

Articles of Association of the Internet Society Hong Kong Limited 香港互聯網協會有限公司

Name and Address

1. This organization shall be called the “Internet Society Hong Kong Limited” and in abbreviation, the “ISOC HK” and in Chinese “香港互聯網協會有限公司”, (hereinafter referred to as the “Association”). The address of the Association shall be in Hong Kong Special Administrative Region (“Hong Kong SAR”).

Objects

2. The Association is chartered by the Internet Society, whose Secretariat address is at 1775 Wiehle Avenue, Suite 102, Reston, VA20190 United States of America. The Internet Society is an international organization for global coordination and cooperation of internet-related initiatives. These Articles of Association neither supersede nor abrogate any of the Articles and Bylaws of the Internet Society that regulate chapter affairs. And in case of inconsistency between these Articles of Association as against other regulations of the Internet Society, these Articles of Association shall prevail over those regulations to the extent of such inconsistency.
3. The Association serves the objects of the Internet Society by serving the interests of a segment of the global Internet community through a local presence, focusing on local issues and developments, and use of local languages on the Internet.
4. The Association will serve persons who live or work in Hong Kong SAR.
5. The Association is especially established to encourage and foster more opportunities for Internet users and professionals in Hong Kong to participate in international Internet community activities, including participation in the development of standards, protocols, governance and the technical infrastructure of the Internet.
6. The Association intends to provide a forum for discussion of issues that affect Internet evolution, to foster an environment for international cooperation, and to serve as a platform for collaborative efforts to promote the Internet as a positive tool to enrich and benefit the people in Hong Kong as well as to enable a culture of self-governance that works.
7. The Association is a non-profit-distributing organization and the profits are not distributed to its Board, members, employees and any other person.

Constitution and Government

8. These Articles of Association are the constitution of the Association. The supreme authority of the Association shall be vested in the General Meeting and, subject to that supremacy, the Association shall be governed by the Board.

Membership

9. The number of members with which the Association proposes to be registered is three thousand. The Directors may increase or decrease the number of members in the future.
10. The founder members to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Association.
11. The Association shall consist of three categories of membership: Full Membership, General Membership, and Corporate Membership.
12. Full Members are those individual members who are required to and have fully paid up the membership fees prescribed by the Board from time to time. Full Members who have joined the Association for over one year are voting members who shall have the right to vote in all matters in the General Meetings. Full Members shall have the right to elect the Board, to hold office, and attend and vote at any meetings of the Association which they are entitled to attend.
13. General Members are those individual members who are not required to pay the membership fees. General Members who have joined the Association for over one year are voting members whose right to vote is limited to the election of the Board. General Members are entitled to hold office and attend any meetings of the Association which they are entitled to attend.
14. Corporate Members are required to and have fully paid up the membership fees prescribed by the Board from time to time. Corporate Members shall have the right to attend any meetings of the Association which they are entitled to attend but are non-voting members in any matters in the General Meetings. Corporate Members are fully entitled to take part in the activities of the Association and receive any communications by the Association to the Association's general body of members. Corporate Members shall not have the right to elect the Board and to hold office.
15. Any person over 18 years old, living or working in Hong Kong SAR, and having an email address is eligible to apply for Full Membership or General Membership.
16. Any juristic entities such as companies, partnerships and societies are eligible to apply for Corporate Membership.
17. General Memberships can be converted to Full Memberships by paying the membership fees as prescribed by the Board from time to time, and by applying to and subject to the approval of the Board. A Full Member converted from General Member would still vote, or stand for election in the General Member class until after staying as a Full Member for one year.
18. Application for membership or for a change of membership category shall be made to the Board. The Board shall have the absolute discretion in approving any application for membership or for change of membership category. Membership or change of membership category shall commence on acceptance by the Association in writing and on payment by the applicant of the required fees.
19. All membership fees once paid shall not be refundable.
- 19A.
 - (a) All valid members are obliged to pay membership fees and other fees incurred, and to abide to the Articles and Code of Ethics of the Association. Failure to fulfill the obligations may have their memberships be suspended or revoked by the Board.
 - (b) Suspended or revoked member may appeal within 7 days from date of notice of revocation, and must have the signed support from 20 voting members within one month from the date of notice of revocation. The Board forms an ad-hoc appeal committee, with at least half of members from outside the Board. The decision of the Appeal Committee is final. Membership of revoked member stays valid before decision is made.

