

ARTICLES OF ASSOCIATION

OF

**ASSOCIATION OF CHINA-APPOINTED ATTESTING
OFFICERS LIMITED**

(中國委托公証人協會有限公司)

Incorporated the 28th day of September, 1988.

(Amended by Special Resolutions dated 19th June, 1991, 31st March, 1995,
18th May, 1999, 24th July, 2002, 8th August, 2006, 28th June, 2007,
22nd June, 2009, 28th June, 2012, 10th June, 2014, 20th June, 2017 and
7th June 2018)

THE COMPANIES ORDINANCE (Chapter 622)

**Company Limited by Guarantee
and Not Having a Share Capital**

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OF
ASSOCIATION OF CHINA-APPOINTED ATTESTING
OFFICERS LIMITED
(中國委托公証人協會有限公司)

Definition

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

Words	Meanings
“address”	address includes a postal, electronic, digital or other address;
“Honorary Member”	a person who is admitted as an honorary member of the Association in accordance with the provisions of these presents;
“the Association”	the above-named Association;
“Attesting Officer”	a solicitor or a barrister of the High Court of the Hong Kong Special Administrative Region who has been appointed by the Ministry of Justice of the People’s Republic of China, to undertake or perform attesting acts or matters or other duties in Hong Kong, or, by other government department, authority or agency of the People’s Republic of China, which for the time being has the authority to make such appointments;
“Byelaws”	such rules or byelaws or practice directions which shall be made or amended by the Association in accordance with the provisions of these presents;

“the Council”	the council for the administration and management of the Association constituted under the provisions of these presents;
“Disciplinary Tribunal”	a Disciplinary Tribunal constituted under the provisions of these presents;
“Disciplinary Tribunal Panel”	the Disciplinary Tribunal Panel constituted under the provisions of these presents;
“in writing”	written, printed or lithographed, and other modes of representing or reproducing words in a visible form;
“Member”	an Attesting Officer who is admitted as a member of the Association in accordance with the provisions of these presents;
“month”	calendar month;
“Nominating Committee”	the nominating committee constituted under the provisions of these presents;
“the Office”	the registered office of the Association;
“Officers”	the President, Vice-President, Secretary and Treasurer of the Council;
“the Ordinance”	the Companies Ordinance (Chapter 622) and every other ordinance incorporated therewith, or any ordinance or ordinances substituted therefor, and in case of any such substitution the references in these presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new ordinance or ordinances;
“President”	the president for the time being of the Council;
“the Register”	the register of Members and Honorary Members of the Association;
“the Seal”	the common seal of the Association;
“Secretary”	the secretary for the time being of the Council;
“these presents”	these Articles of Association, and the regulations of the Association from time to time in force;
“Treasurer”	the treasurer for the time being of the Council; and
“Vice-President”	the vice-president for the time being of the Council.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid any words or expressions defined in the Ordinance or any statutory modification thereof in force at the date on which these presents become binding on the Association shall if not inconsistent with the subject or context, bear the same meanings in these presents.

Name and Register Office

2. The name of the Company is "ASSOCIATION OF CHINA-APPOINTED ATTESTING OFFICERS LIMITED (中國委托公証人協會有限公司)"("the Association").
3. The Registered Office of the Association will be situated in Hong Kong.

Objects

4. The objects for which the Association is established are:—
 - (a) The incorporation of all Attesting Officers as shall consent to be and shall be admitted as Members.
 - (b) To procure and promote the fellowship among such Attesting Officers in Hong Kong and to liaise with the Ministry of Justice or other authority or department of the People's Republic of China on any matters affecting the general interest of such Attesting Officers and to protect, maintain and foster the privileges, rights and interests of such Attesting Officers.
 - (c) To consider any proposed alterations in the law or practice relating to such Attesting Officers and if expedient or desirable to promote oppose or support the same either alone or in conjunction with any other Society or Association, person or persons and for any such purpose to take any such steps and do any such things as may be deemed advisable.
 - (d) To promote sponsor and arrange exchanges and visits with judicial legal and other government authorities or professional bodies in China that may seem conducive to the Association's objects, or any of them; and to obtain from any such government authority or professional bodies any rights, privileges, and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements rights, privileges, and concessions.
 - (e) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Association's objects, or any of them; and to obtain from any such Government or authority any rights, privileges, and concessions which the Association may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
 - (f) To decide on disputed points of practice, professional usage or courtesy where referred to the Association or its Council.

- (g) To develop and ensure uniformity of practice and procedure so far as may be practicable.
- (h) To impose and collect charges on services rendered by the Association and/or a surcharge payable to the Association by Members of the Association on the work performed by the Members as such Attesting Officers as aforesaid.
- (i) To make such rules or byelaws as the Association by its Council may deem necessary or expedient relating to the administration of the Association and in all matters connected with the conduct of the practice as an Attesting Officer.
- (j) To make recommendations for nomination of candidates for the appointment or renewal of appointment of Attesting Officer by the Ministry of Justice of the People's Republic of China.
- (k) To ensure honorable practice and repress malpractices among such Attesting Officers, and generally to act in their interest.
- (l) To acquire by purchase, lease or otherwise any land, buildings or other premises for the use or benefit, either directly or indirectly, of the Association and to manage, maintain, develop and improve the same.
- (m) To borrow or raise and give security for any moneys required for the purpose of the Association upon such securities as may be determined and in such manner as the Association shall think fit, and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association both present and future.
- (n) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (o) The doing of all such other lawful things as are or may be incidental or conducive to the attainment of the above objects or any of them.

Provided that: —

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

Application of income and property

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association;

and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate established by the Hong Kong Association of Bankers whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Council of Management or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the said Council or governing body may be a member in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

The liability of Members

6. The liability of the Members is limited.

7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member, or within one year thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding HK\$100.00.

8. 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 nor 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 5 hereof, such institution or institutions to be determined by 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 having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

Number of Members and Honorary Members

9. The numbers of Members and Honorary Members are declared not to exceed 500 and 50 respectively, but the Council may from time to time register an increase of Members and Honorary Members.

Admission of Member

10. An Attesting Officer who shall have signed and delivered to the Secretary an application in such form as the Council shall from time to time prescribe and shall have undertaken to be bound by these presents and the Byelaws, may be elected a Member. The power to elect Members is vested in the Council. No person shall be admitted as a Member unless he is a solicitor or a barrister within the ambit of the Legal Practitioners Ordinance (Chapter 159).

11. The provisions of section 627 of the Ordinance shall be observed by the Association and every Member shall either sign a written consent to become a Member or sign the Register on becoming a Member.

Membership Fees

12. (1) Every Member shall upon election pay to the Treasurer an entrance fee of such amount or amounts as shall from time to time be determined by the Council. Such entrance fee paid is not refundable to the Member.

(2) Every Member shall on 1st January in each year pay to the Treasurer a subscription in respect of that year of such amount or amounts as shall from time to time be determined by the Council. Such subscription shall be non-refundable. Any Member whose subscription shall be three months or more in arrear and who shall fail to comply with one month's written notice from the Secretary requiring payment shall be liable to have his name removed from the Register, but such removal shall not extinguish any other liability of the Member pursuant to the Ordinance, these presents or the Byelaws.

