

THE COMPANIES ORDINANCE (CHAPTER 32)
Company Limited by Guarantee and Not Having a Share Capital
Memorandum of Association
Of
THE CANADIAN CHAMBER OF COMMERCE IN SOUTH CHINA
華南加拿大商會

1. The name of the Company (hereinafter called "the Chamber") is "THE CANADIAN CHAMBER OF COMMERCE IN SOUTH CHINA".
2. We are a company limited by guarantee.
3. The Registered Office of the Chamber will be situated in Hong Kong.
4. The objects of the Chamber are:
 - A. To facilitate and foster commerce, contact and communication between Canada and the People's Republic of China.
 - B. To provide a forum in which the Canadian business community in China can identify and discuss common commercial issues in China.
 - C. To represent, express and give effect to the views of the Canadian business community in China regarding trade, commerce, finance, investment, industry and related matters.
 - D. To provide a channel of communication within the business community with the Government of China, and between the Chamber and Government representatives of Canada.
 - E. To work with Chinese organizations, governmental departments and Chinese business community on matters of mutual interests.
 - F. To maintain relations with other independent business associations and organizations where the Chamber sees fit.
 - G. To engage in all lawful activities as may be incidental or conducive to the attainment of the foregoing objectives.
5. No addition, alteration, or amendment shall be made to or in the Memorandum of association and articles of Association and the By-Laws of the Chamber for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar General in writing.
6. The liability of the member is limited.
7. Every member of the Chamber undertakes to contribute to the assets of the Chamber, in the event 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 Chamber contracted before he ceases to be a member, and of the costs, charges and expenses of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (\$100.00).
8. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matters in respect of which such receipts and expenditures take place, and of the property, credits, and liabilities of the Chamber; and, subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association and the By-Laws of the Chamber for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Chamber shall be examined, and the correctness of the balance sheet ascertained by one or

more properly qualified auditor or Auditors.

We, the several persons whose names and addresses are hereto given below, are desirous of being formed into a Chamber in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Founder Members

WOO YUK MING (胡玉明)

10 GUANGZHONG ROAD, GUANGZHOU, CHINA.

MERCHANT

CHENG PING LUN (鄭炳麟)

**ROOM 2002-05, 20/F., TUNF NING BUILDING,
NO.2 HILLIER STREET, SHEUNG WAN, HONG KONG.**

MERCHANT

ZENG SHAO JIN (曾绍金)

**ROOM 2604, EAST TOWER, HUA PU PLAZA,
13 HUA MING ROAD, GUANGZHOU, CHINA.**

MERCHANT

THE COMPANIES ORDINANCE (CHAPTER 32)
Company Limited by Guarantee and Not Having a Share Capital
Articles of Association
Of
THE CANADIAN CHAMBER OF COMMERCE IN SOUTH CHINA

ARTICLE I GENERAL

Section 1 interpret

In the Memorandum of Association and the Articles of Association of THE CANADIAN CHAMBER OF COMMERCE IN SOUTH CHINA (華南加拿大商會), the following meanings shall apply:

Words	Meanings
Annual General Meeting:	means the yearly general meeting of the members of the Chamber
Special General Meeting:	means a general meeting of the members of the Chamber specially summoned under these presents
The Chamber	means THE CANADIAN CHAMBER OF COMMERCE IN SOUTH CHINA (華南加拿大商會)
The Board of Directors	means the Board of directors for the time being of the Chamber
The Seal	means the common seal of the Chamber
Month	means calendar month
Year	means calendar year
In Writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

ARTICLE II MEMBERSHIP

Section 1 Eligibility

1. Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the chamber.
2. Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the chamber.

Section 2 Categories of Membership

1. Corporate Membership

Corporate Membership shall be open to corporations, partnerships, sole proprietorships or other legal entities formed, founded, or incorporated in Canada, which have an establishment or regional representative in China.

2. Associate Membership

Associate Membership shall be open to corporations, partnerships, sole proprietorships or other legal entities formed, founded, or incorporated outside Canada, subject to the relevant provisions of Chinese law, and which have demonstrated links to or interest in Canada. Associate Membership shall only be by invitation of the Board of Directors of the Chamber.