20. All members shall have the rights to join the activities and enjoy those benefits provided by the Association subject to these Articles of Association or other rules stipulated by the Board for the reasonable regulation of such activities and provision of such benefits.
21. All members of the Association shall also be members of the Internet Society subject to the applicable articles and regulations of the Internet Society.
22. All members shall have the obligations to comply with and abide by these Articles of Association, any other rules of the Association, decisions and resolutions of the General Meeting and the Board, pay the required fees as decided by the Board, and not to behave in a manner that will bring disrepute to the Association or the Internet Society. The General Meeting, or the Board when General Meeting is in recess, shall have the right to hear disciplinary complaint, or on its initiative investigate against any member, and decide and impose disciplinary sanction on those members who fail to comply with the above obligations. Disciplinary sanctions include but not limited to private or public reprimand, suspension or termination of membership of the members.
23. Members who have changed their physical or electronic addresses, or contact details shall immediately notify the Association and furnish the Association with the most up-to-date physical or electronic addresses, or contact details in Hong Kong SAR to which notices and letters may be sent. All notices and letters sent by post or otherwise to such physical or electronic addresses, or contact details (in default of notice of change) shall be deemed to be duly received by the Member on two working days after posting or on the next day if by electronic means including emails if there is no return failure message received by the Association.

Finance

24. The Board shall
 - (a) cause all sums of money received by the Association to be deposited in a licensed bank in Hong Kong SAR. Any cheques for the withdrawal of Association money shall be valid provided they are signed by at least any two of the Chairperson, Vice-Chairperson and the Treasurer or such persons as the Board may from time to time appoint.
 - (b) determine the annual membership fees provided that the annual membership fee shall not be less than the amount undertaken by members to contribute to the company as set out in Clause 5 of the Association's Memorandum of Association.
25. Funds of the Association shall be applied for purposes towards the furtherance and attainment of its objects. Expenses and disbursements shall require the authorization by the Board.
26. The financial year of the Association is from July 1 to June 30 of the next year, when the accounts shall be balanced.
27. All donations and gifts over the value of HK\$500 (Five Hundred Hong Kong Dollars) to the Association must be reported to the Board and to the Association at the first General Meeting after such donations are made.
28. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
29. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability, or obligation of the Association or of any third party.
30. The Board shall cause proper books of account to be kept with respect to –

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association;
 - (c) the assets and liabilities of the Association.
31. 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 Association's affairs and to explain its transactions.
32. The books of accounts shall be kept at the registered office of the Association, or subject to section 121(3) of the Companies Ordinance, at such other place or places as the Board thinks fits, and shall always be open to the inspection of the members of the Board.
33. The Board 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 Association or any of them shall be open to inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right to inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board or by the Association in General Meeting.
34. The Board shall from time to time in accordance with sections 122, 124, 129D of the Companies Ordinance, cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
35. (*) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Board's report and a copy of the auditor's report shall not less than 14 days before the date of the meeting be made available on the Association's website to every member of, and every holder of debentures of, the Association:
provided that this article shall not require the Association to send a copy of those documents to any member or debenture holder individually.

General Meeting

36. The General Meeting shall be composed of voting members. When the General Meeting is in recess, all matters concerning the Association shall be decided by the Board. All General Meetings shall be held at such time and place as the Board shall decide.
37. The General Meeting shall have power:
- (a) to receive the statement of accounts of the previous financial year and the annual report from the Board;
 - (b) to elect the electing posts of the Board;
 - (c) to impeach or remove the member(s) of the Board;
 - (d) to decide disciplinary action to be imposed on members who failed to comply with obligations to the Association;
 - (e) to make, to alter, to amend, to rescind and to interpret any of these Articles of Association and rules of the Association;
 - (f) to decide other matters of the Association that she shall consider appropriate; and
 - (g) to dissolve the Association in accordance with the section titled Dissolution of Association below.
38. The Annual General Meeting shall be held within six months after the close of the financial year. At the meeting, the Chairperson of the Association shall give the annual report on the businesses and the financial accounts of the Association in addition to other items, which the Board shall think fit as set out in the section titled Finance above.

