

THE COMPANIES ORDINANCE (Chapter 32)

COMPANY LIMITED BY GUARANTEE,
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

Of

Deaf and Friends Limited

(as amended by Special Resolution passed on 18 March 2014)

1. The name of the Company is “Deaf and Friends Limited 聾友共融有限公司” (hereinafter referred to as “the Company”).
2. The Registered office of the Company will be situated in Hong Kong.
3. The objects for which the Company is established are:
 - (a) For relief of sickness, advancement of education and restoration of economic self-sufficiency of the disabled, to establish, maintain, manage, administer and operate any non-profit making training courses, websites, schools or institutions and to provide training course, interest group and workshop to people who are hearing impaired or to people with other disabilities.
 - (b) In furtherance of the objects of the Company but not otherwise, to establish education sponsorship or scholarship programme for hearing impaired students.
 - (c) In furtherance of the objects of the Company but not otherwise, to assist, upon non-profit making basis, the disabled to integrate into the community.
 - (d) In furtherance of the objects of the Company but not otherwise, to conduct or undertake any research or survey into problems facing by the disabled whatsoever and whensoever and to disseminate the research findings to the public or to other institutions.
 - (e) In furtherance of the objects of the Company but not otherwise, to assist, upon non-profit making basis, the hearing impaired people and persons with other disabilities to develop their talent, businesses or career.
 - (f) To promote and hold, either alone or jointly with any other institutions, organizations, entities, associations, companies, clubs or persons, any exchange visits, lecture visits and learning programmes, outings, trips, visits, meetings, competitions, matches and activities of all kinds on a non-profit making basis and to offer gifts or contribute towards prizes, medals and awards therefor and to promote, give or support any activities or gatherings as the Company thinks fit for the furtherance of the objects of the Company.

(g) In furtherance of the objects of the Company but not otherwise, to carry on, establish, manage and superintend or to assist or otherwise involve in the carrying on, establishment, management or superintendence of in Hong Kong or elsewhere in the world:-

(A) any social enterprises on a non-profit making basis Provided Always that insofar as such activities may be wholly or partly operated in a commercial manner -

(i) the income or surplus derived from such activities shall be applied solely for charitable objects of the Company and expended substantially within Hong Kong for such objects; and

(ii) such activities shall be either

(1) conducted in the course of the actual carrying out of the expressed objects of the Company or

(2) mainly carried on by persons for whose benefit the Company is established; and

(B) any activities of a charitable nature which shall benefit the deaf as well as person of other disabilities.

(h) To provide seminar and exhibition, to produce, print or publish any books, websites, magazines and pamphlets and all kinds of media or materials or merchandise that the Company thinks desirable for promotion or execution of its objects on a non-profit making basis Provided Always that insofar as such activities may be wholly or partly operated in a commercial manner shall be subject to Clauses 3(g)(A)(i), 3(g)(A)(ii) and 3(g)(B) of this Memorandum of Association.

(i) To devise, develop, purchase, or otherwise acquire any trade marks, service marks, patents, designs, copyrights, formulae, secret processes, licences, concessions and the like in any part of the world, which can attain the objects of the Company and to use, register, develop and turn to account such property, and/or grant rights and licences in respect thereof to such bodies or persons and on such reasonable terms and conditions as the Company considers fit and proper.

(j) To procure the Company or its branches or branch registers or subsidiaries or affiliates to be registered or recognized in any part of the world.

(k) To support or oppose any proceedings or applications which may benefit or prejudice the Company's interest or which promote any of the objects of the Company.

(l) In furtherance of the objects of the Company but not otherwise, to adopt such means of making known the name of the Company and its projects as the Company may think fit and in particular by advertising in the press or other media, by circulars, leaflets and all kinds of published material, by promotional and public relations activities and events, by purchase and exhibition of works of art and interest, by publication of books and periodicals, and by granting prizes, rewards and donations provided that none of the funds of the Company shall donate to any entities which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.

(m) To campaign for, receive, hold, invest in a proper and prudent manner and to apply for funds, gifts, bequests, trusts, endowments and other forms of financial or other aid individuals, trust, companies, corporations, associations, societies, institutions and other organizations or authorities and from Government Departments or agencies and other public bodies, or the proceeds thereof, to any of the purposes described in these objects.

(n) Subject to provisions of Section 17 of the Companies Ordinance, to purchase, take on lease, exchange, hire or otherwise acquire any real or personal properties and any rights or privileges which the Company thinks necessary for the promotion of its objects, and to construct maintain and alter any buildings or erections necessary for the objects of the Company.

(o) To raise money by subscription, fund raising campaigns or other lawful means and to solicit, receive and enlist financial and other aid from individuals, trusts, campaigns, corporations, associations, societies, institutions and other organizations or authorities and to apply to any Government for grant, subsidy or aid for the purpose of the above objects, or any of them.

(p) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, license, reassign, transfer or otherwise dispose of all or any part of the properties which are for the time being vested in or belonging to the Company upon such terms as the Company considers fit for the furtherance of the objects of the Company.

(q) To hire and employ all classes of persons necessary, subject to Clause 4 of this Memorandum of Association, for the objects of the Company and to pay to them and to other persons in return for services actually rendered to the Company salaries, wages, gratuities and pensions.

(r) To establish, promote or assist in establishing or promotion, and to subscribe to, or become a member of, or amalgamate with, any company or corporation whose constitution shall prohibit the distribution of its income and property among its members to at least the same extent as that imposed on the Company by Clause 4 of this Memorandum of Associations.

(s) To open and operate a banking account or accounts with any bank or banks for the objects of the Company, and for such purposes to draw, make, accept, indorse, discount, execute and issue promissory notes, cheques, draft, bills of exchange, bills of landings, debentures and other negotiable or transferable instruments.

(t) To borrow and raise money required for the objects of the Company upon such terms including payment of interest thereon and on such securities as may be determined by the Board of Directors.

(u) To invest and deal with the moneys of the Company not immediately required upon such securities or otherwise and in a proper and prudent manner as is from time to time determined.

(v) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects. Provided that:

(i) In case the Company shall take or hold any property which may be subject to any trusts, the Company 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 Company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

(iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.

4. The income and property of the Company, however derived, shall

(i) Apply solely towards the promotion of the objects of the Company as set out in this Memorandum of Association.

(ii) Subject to sub-clauses (iv) and (v) below, no portion of the income and property of the Company shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Company.

(iii) No member of the Board of Directors or governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (v) below) shall be given by the Company to any member of the Board of Directors or governing body.

(iv) Nothing herein contained shall prevent the payment, in good faith, by the Company of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company not being a member of the Board of Directors or governing body in return for any service actually rendered to the Company.

(v) Nothing herein shall prevent the payment, in good faith, by the Company: -

(a) To any member of its Board of Director of out-of-pocket expenses;

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

(c) Of reasonable and proper rent for premises demised or let by any member of the Company or its Board of Directors;

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

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

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the events of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 amount as may be required not exceeding the sum of ten dollars Hong Kong currency (HKD10.00).

7. If upon the winding up or dissolution of the Company 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 Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which institution or institutions shall prohibit the distribution of its or their income and property among its or their member to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in default thereof by such Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company; and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Company for the time being in force shall be opened to the inspection of the members with the prior consent of the Board of Directors. Annual financial statement shall be compiled and examined in accordance with the regulations or by-laws of the Companies Registry and be ascertained by one or more authorized Auditor or Auditors.