Cessation or Suspension of Membership

13. (1) A Member shall cease to be a Member if: —

- (a) by one month's notice in writing given to the Secretary he has resigned his membership;
- (b) his name has been removed from the Register pursuant to the last preceding Article;
- (c) he died;
- (d) he is bankrupt pursuant to a Bankruptcy Order made against him;
- (e) he has become of unsound mind;
- (f) he has been sentenced to imprisonment for a period of six months or more by any court of law whether situate within Hong Kong or elsewhere, whether suspended or not;
- (g) he has ceased to be an Attesting Officer in consequence of the cessation (for any reason) of his appointment by the Ministry of Justice of the People's Republic of China or by other government department, authority or agency of

the People's Republic of China, which for the time being has the authority to make appointment of Attesting Officers;

- (h) he has been excluded from the Association in manner provided by these presents; or
 - (i) his name has been removed or struck off from the roll of solicitors or roll of barristers of the High Court of the Hong Kong Special Administrative Region.
- (2) The Council shall have the absolute discretion and power to suspend the membership of a Member for such period as the Council sees fit and/ or make recommendation to the Ministry of Justice of the People's Republic of China or to other government department, authority or agency of the People's Republic of China, which for the time being has the authority to make appointment of Attesting Officers, for suspension of the qualification of that Member to transact the businesses of Attesting Officers if: —
- (a) his practice as a solicitor or practising certificate has been suspended by The Law Society of Hong Kong for whatever reason;
 - (b) his practice as a barrister or practising certificate has been suspended by the Hong Kong Bar Association for whatever reason;
 - (c) he has been suspended from acting as an Attesting Officer by the Ministry of Justice of the People's Republic of China or by other government department, authority or agency of in the People's Republic of China, which for the time being has the authority to make appointment of Attesting Officers;
 - (d) he has been found guilty of any disciplinary offences by a Disciplinary Tribunal;
 - (e) he has failed to comply with any provision of the Byelaws, the Articles of the Association or any order made by a Disciplinary Tribunal against him;
 - (f) in the reasonable opinion of the Council, his conduct or activities of whatever kind or nature are incompatible with the status of an Attesting Officer, or are prejudicial to the interests or good reputation of the Association or Attesting Officers, provided always that before exercising such discretion and right, the Council shall give the Member a reasonable opportunity within such time as specified by the Council to make written representations to the Council explaining as to why such suspension should not be made; or
 - (g) he does not have in force a current practicing certificate issued by the Law Society of Hong Kong or Bar Council of Hong Kong Bar Association entitling him to practice as a qualified solicitor or barrister in the Hong Kong Special Administrative Region.

Election of Honorary Member

14A. (1) The Council may by majority elect such person as it may think fit as an Honorary Member either for life or for such period as the Council may in any case deem appropriate provided that such person was once a Member. The person so elected as an Honorary Member by the Council, shall be notified in writing. The name and address of an Honorary Member shall be recorded in the Register. An Honorary Member shall be entitled to attend and speak but not vote at any meetings of the Association and shall not be eligible to hold an elected office in the Association.

(2) The Council shall have the absolute discretion and right to revoke the election of a person as an Honorary Member or to remove an Honorary Member from the Register.

(3) Every Honorary Member shall be absolutely bound by the Articles of Association these presents and the Byelaws so far as they are applicable to Honorary Members and each Honorary Member shall be deemed to have given an undertaking to the Association to abide by them.

(4) Any Honorary Member may withdraw from the Association by giving not less than one month's prior notice in writing to the Council of his intention so to do, but such notice shall not take effect until the expiry of such notice.

(5) The subscription for an Honorary Member shall be such annual sum as the Council may from time to time determine, payable in advance on or before the first day of January in each year. Such annual sum shall be non-refundable.

(6) An Honorary Member whose subscription or other claims which the Association may have against him shall remain unpaid for three months or more from the due date, shall cease to be an Honorary Member provided that the Council may extend such time for any fit and proper action.

(7) An Honorary Member whose subscription or other claims which the Association may have against him shall remain unpaid for one month from the due date, shall not enjoy any of the rights or privileges of the Association until he shall have paid his subscription and such other claims.

(8) Any Honorary Member who shall by any means cease to be an Honorary Member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be an Honorary Member shall be due from him to the Association.

(9) Notwithstanding that an Honorary Member is not entitled to vote at any meetings of the Association, notice in writing of the meetings of the Association shall be given to each Honorary Member who shall be entitled to attend and speak at such meetings.

Appointment or Renewal of Appointment of Attesting Officer

14. The Council may make recommendations for nomination of candidates for the appointment or renewal of appointment of Attesting Officer by the Ministry of Justice of the People's Republic of China.

Annual General Meetings

15. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

Extraordinary General Meetings

16. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

17. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitions as provided by section 566 of the Ordinance.

Notice of General Meetings

18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Ordinance entitled to receive such notices from the Association Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any meeting.

Proceedings at General Meetings

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the

reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.

22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

23. The President, and failing him Vice-President, of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Vice-President or if at any meeting no Officer shall be present within fifteen minutes after the time appointed for holding the same and willing to preside the Members present shall choose some member of the Council, or if no such member be present or if all the members of the Council present decline to take the chair they shall choose some Member who shall be present to preside.

24. The Chairman 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid no notice of an adjournment or of the business to be transacted at any adjourned meeting need be given.

25. Subject to the provisions of Article 27, 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 upon the declaration of the result of the show of hands demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn.

26. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

28 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

29 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

30 Subject to the provisions of Article 12 and as hereinafter provided each Member shall have one vote.

31 Save as herein expressly provided no Member, other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another Member at any General Meeting.

32 Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy shall have no vote.

33 The instrument appointing a proxy shall be in writing under the hand of the appointor.

34 The instrument appointing a proxy shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

35 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

36 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

“ASSOCIATION OF CHINA-APPOINTED ATTESTING
OFFICERS LIMITED
(中國委托公証人協會有限公司)

I,
of
a Member of the above Association hereby appoint
of
or failing him
of

to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned as the case may be) General Meeting of the Association to be held on the day of and at every adjournment thereof.

As witness my hand this day of 20 .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Advisers

37. The Director of the Department of Lawyers & Notarization, the Ministry of Justice of the People's Republic of China and the ex-presidents of the Council shall be the advisers of the Association.

The Council

38. The Council shall determine the number of the members of the Council from time to time, but unless otherwise determined by a General Meeting, such number shall be not less than five nor more than twenty.

39. Any Member may be a member of the Council whatever his age may be.

40. The Council may from time to time and at any time appoint any Member as a member of the Council to fill a casual vacancy provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

41. No person who is not a Member shall in any circumstances be eligible to hold office as a member of the Council.

42. Members of the Council shall be reimbursed for all travelling and other expenses properly incurred by them in attending and returning from meetings or any other business of the Council and of the Association.

Rotation of members of the Council

43. At each Annual General Meeting, the two members of Council longest in office since their last election shall retire but shall be eligible for re-election. As between members who shall have been in office for a term of equal length those to retire shall be determined by lot.

Election of members of the Council

44. (1) Notwithstanding anything in these Articles, only the Nominating Committee shall have power to nominate the candidates to fill the vacancies of the Council.

(2) The Nominating Committee shall have not more than five but not less than three members which shall be constituted by the President, Vice-Presidents and the ex-presidents of the Council. In the event of there being more than one Vice-President, the Vice-President who has been longer in the office of Vice-President shall become a member of the Nominating Committee.

(3) In the event that the number of ex-presidents of the Council is more than three, then the three immediate ex-presidents shall be members of the Nominating Committee.

(4) In the event that there are no ex-presidents of the Council available to constitute the Nominating Committee, the President and Vice-Presidents shall have power to co-opt one to three members of the Council to be members of the Nominating Committee.

(5) Notice shall be given by the Nominating Committee in writing to the Members of the names of any candidate to fill any vacancy in the Council at an Annual General Meeting. Such notice shall be given to the Members not less than 14 days before the meeting at which the election is to take place.