(*) *as amended by a special resolution on 30 September 2011*

39. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings which may be called at the request of the Board or of at least 20% of the voting members of the Association.
40. The Secretary, on the instructions of the Board, shall prepare an agenda of the General Meetings and issue notice by posting the notice on the Association's website and in such other manner as the Board shall decide. Notice shall be given to all members of the Association at least 14 calendar days in advance by electronic mail, or other written form which is accessible to the members.
41. The meeting venue shall be physical places, or via electronic means that is open and accessible to all voting members of the Association.
42. No member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Association in his capacity as a member, and which have been outstanding for more than one month after they fell due for payment, have been paid.
43. General Member may vote on the election of representatives from that class only. They are not entitled to cast any votes on other matters decided in a General Meeting including but not limited to the amendment of these Articles of Association and the approval of audited reports.
44. On a poll votes may be given either personally or by proxy.
45. A proxy must be a voting member. Any voting member shall not hold more than 5 proxies at any one General Meeting. Proxies must be designated at least 3 calendar days before the opening of a vote or the General Meeting.
46. The quorum for all General Meetings shall be 10 voting members or at least 50 percent of all voting members whichever the lesser. Should there be insufficient quorum 30 minutes after the time fixed for the start of the General Meeting, the Chairperson of the meeting shall declare the meeting to be adjourned for want of quorum. The adjourned meeting shall be held within two months.
47. The Chairperson, if any, shall preside as chairperson at every General Meeting of the Association, or if there is no such chairperson, 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 SAR or has given notice to the Association of his intention not to attend the meeting, the Vice- Chairperson shall preside.
48. If the Chairperson and the Vice- Chairperson 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 SAR or has given notice to the Association of his intention not to attend the meeting, the members of the Board present shall elect one of their number to be chairperson of the meeting.
49. The chairperson 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 at least 10 calendar days in advance. Whatever number of voting members attending the adjourned General Meeting shall constitute a quorum and business shall be conducted and resolutions passed shall be valid and binding on all members.
50. 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 chairperson; or
 - (b) By at least 2 members present in person or by proxy; or
 - (c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.Unless a poll be so demanded a declaration by the chairperson 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 company 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.

51. Except as provided in paragraph 18 below, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
52. A poll demanded on the election of a chairperson, 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 chairperson 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.
53. If voting shall be by mail or electronic ballots, they shall be announced together with the notice convening the General Meeting or calling of the ballot. A period of no less than 7 calendar days and no more than 30 calendar days shall be allowed for members to return ballots.
54. Unless otherwise required by the Companies Ordinance, resolutions shall be passed by a simple majority of votes of all Full Members personally present or by proxy. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote provided that:
 - (a) the General Meeting shall be able to decide a higher requirement for passing more important motions; and
 - (b) the resolution to remove one or more Board members shall require at least 75% of votes of the Full Members personally present or by proxy.

Board

55. The business of the Association shall be managed by the Board which is also called Board of Directors. The members of the Board are the directors. The Board may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Companies Ordinance or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Companies Ordinance or these Articles of Association and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
56. The Board shall compose of nine voting members: one Chairperson, one Vice-Chairperson, one Secretary, one Treasurer and five other Board members whose titles can be designated by the Board appropriately according to the business need. A Board Member must be a voting member of the Association throughout his term of office.
57. The responsibilities of the members of the Board shall be as follows:
 - (a) The Chairperson shall lead the Association and manage her activities in accordance with these Articles of Association. The Chairperson shall preside at all meetings of the Association and of the Board.
 - (b) The Vice-Chairperson shall preside at meetings in the absence of the Chairperson.
 - (c) The Secretary shall:
 - i. keep the minutes and other documents of the Association;
 - ii. prepare the Annual Business Report to be submitted to the General Meeting;
 - iii. be the secretary of all General Meetings and Board Meetings;
 - iv. draft any proposed amendment of these Articles of Association to the Board; and
 - v. prepare the Activity Report of the Association to be submitted to the Internet Society Headquarters and notify the Internet Society Headquarters of any changes in the office of the Board.

- (d) The Treasurer shall:
 - i. manage finance-related matters of the Association, and maintain the financial records;
 - ii. prepare the Annual Financial Report to be submitted to the Annual General Meeting; and
 - iii. prepare the Activity Financial Report of the Association to be submitted to the Internet Society Headquarters.

58. The first Board election of the Association shall be held on or before July 31, 2009.

59. A new Board shall be formed each year upon approval by the Association at its Annual General Meeting with the following arrangements:

- (a) Four seats shall be appointed by the incumbent Board before the Annual General Meeting and the remaining five seats shall be elected by the General Meeting;
- (b) The elected seats shall have four Full Members and one General Member. Members of each member category shall nominate and vote for the candidate for the seat(s) of their respective membership category only. The candidates with the highest number of votes shall be elected;
- (c) The new Board members shall elect among themselves the posts to be held;
- (d) The Chairperson must be a member for at least two years. He cannot hold office for more than three consecutive terms as Chairperson, whereas there shall not be any restriction on the number of service terms for other posts of the Board.

