ordinance	The predecessor Ordinance as defined in section 2(1) of the Ordinance.”
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- (5) deleting the meaning of “The Statues” in Clause 1 and substituting “The Ordinance and every other ordinance for the time being in force affecting the Association”.
- (6) deleting “Memorandum of” in the meaning of “These presents” in Clause 1;
- (7) adding “A member of the General Council shall be deemed to be a “director” of the Association for the purpose of the Ordinance” at the end of the meaning of “The General Council” in Clause 1;
- (8) deleting “September” in the meaning of “Financial Year” in Clause 1 and substituting “January”;
- (9) deleting “Internal” in the word and meaning of “The Internal Secretary” in Clause 1;
- (10) deleting the words and meanings of “The External Secretary”, “The Cultural & Educational Officer”, “The Recreational Officer”, “The Welfare Officer”, “The Public Relations Officer”, “The Quarter Master” and “The Publication Officer” in Clause 1;
- (11) deleting “Section 116 of” in the meaning of “Special Resolution” in Clause 1;

(12) deleting “Memorandum of Association” in Clause 3 and substituting “Part A of these Articles”;

(13) deleting “External” in Clause 5(a);

(14) adding “of Part B” after “Article 5” in Clause 7(b);

(15) deleting Clause 9(c) and substituting the following 9(c) and (d):-

“(c) Notwithstanding the provisions in paragraph (b) above, any Ordinary Member at or above the age of 18 regardless of the number of years he has been a member of the Association but with significant contribution to the Association may be elected as a Voting Member of the Association as per Article 35(b) of Part B. The number of voting membership so created shall not exceed three in each executive year.

(d) Any Voting member not being a member of the General Council may be reverted to Ordinary Membership by a resolution of the General Council but such voting Member may appeal to a general meeting for restoration of Voting Membership.

(16) deleting “50” in Clause 10(c) and substituting “55”;

(17) deleting “External Secretary” wherever they appear in Clause 13 and 15 and substituting “Secretary” respectively;

(18) adding “of Part B” after Article 15 in Clause 14(a);

(19) deleting “Memorandum and” in Clause 15”;

(20) deleting the text of Clause 18 and substituting “The amount of annual subscriptions payable by Members of the Association shall be set in General Meeting by Members of the Association from time to time”;

(21) deleting Clause 19 entirely;

(22) renumbering Clauses 20 to 35 as Clauses 19 to 34;

(23) deleting renumbered Clause 19(a) and substituting the following:-

“(a) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.”;

(24) deleting the text of renumbered Clause 20 and substituting the following:-

“(a) The General Council may, if it thinks fit, call a general meeting.

(b) The General Council must call an Extraordinary General Meeting on a

written requisition by at least 5 Voting Members. Only Voting Members are entitled to make requisition for a general meeting under section 566 of the Ordinance.

- (c) If the General Council is required to call an Extraordinary General Meeting under preceding sub-article or under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (d) If the General Council does not call an Extraordinary General Meeting in accordance with section 567 of the Ordinance, the Voting 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 a general meeting in accordance with section 568 of the Ordinance.”;

(25) deleting “7” in renumbered clause 24 and substituting “3”;

(26) deleting renumbered clause 28 and substituting the following:-

“28. Method of passing resolution

At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):-

- (a) by the chairman; or
- (b) by at least 2 Voting Members present in person or by proxy
- (c) any Voting Member or Members present in person or by proxy representing at least 5% of the total voting rights of all the Voting Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of proceedings of the Association 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.”;

(27) deleting renumbered Clause 30 and substituting the following:-

“30.(a) Every Voting Member shall have 1 vote.

(b) Votes may be given either personally or by proxy. The instrument appoint a proxy shall be in writing under the hand of the Voting Member. A proxy must be a Voting Member. The instrument appointing a proxy must be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to

vote.”;

(28) deleting the text of renumbered Clause 31 and substituting the following:-

“The management and control of the Association shall be vested in the General Council consisting of a minimum of 5 but not more than 7 Voting Members. Any Voting Member of the Association shall be eligible for election or re-election as a member of the General Council, provided that his age, as at the commencement of the executive year of the Association following which the Annual General Meeting concerned, will not exceed 55. The members of the General Council shall elect among themselves:

- (a) The Chairman
- (b) The Vice-Chairman
- (c) The Treasurer
- (d) The Secretary

(29) adding the following at the end of renumbered Clause 33(a):-

“(v) To prepare the Year Plan of the Association”;

(30) deleting “(iv) To prepare the Year Plan of the Association” in renumbered Clause 33(b) and altering “(v)” to “(iv)”;

(31) deleting renumbered Clause 33(c) (iii) and (iv) and altering “(v)” to (iii)”;