(6) The election of members of the Council at an Annual General Meeting shall take place in the following manner: —

- (a) Each Member present shall be given a list of the candidates nominated in accordance with the preceding provisions of this Article 44 (“the voting paper”) on which he shall mark or otherwise indicate in the manner set forth on the voting paper those candidates he votes for as members of the Council for the ensuing year.
- (b) The voting papers shall be counted and checked by the Scrutineers appointed by the Chairman from amongst the Members present, who shall prepare as soon as may be the result of the ballot showing the total number of votes in favour of each candidate and hand the same to the Chairman who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates in respect of the last remaining vacancy or vacancies, then as between these candidates, the successful candidate shall be determined by lot drawn by the Chairman of the meeting.
- (c) If any of the vacated offices shall not be filled by the election of members of the Council at an Annual General Meeting, the vacancy created shall be treated as a casual vacancy in the Council and the Council shall have power to co-opt a Member to fill such vacancy in accordance with Article 40 above.
- (d) The Council shall elect one of their members to act as President, not more than two as Vice-Presidents, one as Secretary and one as Treasurer.

Powers of the Council

45. The business of the Association shall be managed by the Council, who may exercise all such powers of the Association including but not limited to power to make the Byelaws and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations being not inconsistent with the afore-said regulations or 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 Council which would have been valid if such regulation had not been made.

45A. The Council may appoint committees or sub-committees consisting of such person or persons whether of their own number, a member or otherwise, as they think fit, and delegate thereto any of their powers; any such committee or sub-committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. The Council may in their discretion revoke the appointment of any such committee, sub-committee or any of its members.

46. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.

Disqualification of Members of the Council

47. The office of a member of the Council shall be vacated: —

- (a) if a receiving order shall be made against him or he shall make any arrangement or composition with his creditors;
- (b) if he shall become of unsound mind;
- (c) if he shall retire by rotation as provided in the provisions of these presents;
- (d) if he shall cease to be a Member;
- (e) if he shall resign his office by notice in writing to the Association;
- (f) if he shall absent himself from the meetings of the Council for three consecutive meetings in which event he shall be automatically discharged from the office of the Council after the third of such meetings, unless he shall have taken prior leave of absence from such meetings from the Council; or
- (g) if he shall be removed from office by a resolution duly passed pursuant to Article 50.

Officers of the Council

48. The Officers of the Council shall be the President, not more than two Vice-Presidents, Secretary and Treasurer. They shall be Officers elected by the Council by ballot from amongst its number in the first meeting of the Council after the Annual General Meeting. The President shall hold office until the election of his successor in the first meeting of the Council after the Annual General Meeting in the year next succeeding the year of his election at which meeting he shall retire but shall be eligible for re-election but in any event the President shall not hold office for more than a period of three consecutive terms. Any vacancy occurring in the office of President as a result of his dying, resigning, ceasing to be a Member or otherwise shall be filled automatically by the Vice-President, who shall only retain the office of President for the remainder of the period of office which the President would have enjoyed had the vacancy not occurred. In the event of there being more than one Vice-President, the Vice-President to fill such a vacancy in the office of President shall be the one who has been longer in the office of Vice-President. In the event of there being no Vice-President available to fill such a vacancy the member of the Council whose membership of the Association shall have been the longest shall automatically become President, holding office until the next succeeding meeting of the Council and at that meeting all vacancies in the offices shall be filled.

49. Whenever there shall be any vacancy in the Council to be filled at the next Annual General Meeting of the Association the Secretary shall in the notice of that meeting give notice of such vacancy.

50. The Association may by Ordinary Resolution remove any member of the Council before the expiration of his period of office and may also by Ordinary Resolution appoint another member in his stead; but any person so appointed shall retain his office only until the expiration of the period of office of the member in whose place he is appointed would have held.

Proceedings of the Council

51. (1) The Council shall meet not less than once a quarter for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. The Council may invite any person or persons as it may think fit to attend and speak but not to vote at any meetings of the Council. Such person or persons to be invited need not be a Member of the Association.

(2) The Council may delegate to any person or to a committee of the Council any of the powers or duties granted or imposed on the Council under the provisions of these presents.

52. Any three members of the Council acting together may, and on the request of any three members of the Council so acting the Secretary shall, at any time summon a meeting of the Council by notice served upon the several members of the Council.

53. The President, or failing him \ the Vice-President, shall be entitled to preside and act as Chairman at all meetings of the Council. If at any meeting no President or Vice-Presidents shall be present within ten minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

54. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

55. All acts bona fide done by any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.

56. The Council shall cause proper minutes to be made of all appointments of Officers made by the Council and of the proceedings of all meetings of the Association and of the Council and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

57. A resolution in writing signed by all the members for the time being of the Council who are entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted.

The Chief Executive

58. A Chief Executive shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit and any Chief Executive so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Chief Executive and any person so appointed may act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting.

The Seal

59. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and sealing shall be witnessed by at least one Officer and one other member of the Council and the said Officer and said member shall sign every instrument to which the Seal shall be so affixed, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Accounts

60. The Council 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 such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions.

61. The books of account shall be kept at the Office or, subject to section 374 of the Ordinance, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

62. The Council 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 the inspection of Members not being members of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account, book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

63. At the Annual General Meeting in every year the Council shall lay before the Association proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting together with a proper balance sheet made up as the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 430(2) of the Ordinance, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein-after directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 405 of the Ordinance.

Audit

64. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

65. Auditors shall be appointed and their duties regulated in accordance with sections 393 to 428 and 575 of the Ordinance, the members of the Council being treated as the Directors mentioned in such sections.

Notices

66. A notice may be served by the Association upon any Member or Honorary Member personally, by post, or by electronic, digital or any other means addressed to such Member or Honorary Member at any of his registered addresses as appearing in the Register.

67. Any Member or Honorary Member described in the Register by an address not in Hong Kong, who shall from time to time give the Association an address in Hong Kong at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Ordinance only those Members or Honorary Members who are

described in the Register by an address in Hong Kong shall be entitled to receive notices from the Association.

68. Any notice shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, or the notice is transmitted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, and put into the post as a prepaid letter, or properly transmitted, as the case may be.

Byelaws

69. The Council may from time to time make or amend rules or byelaws for the administration and management of the affairs of the Association, the proper conduct and discipline of Members, the conduct of inquiries and investigations by investigating committees and Disciplinary Tribunals constituted under these presents, and the enforcement of the same and may from time to time issue practice directions by way of notices or circulars to Members relating to the professional practice conduct and discipline. Every Member is deemed to have given an undertaking to the Association to abide by such rules, byelaws, and practice directions.

Complaint about Member's conduct

70. (1) Where the Council considers that the conduct of a Member should be investigated and inquired into as a result of a complaint being made to it or otherwise, the Council shall appoint three members of the Council to form an investigating committee to investigate the matter. The investigating committee appointed by the Council shall have the power to call upon the Member to give an explanation and to produce documents on the matter.

(2) In the event that after investigation the majority of the investigating committee shall form the opinion that there is no prima facie case against the Member in respect of the matter, the investigating committee shall inform the Council and it shall accordingly inform the Member in writing.

(3) In the event that after investigation the majority of the investigating committee shall form the opinion that there is a prima facie case against the Member in respect of the matter, the investigating committee shall submit the matter to the Council and the Council shall set up a Disciplinary Tribunal to inquire into the matter against the Member and shall appoint a member of the investigating committee or such other person as the Council may decide to represent the Association as the applicant in the disciplinary proceedings (the other party being the Member as the respondent, whose conduct is the subject of the inquiry) The Council shall also appoint a Member or such other person as the Council may decide to perform the duties of a clerk to the Disciplinary Tribunal.

Disciplinary Tribunal Panel

71. (1) The Council shall appoint a Disciplinary Tribunal Panel consisting of such number of Members as the Council may determine from time to time, who shall sit on Disciplinary Tribunals to be set up by the Council to inquire into matters against Members.

(2) A member of the Council is not eligible to be appointed to or remain on the Disciplinary Tribunal Panel.