60. The Board shall appoint an Election Committee to organize the Board election. The election shall be announced at least 30 calendar days before the election.

61. In the event of vacancy in the Board, a replacement of the same membership category can be appointed among voting members by the resolution of the Board when they consider necessary.

62. The remuneration of the directors shall from time to time be determined by the Association in General Meeting. Such remuneration shall be deemed to accrue from day to day. With the approval of the Board, the directors shall also be paid all traveling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.

63. The Board shall have the power:

- (a) to propose the business plan, budget and membership fee for each year;
- (b) to approve or reject applications for membership or change of membership category;
- (c) to make, alter or rescind rules and regulations for any purposes, subject to the provisions of these Articles of Association;
- (d) to appoint such sub-committees or committees under the Board for such purposes as they deem fit and may determine the powers, functions, duties and service term of any sub-committees or committees, and may dissolve it;
- (e) to hire such employees as and when necessary and to determine the duties and service term of employees, and to dismiss them;
- (f) appoint any company, firm or person or body of persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles of Association) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him;
- (g) to execute any businesses in furtherance of the objects of the Association;
- (h) to invite Honorary Advisors and Auditor of the Association for each year, when necessary;
- (i) to execute decisions passed by the General Meeting of the Association;
- (j) to use its discretion in the event of any question or matter arising out of any point which is not explicitly provided for in these Articles of Association; and
- (k) to decide disciplinary action to be imposed on members who failed to comply with obligations to the Association; and
- (l) to interpret these Articles of Association when necessary, when General Meeting is in recess.

64. (*)The Board shall meet at least once every two months in physical places, or via electronic means that each participating Board member is able to hear one another.
65. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. A member of Board may, and the Secretary on the requisition of a member of Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of Board to any member of Board for the time being unreachable by mail or electronic mail. Any notices sent to those members will be deemed received unless a failure notice was received by the Association.
66. The quorum necessary for the transaction of the business of Board may be fixed by Board, and unless so fixed shall be 5.
67. The continuing members of Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles of Association as the necessary quorum of members of Board, the continuing member or members of Board may act for the purpose of increasing the number of members of Board to that number, or of summoning a General Meeting of the Association, but for no other purpose.
68. The members of Board may elect a chairperson of their meetings and determine the period for which he is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the same, the members of Board present may choose one of those present to be chairperson of the meeting.
69. The Board may delegate any of its powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
70. A committee may elect a chairperson of its meetings; if no such chairman is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of those present to be chairperson of the meeting.
71. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
72. All acts done by any meeting of the Board or of a committee of members of Board, or by any person acting as a member of Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of Board.
73. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of Board, shall be as valid and effectual as if it had been passed at a meeting of the members of Board duly convened and held.
74. The directors shall cause minutes to be made in books provided for the purpose-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors, and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose

(*) *as amended by a special resolution on 30 September 2011*

75. Any Board member absent from three consecutive Board Meetings without satisfactory explanation to the Board shall be deemed to have resigned from the Board.
76. The office of Board member shall be vacated if the member-
- (a) without the consent of the Association in General Meeting holds any other office of profit under the Association; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a member of Board by reason of any disqualification order made under Part IVA of the Companies Ordinance; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Companies Ordinance; or
 - (f) be absent from three consecutive Board meetings without permission of the EXCO; or
 - (g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Companies Ordinance.
 - (h) by reason of his misconduct in any business relating to the Association or has acted in a manner which brings the Association or the Internet Society into dispute.
77. A member of Board shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

Amendment to the Articles of Association

78. The General Meeting shall be the only authority to make, alter, amend or rescind any of these Articles of Association.
79. An amendment of these Articles of Association shall require the majority of the Full Members personally present or by proxy at a General Meeting.

Dissolution of the Association

81. The General Meeting shall be the only authority to dissolve the Association. The matter of dissolution shall be put on the agenda of a General Meeting and notice to all voting members when the meeting is called.
82. The dissolution of the Association shall require at least 75% of the Full Members personally present or by proxy at a General Meeting.
83. Should the Association be dissolved, her fund and assets shall be donated to charitable bodies as resolved by the majority of the voting members at a General Meeting.

Effective: 14-Dec-2013