3. Individual Membership

Individual Membership shall be open to any Canadian citizen or Canadian Landed Immigrant with good standing residency in China who is, in the opinion of the Board of Directors of the Chamber, engaged in activities in China which are consistent with the objectives of the Chamber.

4. Honorary Membership

Honorary Membership shall be open to persons who have distinguished themselves by some meritorious or public service. Such recognition shall be for a term of one year and may be repeated. Honorary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

5. Other Types of Membership

The Board of Directors of the Chamber shall have the right to create other types of membership as it sees fit.

Section 3 Representation of Corporate/Associate Members by Delegates

1. Corporate and associate members shall be represented for all purposes under these Articles by individuals who shall be designated to act as their delegates. Each corporate or associate member shall be entitled to up to three delegates.
2. Each corporate or associate member shall designate its delegates by notice in writing to the Chamber and such notice in writing shall serve as sufficient evidence of the authority and power of the delegates to represent the corporate or associate member. Delegates so designated shall be subject to approval by the Board of Directors, based upon its discretionary assessment of the best interests of the Chamber.

Section 4 Determination and Acknowledgement of Membership

1. All membership applications are subject to review and approved by the Board of Directors.
2. A membership application form shall contain the name(s), address, citizenship, business activity and occupation of the candidate(s). Applications for membership shall be sent to Secretary-General of the Chamber.
3. Any change in classifications of membership listed above shall be determined by the Board of Directors.
4. Secretary-General of the Chamber shall present all new membership applications for consideration at the first Board meeting occurring after the application is received. Once

approved new member(s) shall be announced in each issue of the Chamber's newsletter.

Section 5 Membership Fees

1. Membership fees shall be paid to the Chamber at the same time the membership application is submitted.
2. Membership fees are payable annually and are non-refundable once paid.
3. The Board of Directors of the Chamber shall have the right to review and determine membership fees at any time.

Section 6 Resignation of Member/ Replacement of delegate

1. Resignation of Member:
 - A. In order to resign a membership, written notice must be given to Secretary-General of the Chamber.
 - B. Secretary-General of the Chamber shall report the resignation of any membership at each meeting of the Board of Directors.
2. Replacement of Delegate:
 - A. A corporate or associate member may replace its delegate(s) by sending a written notice of replacement to the Chamber.
 - B. The delegate's replacement shall become effective one month after receipt of such written notice. If within the interim period, the replaced delegate applies for individual membership and is admitted, he or she may continue as a director or officer of the Chamber. Otherwise, such a replacement is equivalent to resignation by the replaced delegate on expiry of the interim period.

ARTICLE III VOTING RIGHTS

Section 1 Corporate Membership

1. Each Corporate Member Company may nominate up to three persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the Corporate Member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizens or Canadian Landed Immigrants unless the Corporate Member Company does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.
2. Each Corporate Member shall exercise its vote through the person it designates as the Voting Representative.

Section 2 Associate Membership

1. Each Associate Member Company may nominate up to three persons of good standing to be its representative(s) in the Chamber, one of whom shall be named by the Associate Member as its Voting Representative, as hereinafter defined. Voting Representatives must be Canadian citizens or Canadian Landed Immigrants unless the Associate Member does not have a Canadian citizen or Canadian Landed Immigrant as its representative in China. Voting Representatives must reside in China.

2. Each Associate Member shall exercise its vote through the person it designates as the Voting Representative.

Section 3 Individual Membership

Individual Members shall be entitled to full voting rights at any meeting of the Chamber.

Section 4 Honorary Membership

Honorary Members shall not have voting rights at any meeting of the Chamber.

Section 5 Proxy and Absentee Ballot

1. Voting Members may authorize any other member in good standing to vote on his/her behalf at any meeting of the Chamber. Notice in writing of such proxy authorization via letter or fax must be received by Secretary-General of the Chamber, not later than twenty-four (24) hours prior to the time and date of the meeting at which such proxy vote is to be exercised.
2. Alternatively, voting members may submit their signed absentee ballots in writing via letter or fax, directly to Secretary-General of the Chamber, not later than twenty-four (24) hours prior to the time and date of the meeting at which such proxy vote is to be exercised.