(3) A Member appointed to the Disciplinary Tribunal Panel shall be for a term of three years but may be reappointed for a further term or terms.

Disciplinary Tribunal

72. On receipt of a submission from an investigating committee under Article 70(3) in respect of a Member, the Council shall appoint from the Disciplinary Tribunal Panel three Members to constitute a Disciplinary Tribunal to inquire into the matter against the Member.

73. The three members of a Disciplinary Tribunal shall elect one of its members as chairman.

74. A Disciplinary Tribunal shall sit in camera at such places and times as it directs.

75. Notwithstanding Article 71(3), a member of a Disciplinary Tribunal whose term of appointment as a member of the Disciplinary Tribunal Panel expires, may continue as a member of that Disciplinary Tribunal until the conclusion of the hearing of the disciplinary proceedings before that Disciplinary Tribunal.

76. In an inquiry before a Disciplinary Tribunal, the burden of proof shall be on the Association. All matters coming before a Disciplinary Tribunal shall be decided by a majority of votes.

Powers of a Disciplinary Tribunal

77. (1) A Disciplinary Tribunal shall have power to inquire into the conduct of a Member in relation to whom it was set up.

(2) On completion of its inquiry, a Disciplinary Tribunal shall have power to make such order as it thinks fit and any such order may, in particular, include provision for all or any of the following matters: —

- (a) expelling from the Association the Member to whom the inquiry relates;
- (b) suspending the membership of that Member for such period as the Disciplinary Tribunal shall think fit;
- (c) permitting that Member to retain his membership, but subject to conditions which may be imposed;
- (d) ordering payment by that Member to the complainant of an amount not exceeding the amount paid to the Member by way of fees and disbursements in relation to the complainant's matters in dispute;
- (e) ordering payment by that Member of a penalty of such sum as the Disciplinary Tribunal shall think fit;

- (f) ordering payment by that Member of the costs and disbursements of and incidental to the disciplinary proceedings and the costs and disbursements of any prior inquiry or investigation in relation to the matters before the Disciplinary Tribunal, on a full indemnity basis, or, payment of an amount that the Disciplinary Tribunal considers is a reasonable contribution towards those costs;
- (g) censuring that Member; and
- (h) circulating the order against that Member for other Members' information.

Provided however that notwithstanding whether the matter against a Member is proved or not, subject to sub-paragraph (2)(f) every party to a disciplinary proceedings shall bear its own costs and disbursements.

(3) Every order made under sub-paragraph (2) shall be filed with the Chief Executive and shall be available for inspection by any person affected by the order during such hours as the Council may prescribe. A copy of every order made under sub-paragraph (2) shall also be sent to the Ministry of Justice of the People's Republic of China, or such other governmental department, authority or agency of the People's Republic of China, for the time being having the authority to make appointment of attesting officer in Hong Kong.

Ancillary powers of a Disciplinary Tribunal

78. For the purpose of conducting any such inquiry, a Disciplinary Tribunal shall have the following powers:—

- (a) ordering any Member to attend as a witness and be examined under oath or otherwise;
- (b) ordering the production of documents from any Member;
- (c) ordering an inspection of any property belonging to a Member;
- (d) conducting the examination of witnesses;
- (e) adjourning any meeting from time to time and from one place to another;
and
- (f) making rules and prescribing procedure for hearing the disciplinary proceedings provided that such rules and procedure shall not be inconsistent with those, if any, made and prescribed by the Council.

Findings of Disciplinary Tribunals

79. (1) An order made by a Disciplinary Tribunal shall include a statement of its findings in relation to the facts of the matter and shall be signed by the chairman or by a member authorized by the Disciplinary Tribunal. There is no right of appeal against the order so made by a Disciplinary Tribunal.

(2) A signed copy of the order of a Disciplinary Tribunal in relation to a Member shall be filed with the Chief Executive.

(3) An application for an order for payment by instalments, or for the deferring of payment, may be made at the hearing or, within 14 days after the date of the order for payment, by notice in writing to the Disciplinary Tribunal chairman and to all parties who were represented at the disciplinary proceedings.

(4) The Disciplinary Tribunal that heard the matter or a Disciplinary Tribunal constituted for the purpose by the Council may, on the application of a party against whom an order for payment is made, order that payment may be paid by instalments or be deferred for a period the Disciplinary Tribunal considers appropriate.

(5) On receipt of a notice under sub-paragraph (3), the chairman of the Disciplinary Tribunal shall, within 14 days, notify the applicant and the other parties to the disciplinary proceedings of the date on which the application will be heard by a Disciplinary Tribunal.

(6) There is no right of appeal from the decision of the Disciplinary Tribunal on an application under sub-paragraph (3).

(7) No order under sub-paragraph (1) shall be enforced until after the 14 days referred to in sub-paragraph (3) have elapsed whereupon no application for payment by instalments or for deferring of payment has been made or until after the Disciplinary Tribunal has made its decision under sub-paragraph (4), whichever is the later.

80. In the event that an order for expulsion or suspension from the Association is made against a Member by a Disciplinary Tribunal, the Council shall have the power to make recommendation to the Ministry of Justice of the People's Republic of China or to other government department, authority or agency of the People's Republic of China, which for the time being has the authority to make appointment of Attesting Officers, for the discontinuance or suspension (as the case may be) of the appointment of that Member as an Attesting Officer.

Indemnity

81. Every member of the Council, the Nominating Committee, the Disciplinary Tribunals and any other committees of the Association and every officer or employee of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay all costs, losses and expenses which any such member, officer or employee may incur, or become liable to by reason of any contract entered into, or act or deed done by him as such member, officer or employee of the Association, or in any way in the discharge of his duties, and the amount for which indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between the members officers and employees over all other claims.

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Date the 16th day of August, 1988.

WITNESS to the above signatures:

(Sd.) W. I. CHEUNG

Solicitor,
Hong Kong.