(32) deleting “Internal” and “internal” in renumbered Clause 33(d) and adding the following at the end:-

“(iii)to keep and maintain Register of Members and mailing list of the Association.”;

(33) deleting renumbered Clauses 33(e), 33(f), 33(g), 33(h), 33(i), 33(j) and 33(k);

(34) deleting Clause 36 entirely;

(35) renumbering Clause 37 to 62 as Clauses 35 to 60;

(36) deleting “and one seconder” in renumbered Clause 35(b);

(37) deleting renumbered Clause 35(c) and substituting the following:-

“(c) To become elected member of the General Council, each candidate must have at least 50% of the Voting Members present voted in favour of him at the Annual General Meeting. If filling of the last vacancies cannot be decided as a result of there being candidates receiving the same number of votes, a second round of election for such vacancies shall be held accordingly. Immediately after the election of the members of the General Council, the Officers being the Chairman, Vice-Chairman, Treasurer and Secretary shall be elected out of the existing members of the General Council. The term of office of members of the

General Council and the Officers are 3 years.”

(38) deleting “\$500,000.00” wherever it appears in renumbered Clause 38 and substituting “\$1,000,000.00”;

(39) adding “of Part B” after Article 17 in renumbered Clause 40(f);

(40) deleting renumbered Clause 40(h) and substituting the following:-

“(h) As to any other matter as to the operation of the Association not already provided for by the Articles of Association for the time being in force,

PROVIDED always:-

(i) that no Rules shall be inconsistent with or shall affect or repeal anything contained in the Articles of the Association.

(ii) that any Rule may be cancelled, modified or amended by Special Resolution of the Association.”

(41) deleting “Clause 4 of the Memorandum of Association” in renumbered Clause 41 and substituting “Article 4 of Part A of the Articles”;

(42) deleting “Internal” wherever it appears in renumbered Clause 42;

(43) deleting “Part IVA of the Ordinance” in renumbered Clause 43(f) and substituting “the Ordinance or Companies (Winding Up and Miscellaneous Provisions) Ordinance”;

(44) deleting the text of renumbered Clause 44 and substituting the following:-

“In addition and without prejudice to preceding Article, the Association may by Ordinary Resolution remove any member of the General Council before the expiration of his period of office and may by Ordinary Resolution appoint another Voting Member, or authorize the General Council to elect any member by virtue of Article 34 of Part B, in his stead. Any person so appointed shall be eligible for election at the next Annual General Meeting upon satisfying Articles 10(c) and 31 of Part B.”

(45) deleting the text of renumbered Clause 45 and substituting the following:-

“The General Council shall meet together at such place and time for the dispatch of business, adjourn, and otherwise regulate its meetings, as they think fit. The Secretary shall notify all members of the General Council together with the agenda at least 72 hours before the meeting. 3 members of the General Council shall form a quorum.”;

(46) renumbering the existing text of renumbered Clause 46 as 46(a) and adding the following new sub-clause (b) thereafter:-

“(b) A member of the General Council shall not vote in respect of any transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted. For the purposes of determining whether a quorum exists at the time of a vote in respect of any transaction, arrangement or contract or proposed transaction, arrangement or contract in which a member is interested, the member so interested shall not be counted. The member of the General Council must declare the nature and extent of his interest to the other members of the General Council in accordance with section 536 of the Ordinance.”;

(47) deleting “more than two-third of votes” in renumbered Clause 54(f) and substituting “majority of votes”;

(48) adding new renumbered sub-clauses 54(g), (h) and (i) as follows:-

“(g) The General Council must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

(h) The General Council must keep accounting records as required by the Ordinance.

(i) The General Council must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.”;

(49) deleting “Section 165 of” and “Section 358 of” in renumbered Clause 57;

(50) deleting “Sections 131, 132, 133, 140, 140A, 140B and 141 of” in renumbered Clause 58;

(51) deleting Clause 63 and its caption of “Winding Up”; and

(52) deleting “Names, Address and Descriptions of Subscribers” at the end of the Articles of Association and substituting the following:-

“We, the undersigned, wish to form a company and wish to adopt these Articles of Association.

Names, Addresses and Descriptions of Founder Members”.

Date: 29 March 2021

By Order of the General Council



Chairperson

TO: All Ordinary and Voting Members of the Association

REMARKS

- (a) ALL Members are entitled to attend this Extraordinary General Meeting but ONLY Voting Members are entitled to vote on the above proposed Special Resolutions;
- (b) All Members are entitled to appoint a proxy in writing to attend this Extraordinary General Meeting;
- (c) The instrument appointing a proxy must be deposited at (address) _____ at least 48 hours before the time for holding the meeting or adjourned meeting, otherwise the appointment is invalid. A proxy form is attached to this Notice.