ARTICLE IV EXPULSION

Section 1 Failing to pay annual dues

The Board of Directors may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date of which they fall due. Upon such action by the council, all privileges of membership shall be forfeited.

Section 2 Being Expelled

Any member of the chamber may be expelled by a two-thirds vote of the council.

ARTICLE V OFFICERS

Section 1 General

1. The officers of the Chamber shall be the President, Vice-President, Secretary-General, Treasurer and such other officers as may be determined from time to time by the Board of Directors.
2. The President, Vice-President, Secretary-General and Treasurer must be members of the Board of Directors. No director may hold more than one office. Any officer of the Chamber who is not a member of the Board of Directors shall be appointed for a fixed term by the Board.

Section 2 President and Vice-President

1. The President and Vice-President of the Chamber shall be elected at the Annual

- General Meeting.
2. The term of the office of the President and Vice-President shall be three years.
 3. The President shall preside at the meetings of the Board of Directors and of the Chamber, but shall only have the casting vote. The President may engage and dismiss the employees of the Chamber, and may determine their remuneration and conditions of work, subject to approval by the Board of Directors. The President shall present a report on the management of the Chamber to the members each year at the Annual General Meeting.
 4. The vice-president shall act in the absence of the president and, in the absence of both of these officers, the meeting shall appoint a chair to act temporarily.

Section 3 Secretary-General

1. The Secretary-General shall be elected at the Annual General Meeting. The Secretary-General's term of office shall be three years.
2. As Secretary-General, he/she shall be the executive officer of the chamber and shall be responsible to the Board of Directors for the general control and management of the chamber's business affairs. He/she shall be responsible for keeping the books of the chamber, conducting its correspondence, retaining copies of all official documents and shall perform all such other duties as properly pertain to his/her office. He/she shall, with the president, sign and when necessary, seal with the seal of the chamber, of which he/she shall have custody, all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the chamber and of the council. At the expiration of his/her term of office, the Secretary-General shall deliver to the chamber, all books, papers and other property of the chamber.

Section 4 Treasurer

1. The Treasurer, as treasurer, shall have charge of all funds of the chamber and shall deposit, or cause to be deposited, the same in a chartered bank selected by the council. Out of such funds the treasurer shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at the annual general meeting and at any other time required by the council. He/she shall make such investment of the funds of the chamber as the Board of Directors may direct. He/she shall, with the president, sign all notes, drafts and cheques.
2. The Treasurer shall be elected at the Annual General Meeting. The Treasurer's term of office shall be three years.

Section 5 Resignation

An officer may resign by sending a written notice of resignation to the Chamber. The officer's resignation shall become effective immediately upon receipt of such written notice.

Section 6 Removal

An officer may be removed from office by a vote of at least three quarters of all members of the Board of Directors present and voting at a special meeting called upon written notice given at least one month prior to such meeting. The officer in question shall be entitled to respond to the complaint against him or her prior to the Board of Directors' vote on removal.

Section 7 Vacancy

In the event of a vacancy in any office, the Board of Directors may, by resolution, fill the vacancy by a member of the Chamber in good standing, pending elections to fill the vacant office at the next Annual

ARTICLE VI BOARD OF DIRECTORS

Section 1 Composition

The Board of Directors of the Chamber shall be composed of a minimum of six elected members, three quarters of whom must be residents of China. The directors must be individual members or delegates of corporate or associate members of the Chamber, who are in good standing.

Section 2 Term of Office

The term of office of each director shall be three years, but a term shall not expire until a successor assumes office. Although the term of office of each director is three years, the Board of Directors shall be divided into three approximately equal groups of directors and elections shall be held each year at the Annual General Meeting to replace those directors whose term of office is expiring.