中國委托公証人協會有限公司

組織章程細則

公司條例（第六百二十二章）

不發股份之有限擔保公司

中國委托公証人協會有限公司

組織章程細則

釋義

第一條：除與文義或主題不相符合者外，以下為本章程用字的詮釋。

地址 包括郵寄、電子郵件、數碼或其他地址；

榮譽會員 據本章程被招收為本會榮譽會員的人；

本會 指上述協會；

公証人 受中華人民共和國司法部或者當時在中華人民共和國有委任權的其它政府職能部門或

代表處的委托，在香港從事或執行公証行為、事務或職責的香港特別行政區高等法院律師或者大律師；

附則 本會根據本章程細則制定或修改的規則、附則或者操作指引；

理事會 本會之現任行政及管理理事會；

紀律審裁組 按照本章程細則組成的紀律審裁組；

紀律審裁團 按照本章程細則組成的紀律審裁團；

書面 包括書寫、印刷或其他文字表達形式；

會員

據本章程被招收成為本會會員之公証人；

月

指曆月；

提名委員會

按照本章程細則組成的提名委員會；

會址

本會的註冊地址；

理事會職員

理事會主席、副主席、秘書及司庫；

法例

香港法例第六二二章公司條例及其修訂條文。若該法例曾經修訂，本章程對法例之引述者為現行經修訂之條文；

主席

理事會的現任主席；

名冊

會員及榮譽會員名冊；

印章

本會的鋼印章；

秘書

理事會的現任秘書；

本章程

本會之組織章程及現行規條；

司庫

理事會的現任司庫；及

副主席

理事會的現任副主席。

指單數的用字包括複數，反之亦然。

指男性的用字包括女性。

受制於以上所述，在本章程訂立當日，任何在使用中之法例及其修訂條文中有特別釋義的用字或詞語，在用於本章程時，若與主題或文義無不相符合者，悉照法例的意義詮釋。

名稱及註冊地址

第二條：本會定名為「中國委托公証人協會有限公司」。

第三條：本會的註冊地址設於香港。

宗旨

第四條：本會組織的宗旨為下列各事：

- (一) 所有公証人同意而又被接納成為本會會員組成公司。
- (二) 促進及增進在港此等公証人間的團契，就一切影響此等公証人一般利益的事務與中華人民共和國司法部或其他機構或部門聯繫，及保護、維持和促進此等公証人之地位、權利和利益。
- (三) 考慮一切更改與此等公証人有關的法律或實務的建議，有需要或便利時，單獨或聯合其他團體、個人，促進、反對或支持上述建議，及就上述目的，採取任何可行的步驟及行動。
- (四) 若有助本會任何宗旨，促進、贊助及安排與中國司法界及其他政府機構或專業團體之交流和探訪，本會認為需要時，從任何此等政府機構或專業團體獲取任何權利、特權和優惠，及執行、使用和遵從任何此等安排、權利、特權和優惠。
- (五) 若有助本會任何宗旨，與任何高級、市屬、地方或其他政府機構訂定任何安排，本會認為需要時，從此等政府機構獲取任何權利、特權和優惠，及執行、使用和遵從任何此等安排、權利、特權和優惠。
- (六) 裁定提交本會或其理事會有關實務、專業習慣或儀節方面的爭議。
- (七) 建立及確保可行的劃一執業和工作程序。
- (八) 釐定及收取會員須付予本會之費用，包括本會的服務費和會員公証服務之附加費。
- (九) 在本會理事會認為有需要時，制訂有關本會行政管理 and 任何有關公証人實務和操守方面的附則和規則。
- (十) 推薦人選供中華人民共和國司法部委任或繼續委任為公証人。
- (十一) 確保此等公証人正當的執業及遏止其不當的操守和陋習，及一般來說顧全他們的利益。
- (十二) 直接或間接購入、租賃或以其他方式獲取任何土地、建築物或其他房地產供本會享用，及管理、維持、發展和改善此等土地、建築物或其他房地產。
- (十三)

(十四) 因會務所需及根據本會決定，本會得向外借款、籌集資金並出具債務抵押，包括發行公債、公司債券、借款股份、匯票、本票或其他承擔或抵押、或按揭本會現在或未來所有或部份物業。

(十五) 隨時根據本會的決定，運用本會暫時未有特別用途的資金從事証券投資。

(十六) 進行其他附屬的及有助於達到上述各項宗旨的合法事宜。

但：

(一) 若本會持任何受制於信託的資產，則本會只可就法律上和該信託允可的方式處理和投資上述資產。

(二) 本會的宗旨不包括協調僱傭關係、勞工團體和僱主組織。

資產及入息的運用

第五條：

本會所有的資產及入息，無論屬於何種來源，均須用於支銷本會組織章程細則所列舉的各項宗旨，而不得以直接或間接方法提支或轉讓與會員，作為股息、紅利或其他形式的利潤攤分。但本會會員、職工或其他人員因提供服務予本會，而應得合理酬勞者、或會員因借貸予本會而獲取不超過十二厘年息或不超過香港銀行公會最優惠利率二厘或以上（以高者為準），又或會員因出租地方予本會使用而獲取合理租金者，可不受本條限制，但本會管理理事會或其他治理組織成員不得擔任本會的有薪職位或一切有金錢報酬的職位。本會不得給予此理事會或其他治理組織的成員酬勞、金錢上或有金錢價值的利益，但為本會代付的支出或上述的貸款條件而獲得的利息或因出租地方予本會而獲取合理租金則不受本條之限制。假若本會管理理事會或其他治理組織的成員是某間公司的會員而該成員在該公司佔有不超过百分之二的股份，而本會對該公司的任何支付導致該成員得到收益的話，該等收益將不受本條之限制。

會員的責任

第六條：本會會員之負擔為有限責任。

第七條：倘遇本會清盤時，凡屬當時會員及已退會未逾一年的會員，均須分擔在其停止會員身份之前本會欠下的債項及本會辦理結束之費用及支出等，並與其他會員調整相互間之權益。每會員所須負擔之款項，不超過港幣一百圓正之數。

第八條：倘若本會清盤或解散，在其結算而償還所有債務後，尚餘任何資產，一概不得轉發或分配給任何會員，而只能根據清盤結算前本會之會員的決定，送予其他宗旨與本會相類的機構。該機構應有等同或更嚴於本文第五條的規定，限制分配其資產及入息予其會員。倘若本會之會員沒有任何決定，則依照香港最高法院其中一個在任法官行使其關於慈善基金的裁判權來決定。倘若無法實現上述條文，本會尚餘之任何資產將會用作慈善用途。

會員及榮譽會員人數

第九條：本會會員及榮譽會員人數分別定為不超過五百名和五十名，但理事會可隨時提高會員及榮譽會員名額。

入會

第十條：簽妥理事會不時規定格式的申請，將申請遞交秘書處，並且承諾遵守本組織章程與及附則的公証人可以選為會員。選舉會員的權力歸理事會。不具有根據《法律執業者條例》（第一五九章）律師或大律師資格的人不得加入本會為會員。

第十一條：本會須遵守法例第六二七條之規定，各會員應以書面方式或於名冊上簽署表示同意成為會員。

會員費用

第十二條：（一）在被選為會員時，各會員須將一定數額，可不時為理事會所調整之入會費交予司庫。入會費概不退回

予會員。

(二) 各會員須於每年一月一日將一定數額，可不時為理事會所調整之該年會費交予司庫。會費概不退回予會員。任何會員欠交會費三個月或以上，又未能於秘書發書面之交款通知後一個月內繳交會費者，得於名冊除名，惟該會員於法例、本組織章程細則或附則下應負之責任則不受影響。

會員資格的終止或中止

第十三條：(一) 會員在下列情況下終止會員資格：

(甲) 以一個月書面通知秘書辭去會籍的；

(乙) 根據上一條的規定，從名冊中被除名的；

(丙) 過世的；

(丁) 根據破產令變成破產的；

(戊) 精神變得不健全的；

(己) 被香港或其它地方任何法院判刑六個月或以上監禁的（不論是否獲得緩刑）；

(庚) 無論何種原因，由於中華人民共和國司法部或者當時在中華人民共和國有權委任公証人的其它政府職能部門或代表處終止委托，停止其公証人職務的；

(辛) 根據本章程規定，被本會開除的；或

(壬) 姓名從香港特別行政區高等法院律師登記冊或大律師登記冊上被刪除或剔除的。

(二) 當出現下列情況時，理事會有絕對的酌情權和權力中止會員資格一段其認為恰當的時期及／或向中華人民共和國司法部或中華人民共和國當時有權委任公証人的政府部門、機關或代表處提出建議中止相關會員辦理委托公証人業務的資格：

(甲) 無論何種理由，香港律師會中止其律師執業資格或執業證書的；

選舉榮譽會員

第十四甲條：

- (一) 無論何種理由，香港大律師公會中止其大律師執業資格或執業證書的；
- (二) 被中華人民共和國司法部或者當時在中華人民共和國有權委任公証人的其它政府職能部門或代表處暫停其公証人資格的；
- (三) 被紀律審裁組裁定犯有違紀行為的；
- (四) 不遵守本會附則或組織章程的任何規定，或紀律審裁組對之作出的任何命令；
- (五) 理事會合理地認為該會員的任何類別或性質的操守或活動不符合公証人身份，或有損本會利益或聲譽；但未行使上述酌情權和權利前，理事會要先向該會員提供機會，要求在限定日期內向理事會書面陳述，說明為何不應當作出中止的決定；或
- (六) 未有由香港律師會或香港大律師公會執行委員會發出之有效的現行執業證書令其可在香港特別行政區以律師或大律師資格執業的。

(一) 理事會可以過半數推選適合成為榮譽會員的人士，年期為終身或於理事會認為合適的時段內成為榮譽會員，惟此人須曾經為本會會員。被理事會推選為榮譽會員的人應獲書面通知，而榮譽會員的名稱及地址將被記錄於名冊內。榮譽會員有權出席本會會議，並有權在會議上發言，惟不能在本會任何會議上投票，亦不具備被推選擔任本會職務的條件。

(二) 理事會有絕對酌情權及權利撤回榮譽會員的推選，或把榮譽會員在名冊除名。

(三) 各榮譽會員均受本組織章程細則及其附則內有關榮譽會員的規定所約束。所有榮譽會員均視為已向本會保證遵守上述規則的承諾。

(四) 任何榮譽會員可在不少於一個月前書面通知理事會退會，惟該通知期屆滿前不作生效。

(五) 榮譽會員須於每年一月一日或之前繳付理事會可不時調整之一定數額的會費，該會費概不退回予會員。

(六) 榮譽會員在到期日後三個月或以上未能結清會費或本會對該榮譽會員的申索，其榮譽會員資格將被

終止。在採取適合和恰當行動的前提下，理事會可延長期限。

(七) 若有榮譽會員未能在到期日一個月內償付會費或本會對其本人的其他申索，該榮譽會員不得享用本會任何權利或特權，直至他付清會費及申索為止。

(八) 任何榮譽會員經任何途徑終止榮譽會員資格，仍須對所有款項負上法律責任及於終止榮譽會員資格時向本會償付所有到期款項。

(九) 儘管榮譽會員在會議上無投票權，本會任何會議的開會通告得以書面形式送交各榮譽會員，榮譽會員有權出席會議，並在會議上發言。

公証人之委任或繼續委任

第十四條：理事會得推薦人選供中華人民共和國司法部委任或繼續委任為公証人。

周年會員大會

第十五條：本會須每年於理事會指定之時間、地點召開周年會員大會並於會議通告內指明是次會議為周年會員大會，在召開一次周年會員大會以後的十五個月內，必須召開另一次周年會員大會。

特別會員大會

第十六條：除周年會員大會外，其他任何會員大會均為特別會員大會。

第十七條：理事會可隨時召開特別會員大會，會員亦可提請召開特別會員大會。倘理事會收到提請書後不召開特別會員大會，提請人可根據法例第五六六條自行召開該會議。

會議通告

第十八條：召開周年會員大會須於開會日期前廿一天依下述形式發會議通告予據本章程或法例有權收到此會議通告

的人士（包括核數師），召開任何通過特別決議之會員大會亦然，至於召開其他會員大會則須發出十四天之會議通告（發出通告當日和收到或當作收到通告的日子不計算在內），通告須註明開會地點、日期及時間，若屬特別事件則敘明該事之大略情形，然而若會員大會的通告時間比本條規定為短，經以下方式同意後該會議仍可被視作已發出妥當的會議通告：

（一）以周年會員大會而言，經全體有權出席並投票的會員同意；

（二）以其他會員大會而言，經有權出席及持不少於百分之九十五投票權的會員同意。

第十九條：倘發出會議通告時，偶遇意外遺漏、或投遞不到者，該會議之程序或通過之決議亦不得被視為無效。

會議程序

第二十條：在特別會員大會處理的事務，均屬特別事務除以下所述之事務，在周年會員大會處理的其他事務亦然。

審閱帳目、年結、理事會報告、核數師報告、選舉理事代替退職者、聘請核數師和釐定酬金，不屬特別事務。

第二十一條：任何會員大會辦理會務時，必須有足夠法定人數出席會議。除非本章程另有說明，十名會員出席會議為法定人數。

第二十二條：倘若在由會員提請召開的會員大會逾指定時間半小時仍不足法定人數，該會議應予取消。倘若其他會員大會逾指定時間半小時仍不足法定人數，須延於下星期同日、同時、同地點或按理事會指定的其他地點舉行，倘屆時逾指定時間半小時仍不足法定人數，則以該日出席人數作為法定人數。

第二十三條：理事會主席得為會員大會主席。若理事會主席不能就任，則由理事會副主席擔任此職。若理事會主席和副主席俱不能就任，或逾大會指定時間十五分鐘仍未有理事會職員出席或願意就任，則出席會員可選出任何出席理事擔任大會主席。若無理事出席或願意就任，則出席會員可選出任何出席會員擔任大會主席。

第二十四條：若大會有足夠法定人數，大會主席如得出席會員贊同可延會，更改召開會議的時間和地點（若大會出席會員要求延會主席必須執行），惟於延期會議上所議之事只限於未決原案，不得另議別案。若延會三十天或以上，須就延期會議再發會議通告。若延會不超過三十天，則不必再發會議通告。

第二十五條：凡在會員大會表決議案，除遇下述要求投票表決者外，得用舉手方式表決，主席得宣告該案或一致通過，

或經多數表決通過，或不能通過，或不能以多數表決通過，經登記於本會會議記錄，即為該案之表決結果，不必列舉該案付表決時之贊成或反對票數。除第二十七條另有規定外，大會主席，或最少三位出席會員或其受權人，或出席會員或其受權人而共持有不少於百分之十的投票權者可要求議案以投票方式表決。以投票方式表決議案的要求可被撤回。

第廿六條：倘議案如上述被要求以投票方式表決，大會主席得指定投票的時間和地點及投票方式，投票結果得被視為提出上述要求時的大會的決議。

第廿七條：有關選舉大會主席或延會之問題不得以投票方式表決。

第廿八條：倘舉手表決或投票表決時，贊成及反對的票數相等，則大會主席有權多投一票表決。

第廿九條：倘有要求投票表決議案時，此要求並不妨礙大會進行此議案外其他事務。

會員投票權

第三十條：受制於第十二條的規定和以下的規定，每位會員皆擁有一票。

第卅一條：除本章程明文規定外，僅註冊妥當，交妥會費及其他應繳款項之會員有權於會員大會親自投票，或授權受權人投票，或作為其他會員的受權人投票。

第卅二條：投票表決議案時，會員可親自投票或委托受權人投票。舉手表決議案時，代表會員出席之受權人無投票權。

第卅三條：授權受權人之授權書應為書面，由授權人簽署。

第卅四條：授權書應於受權人代為表決的指定會議或延期會議召開前不少於四十八小時呈抵會址，否則無效，若會議目的為投票表決一議案，則授權書應於投票前廿四小時呈抵會址，否則無效。授權書僅於授權人簽署後十二個月內有效。

第卅五條：倘若在會議或延期會議召開之前，本會沒有收到授權人死亡、精神錯亂或授權人撤銷授權的書面通知，則根據授權書受權人的投票，仍然有效。

第卅六條：視乎情況許可，授權書須盡量根據下文的內容：

「中國委托公証人協會有限公司

我

住址為

為本會會員。特此授權

住址為

或（若上述受權人不能出席的話）

住址為

代表我於

年

月

大會上表決。

日或該會延遲後之開會日期舉行的本會周年會員大會或特別會員

簽署

二零

年

月

日

此授權書得被視作授權受權人參予或要求以投票方式表決議案。

顧問

第卅七條：中華人民共和國司法部律師公証工作指導司司長與及已卸任理事會主席得成為本會顧問。

理事會

第卅八條：理事會得不時決定理事數目，惟該數目須有不少於五名而又不多於二十名，除非本會在會員大會中作出其他決定。

第卅九條：任何會員，不論年齡均可成為理事。

第四十條：理事會可隨時委任任何會員為理事以填補空缺，惟理事總數不得超過最高限額，該受委任之理事只可任職至下屆周年會員大會，惟其可被選出任下屆理事。

第四十一條：非本會會員者不得出任理事會理事。

第四十二條：理事可支取出席或處理理事會及本會其他會議或事務合理之交通費和其他使費。

理事的輪選

第四十三條：於每年周年會員大會上，已出任理事會理事任期最長的兩位理事將退職，惟其可被選出任下屆理事。倘有任期相同者，則以抽籤決定退職者。

理事的選舉

第四十四條：

(一) 不論本章程內有任何規定，僅提名委員會有權提名候選人填補理事會空缺。

(二) 提名委員會應由理事會主席、副主席及已卸任之理事會主席組成，惟成員數目不少於三名而又不多於五名。如當時有超過一位副主席，則由任期較長的一名副主席成為提名委員會成員。