Section 3 Remuneration

Directors shall not receive any remuneration for their services to the Chamber. Upon resolution by the Board of Directors, a director or officer may, however, be reimbursed for extraordinary expenses incurred for the Chamber and/or receive reasonable remuneration for performing authorized services in a professional capacity for the Chamber.

Section 4 Powers of the Board of Directors

The Board of Directors shall have all of the powers necessary to manage the affairs of the Chamber, control the funds of the Chamber, represent the Chamber and do all other things required for the operation of the Chamber, which are not reserved under these by-laws to the General Meeting. The Board may delegate its powers as and when necessary.

Section 5 Board Meetings

A meeting of the Board of Directors may be convened in person or by telephone, videoconference or any other means of simultaneous communication.

Section 6 Special Resolutions

The Board of Directors may vote, without convening a meeting, on a special resolution of any kind by mail, e-mail or any other means of communication which provides a written record, unless an objection is raised by a director.

Section 7 Quorum at Board Meetings

The quorum for a meeting of the Board of Directors shall be one half of the directors.

Section 8 Notice of Board Meetings

Notice of meetings of the Board of Directors shall be in writing sent by ordinary mail, e-mail or fax to the last known address of each director. The notice shall set forth the agenda and be given at least ten days prior to such meeting. The Board of Directors may waive notice of a meeting, provided that there is quorum at such meeting.

Section 9 Resignation

A director may resign by sending a written notice of resignation to the Chamber. The director's resignation shall become effective immediately upon receipt of such written notice.

Section 10 Removal

A director may be removed from office by a vote of at least three quarters of all members of the Board of Directors present and voting at a special meeting called upon written notice given at least one month prior to such meeting. The director in question shall be entitled to respond to the complaint against him or her prior to the Board of Directors' vote on removal.

Section 12 Vacancy

In the event of a vacancy on the Board of Directors, the Board may, by resolution, fill the vacancy by a member of the Chamber in good standing, pending elections to fill the vacant directorship at the next Annual General Meeting.

ARTICLE VII ELECTIONS TO THE BOARD OF DIRECTORS

Section 1 Qualifications for Elected Members of the Board of Directors

Only Voting Representatives for Corporate Members, Voting Representative for Associate Members, and Individual Members are qualified to run for the Board of Directors of the Chamber.

Section 2 Date of Elections

Elections to the Board of Directors shall take place each year at the Annual General Meeting.

Section 3 Nominating Committee

1. The Board of Directors shall appoint, at a meeting not later than two months prior to the Annual General Meeting, a Nominating Committee consisting, if possible, of three members of which two must be directors. The Nominating Committee shall prepare a list of candidates for election to the Board of Directors and deliver it to the President not later than one month prior to the Annual General Meeting.
2. Any five members may also nominate any other member, after having obtained his or her consent, for election to any office, not later than one month before the Annual General Meeting. Notice in writing of any such nomination must be delivered to the President not later than one month before the Annual General Meeting.

Section 4 Acclamation

Where the candidates nominated by the Nominating Committee are the only candidates proposed for election to the Board of Directors, they shall be declared elected by acclamation.

ARTICLE VIII GENERAL MEETINGS OF THE CHAMBER

Section 1 Annual General Meeting

The annual meeting of the chamber shall be held in the month of December in each year at the time and place determined by the council. At least two weeks' notice of the annual meeting shall be given.

Section 2 Special General Meeting

Special general meetings of the chamber may be held at any time when summoned by the president, or requested in writing by any three members of the Board of Directors, or any ten members of the chamber. At least one day's notice of such meetings shall be given.

Section 3 Quorum at Annual and Special General Meetings

The quorum for Annual and Special General Meetings shall be not less than twenty members, or one quarter of the total membership if the total is below 80 members, present or represented by proxy at such meeting. For the purpose of this calculation, a corporate member shall be counted as one member.

Section 4 Qualifications to Vote

Any member who is in good standing with the Chamber may vote on any matter before an Annual or Special General Meeting, including elections of the Board of Directors. Individual members are entitled to one vote and corporate members are entitled to one vote for each of their delegates for a total of up to five votes, which may be cast by such delegates or by proxy.