(三) 倘若已卸任理事會主席人數多於三位，則現任理事會倒數以上三任之理事會主席為提名委員會成員。

(四) 倘若無已卸任理事會主席組成提名委員會，理事會主席和副主席得增選一至三名理事會理事為提名委員會成員。

(五) 提名委員會應於周年會員大會的選舉舉行前不少於十四天將填補理事會空缺之候選人之名單以書面通知各會員。

(六) 於周年會員大會上，理事會理事依下述程序選出：

(甲) 每出席會員應有一依本章程第四十四條提名之候選人之名單(選票)，會員應依選票指示選出下年度理事會理事。

(乙) 大會主席從出席會員中委任會員為監察員監點選票，監察員應儘快點算每候選人所得票數並將結果交予大會主席，其後大會主席應宣告得最高票數之候選人當選。倘爭取最後一席

空缺時有獲票數相同之候選人，則由大會主席抽籤決定。

(丙) 若周年會員大會的選舉未能填滿理事會空缺，理事會得根據本章程第四十條之規定增選會員填補空缺。

(丁) 理事會應選出一位理事為主席、不超過兩位理事為副主席、一位理事為秘書及一位理事為司庫。

理事會的權力

第四十五條：本會的事務由理事會管理。理事會得行使本會一切權力包括但不限於制訂附則，除法例或本章程規定須由會員大會處理之事務外，理事會得執行本會一切事務，但仍以不抵觸本章程、現行有影響本會之法例及會員大會決定之一切不抵觸本章程及上述法例之規則為限，倘會員大會通過的規則與未通過該規則前理事會已處理之事相違，該已處理之事不得作為無效。

第四十五條甲：在其認為適當情況下，理事會可委任由理事會成員、會員或其他人員組成的委員會或小組委員會，並將其任何權力轉授予按此組成的委員會或小組委員會；當委員會和小組委員會行使獲得的授權時，應當依從理事會對之所作的規定。理事會可按其決定撤銷上述委員會、小組委員會或成員的任命。

第四十六條：儘管理事會出現空缺，在任理事得行使理事會的權力，惟若理事會理事人數少於本章程之最少規定，理事會除可召開會員大會或進行填補理事會空缺的事務外，不得處理其他事務。

理事會理事資格的取消

第四十七條：理事會理事有以下情形時便要離任：

- (一) 有破產接管令對他發出，或他與債權人達成債務安排或妥協；
- (二) 變得精神不健全；

(三) 依照本組織章程內關於輪選的規定退職；

(四) 不再是本會會員；

(五) 向本會發出書面通知辭去職務；

(六) 連續三次不出席理事會會議，第三次會議舉行後便自動解除理事會職務，除非他事先請假不出席理事會上述會議；或者

(七) 根據本章程細則第五十條的規定，有決議通過，將之撤職。

理事會職員

第四十八條：主席、副主席、秘書及司庫為理事會職員。理事會於周年會員大會後第一次理事會會議中以不記名投票方式

從理事中選出上述理事會職員。主席得在任至下年度周年會員大會後第一次理事會會議選出新年度主席為止，主席應於是次會議退職但可參予重選，惟同一人不得連續三屆以上擔任主席。若因為死亡、辭職、會籍撤銷或其他原因引致主席退職，副主席得自動替補此職位直至上述退職主席原來之任期屆滿為止。如當時有超過一名副主席，填補主席職位的副主席應為任期較長的一位。若無副主席可資補替，理事中具最長的會員年資者可自動成為主席，直至下次理事會會議為止，而在此會議中，理事會須填補所有職位空缺。

第四十九條：倘若於下次會員大會中，將有理事職位空缺可供填補，秘書應於是次會議之通告中說明此事。

第五十條：本會可藉普通決議，於理事任滿前將理事撤職，亦可藉普通決議委任其他會員替補其職位，而此位被委任之理事只任職至上述被撤職理事原來之任期屆滿為止。

理事會程序

第五十一條：(一) 理事會最少每季舉行會議商討會務、延會、擬定議程及決定法定人數，除另有規定外，三名理事

出席會議為法定人數。理事會決定事宜由過半數表決，遇贊成及反對票數相等時，主席有權多投一票表決。理事會可邀請任何其認為適當的人或超過一人出席理事會的會議並且發言，但不得參與表決；被邀人士毋須為本會會員。

(二) 根據本組織章程給予或委予理事會的任何權力或職責，理事會可轉授予任何人或理事會的小組委員會。

第五十二條：倘若有一位理事聯合要求召開理事會會議，秘書須發通告予各理事，召開理事會會議，任何三位理事亦可聯合自行發通告予各理事，召開理事會會議。

第五十三條：理事會主席可出任為理事會會議之主席。若主席沒有如上述主持會議，則其中一位副主席可出任為會議主席。若任何理事會會議中，會議開始後十分鐘內理事會主席或副主席均未出席或不願意主持會議，則出席之理事得在他們當中選一人為會議主席。

第五十四條：若有足夠法定人數，理事會會議得行使本會現行規條所賦與理事會的一切權力和特權。

第五十五條：所有經理事會會議通過的事務，或任何人作為理事所作之事，若真誠和正當的話，縱使日後發現當時出席該會議的任何理事未循正式程序被選出，或在投票時已被撤職，仍然有效，就如程序的運作上沒有出錯看待。

第五十六條：理事會應妥當地記錄所有職員的委任、所有本會及理事會的會議包括其程序和一切商議事務，而該等會議記錄若經會議的主席簽署，或經緊接該會議之下一次會議的主席簽署，無需任何其他證明得被視為真確。

第五十七條：決議經所有現時有權接到理事會會議通告的理事簽署，得被視同經理事會正式開會決定通過一樣有效。

總幹事

第五十八條：理事會得委任總幹事，並決定其任期、薪酬和其他服務條件，理事會亦有權將該總幹事撤職。理事會得不時決議委任助理或副總幹事，而當總幹事職位懸空或總幹事不能履行職務時，該助理或副總幹事得代行總幹事職務。

印章

第五十九條：運用印章蓋印任何文件須經理事會決議核准，而蓋印時須有至少一位理事會職員和另一位理事在場監印並在蓋印文件上簽名為証，對任何真誠和正當地與本會交易的人士而言，該等簽名得被視為印章已恰當地蓋於有關文件上之証明。

帳目

第六十條：理事會須設恰當的帳目，記載下列事項：

- (一) 一切本會款項收支數目及其原由與情況；
- (二) 本會所有買賣資產情況；
- (三) 本會資產與負債情況。

除非帳目正確反映本會的經濟狀況及解釋本會的交易活動，否則不能被視作恰當的帳目。

第六十一條：受制於法例三三四條之規定，本會帳目應妥存於會址，或理事會認為適當的其他地點，以備理事查閱。

第六十二條：理事會得不時決定應否讓非理事的會員查閱帳目及決定有關的規則、時間和地點，除法例或理事會或本會於會員大會中授權外，任何非理事的會員無權查閱本會之帳目及文件。

第六十三條：於周年會員大會上，理事會須供大會審閱過去一年的帳目，及與帳目同日結算的年結，該帳目的結算日期須在該會議召開前之六個月內，該年結須附有理事會及核數師的報告（須依據現行法例規定之形式）和一切法例規定之附帶文件。受制於法例第四三零（二）條之規定，這些文件之覆制本須於開會日期前至少廿一天根據本章程有關派送文件之規定送達核數師和其他所有有權接到會員大會通告之人士。核數師的報告須根據法例第四零五條之要求，在開會前供會員審閱。

核數

第六十四條：本會帳目須每年至少一次呈交一位或以上合資歷之核數師審查，以確保帳目及年結之準確性。

第六十五條：核數師之委任和職責須符合法例第三九三條至第四二八條及五七五條之規定，理事得被視作上述條款中之董事。

通告

第六十六條：本會發給會員及榮譽會員的通告，可根據其登記於名冊上的地址，由專人派送或以普通郵付方式送遞或以電子郵件、數碼或其他方式發送。

第六十七條：任何會員及榮譽會員若其登記於名冊上的地址為香港以外的地方，得不時提供本會一個香港地址，以供送遞通告。受制於前面所述及法例要求，僅於名冊上登記有香港地址的會員及榮譽會員有權從本會收取通告。

第六十八條：所有通告，只須證明妥交予郵政或以其他方式發送即被視作於郵寄後或發送後翌日送達收件人。

附則

第六十九條：理事會可以為本會的管治和管理、會員的正當操守或紀律、根據本章程成立的調查委員會和紀律審裁組研訊和調查的操作，不時制定和修改規則或附則，並可不時以通知或通告方式向會員發出關於專業操作、操守和紀律的指引。所有會員均視為已向本會出具保證遵守上述規則、附則和指引的承諾。

對操守的投訴

第七十條：

(一) 由於收到投訴或其他原因，理事會認為某會員的操守要受調查或查究時，理事會應委派其中三人組成調查委員會，調查有關事宜。調查委員會有權要求該會員就有關事宜提供解釋並交出文件。

(二) 調查完成後，調查委員會過半數成員認為有關事宜對於該會員未有表面證據的意見的，應當通知理事會，理事會應書面通知該會員。

(三) 調查完成後，調查委員會過半數成員認為有關事宜對於該會員有表面證據的意見的，應將該事宜提交理事會，理事會應成立紀律審裁組對該會員查究該事宜及應委派調查委員會中的一人或理事會決定的其他人代表本會作為紀律處分程序的申請人（另一方為答辯人，即被查究操守的會員）。理事會還應指派一位會員，或其他人擔任紀律審裁組的書記員。

紀律審裁團

第七十一條：（一）理事會應當指派理事會不時決定之數目的會員組成紀律審裁團，擔任理事會為查究會員事宜成立的紀律審裁組成員。

（二）理事會理事不得擔任或留任為紀律審裁團成員。

（三）紀律審裁團成員任期三年，但可以再受委另一任期或以上。

紀律審裁組

第七十二條：收到由調查委員會根據第七十（三）條提交的事宜時，理事會應從紀律審裁團中指派三人，組成紀律審裁組，查究相關會員的事宜。

第七十三條：紀律審裁組三位成員應當推選一人為主席。

第七十四條：紀律審裁組閉門聆訊，地點和日期由其決定。

第七十五條：不論七十一條（三）的規定，紀律審裁組成員其紀律審裁團成員任期屆滿，可以繼續擔任紀律審裁組成員，直至由該紀律審裁組審理的紀律處分程序完結為止。

第七十六條：紀律審裁組進行的查究，舉証責任屬協會。所有被提交至紀律審裁組之事宜，須由過半數表決決定。

紀律審裁組的權力

第七十七條：（一）紀律審裁組對因之成立的會員的操守有查究權力。

（二）查究完成後，紀律審裁組有作出其認為合適命令的權力，作出的命令特別可以為下列一項或以上事情作規定：

（甲）從本會開除被查究會員的會籍；

（乙）中止該會員的會籍，中止期由紀律審裁組決定；

（丙）准許該會員保留會籍，但須遵守紀律審裁組加諸條件的限制；

（丁）命令該會員向投訴人支付不多於為投訴事項支付給該會員的費用和開支的金額；

(戊) 命令該會員支付紀律審裁組認為合適數目的罰金；

(己) 命令該會員按完全彌償基準或者紀律審裁組認為對相關費用該會員應承擔的合理數目，支付因該紀律處分程序引起的和附帶的費用和開支，與及任何先前為由紀律審裁組審理的事情的查究或調查的費用和開支；

(庚) 譴責該會員；及

(辛) 將對該會員作出的命令向各會員傳閱。

但是無論對會員的投訴是否成立，除以上第(二)(己)小段另有規定外，紀律處分程序的當事方各自承擔費用。

(三) 根據以上第(二)款所作的命令要交總幹事存檔，並應在理事會指定的時間內供受影響的人查閱。根據第(二)款所作命令的副本應送中華人民共和國司法部或當時在中華人民共和國有權委任公証人的其他政府職能部門或代表處。

紀律審裁組的附帶權力

第七十八條：為處理前述查究，紀律審查組有以下權力：

(一) 命令任何會員出席為証人，宣誓或不宣誓作証；

(二) 命令任何會員提供文件；

(三) 命令檢查屬於任何會員的財產；

(四) 主持証人的訊問；

(五) 不時將會議押後，並可以從一地點到另一地點；及

(六) 於紀律處分程序的聆訊上訂立規則及訂明程序，惟該規則及程序不得抵觸理事會所訂立之規則及程序。

紀律審裁組的裁斷

第七十九條：

- (一) 紀律審裁組的命令要有與該事宜相關的裁斷陳述書，由主席或紀律審裁組授權的人簽字，紀律審裁組據上的命令不得上訴。
- (二) 由紀律審裁組對會員作出的經簽字的命令應交一份予總幹事存檔。
- (三) 請求分期支付或延期支付的申請，可以在聆訊時提出，也可以在支付令的十四天內書面通知紀律審裁組主席和在紀律處分程序有代表的各方提出。
- (四) 聆訊有關事宜的紀律審裁組，或理事會為處理該申請組成的紀律審裁組，收到由支付令對之作出的當事方的申請後，可以自主命令分期支付或延期支付。
- (五) 收到根據第(三)款發出的通知後，紀律審裁組主席要於十四天內通知申請人和紀律處分程序的其餘方紀律審裁組聆訊申請的日期。
- (六) 紀律審裁組按第(三)款提起申請的決定，不得上訴。
- (七) 在第(三)款所述的十四天期限已過之前而期間未有請求分期支付或延期支付的申請提出或在紀律審裁組根據第(四)款作出的決定之前(兩者以後者為準)，不得執行根據第(一)款所作的命令。

第八十條：

紀律審裁組對某會員作出開除或中止本會會籍的命令時，理事會有權力向中華人民共和國司法部或中華人民共和國當時有權委任公証人的政府部門、機關或代表處提建議，終止或中止(視情況)相關會員的公証人資格的委托。

彌償

第八十一條：

理事會、提名委員會、紀律審裁組和本會的任何其他委員會的成員與及本會職員和僱員，以相關身份訂立任何合同，或採取任何措施或行為，或以任何方式履行職務，所引起的一切費用、損失和開支應當得到本會的彌償，並且理事會有義務從本會的金錢支付；應獲彌償權的金額對本會的財產享有留置權。有關成員、職員和僱員相對於所有其他主張享有優先權。

姓名	地址	職業
張子源（簽署）	香港金鐘道奔達中心東座七樓	律師
何耀棣（簽署）	香港中環康樂大廈四樓	律師
梁愛詩（簽署）	香港干諾道中廿四至廿五號中華總商會大廈四樓	律師

見証人

張永賢（簽署）

香港律師

一九八八年八月十六日