Section 5 Proxy

Members in good standing may vote by proxy in a form approved by the Board of Directors. The proxy must be a member in good standing.

Section 6 Method of Voting

Voting at Annual and Special General Meetings shall be by a show of hands, unless a secret ballot is requested by one third of the members present or represented by proxy at such meeting. For the purpose of this calculation, each delegate of a corporate member shall be counted as one member.

Section 7 Notice of Annual and Special General Meetings

Notice of Annual and Special General Meetings of the Chamber shall be in writing sent by ordinary mail or e-mail to the last known address of each member. Unless otherwise provided, the notice shall set forth the agenda and be given at least ten days prior to such meeting.

ARTICLE IX AFFILIATION

The chamber, at the discretion of the council, shall have power to affiliate with the Canadian Chamber of Commerce, the regional chambers, or any other organizations in which membership may be in the interests of the chamber.

ARTICLE XI FISCAL YEAR

The fiscal year of the chamber shall commence on the First (1st) day of May in each year.

ARTICLE XII AUDIT

Section 1 Procedure

1. A Voting Member who is not a member of the Board shall be appointed as an Auditor at each annual general meeting, and will hold office for one year and may be re-appointed. The Auditor will be required to audit each year's accounts and present a report on them to the annual general meeting.
2. The Chair of the Board may instruct the Auditor to audit and report on the Chamber's account at any time during the year.

Section 2 Secrecy

All said audit reports and any and all information related to them shall be kept confidential by the Auditor and by all members of the Chamber and shall not be disclosed to any person not a member of the Chamber without the express consent of the Board.

ARTICLE XIII DISSOLUTION

Section 1 Means of Dissolution

1. The Chamber shall not be dissolved or merged, except with the consent of not less than two-thirds (2/3) of the voting members of the Chamber for the time being resident in China expressed either in person or by proxy at a General Meeting convened for the purpose. However, a vote on dissolution shall require a quorum present at the meeting consisting of at least twenty percent (20%) of the voting membership.
2. Proxy votes may not be counted in determining whether or not a quorum is present. In the event of there being no quorum present at any such meeting, the meeting shall be rescheduled at a place, date, and time to be appointed. Proxy votes may be counted at this rescheduled meeting to determine if a quorum exists.

Section 2 After Dissolution

1. In the event of the Chamber being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chamber shall be fully discharged, and any remaining funds will be donated to such local charitable organisation(s) as the voting members shall decide.
2. Notice of dissolution shall be given to the members within seven (7) days of the

dissolution.

ARTICLE XIV BY-LAWS

Voting members of the Chamber at the Annual General Meeting or Extraordinary General Meeting may, by majority vote in accordance with the provisions of Articles VI, make, alter, add, or repeal the By-Laws of the Chamber, as long as these actions do not conflict with the Constitution of the Chamber. Voting members of the Chamber will be notified of any changes in the By-Laws.

ARTICLE XV AMENDMENT TO THE CONSTITUTION

Section 1 General

No alterations or additions to the Constitution of the Chamber shall be made except at a General Meeting.

Section 2 Procedure

A motion to amend the Constitution should be filed with the Board of Directors of the Chamber at least three (3) weeks prior to the holding of a General Meeting, and shall specify the proposed amendment. The Board of Directors of the Chamber shall distribute such motion to the members at least two (2) weeks prior to the time and date of the General Meeting. Voting shall take place in accordance with the provisions of Articles VI, but the Constitution may only be amended by a two-third (2/3) majority vote of all voting members.

Section 3 Quorum

A vote to amend the Constitution shall require a quorum present at the meeting consisting of at least twenty percent (20%) of the voting membership. Proxy votes may not be counted in determining whether or not a quorum is present. In the event of there being no quorum present at any such meeting, the meeting shall be rescheduled at a place, date, and time to be appointed. Should the number present at this rescheduled meeting, including proxy votes, be insufficient to form a quorum, those present shall be considered a quorum, they shall have power to approve or disapprove, but have no power to alter, amend, or make additions to any proposed resolution presented at the adjourned General Meeting.