

NEW ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 22 February 2021)

OF

INTELLIGENT TERMINAL MEMORY ASSOCIATION LIMITED

智慧終端存儲協會有限公司

Incorporated the 14th day of May, 2020

HONG KONG

編號

No. 2941652

副本 [COPY]

公司註冊證明書 CERTIFICATE OF INCORPORATION

本人謹此證明

I hereby certify that

INTELLIGENT TERMINAL MEMORY ASSOCIATION LIMITED

智慧終端存儲協會有限公司

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間有限公司。
(Chapter 622 of the Laws of Hong Kong), and that this company is a limited Company.

本證明書於二〇二〇年五月十四日發出。

Issued on 14 May 2020.

(sd.) Ms Ada L L CHUNG

香港特別行政區公司註冊處處長鍾麗玲

Ms Ada L L CHUNG

Registrar of Companies

Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。
Registration of a company name with the Companies Registry does not confer any trade mark rights
or any other intellectual property rights in respect of the company name of any part thereof.

Submitted by: Fenright Secretarial Services Limited Tel: 2787 0635 Fax: 2390 7502

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 22 February 2021)

OF

INTELLIGENT TERMINAL MEMORY ASSOCIATION LIMITED 智慧終端存儲協會有限公司

Part A Mandatory Articles

1. **Company Name** The name of the Company is

INTELLIGENT TERMINAL MEMORY ASSOCIATION LIMITED
智慧終端存儲協會有限公司

(Hereinafter called "the Association" or "ITMA")

2. **Members' Liabilities**

The liability of the Members is limited.

3. **Liabilities or Contributions of Members**

Every Executive Member and every Board Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while it is an Executive Member or a Board Member, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before it ceases to be an Executive Member or a Board Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members

Executive Member

Amount to be contributed by each of the Members in this class

RMB1,000.00

Class of Members

Board Member

Amount to be contributed by each of the Members in this class

RMB1,000.00

4. Objects

The Association is a non-profit-making, cross-sector and open industry standard organization established on the basis of voluntariness, equality, mutual benefit and cooperation. It consists of enterprises, institutions, communities, etc. from the intelligent terminals and memory industry chains. The objects for which the Association is established ("Objects") are specifically expressed below:

- (1) ~~To establish a good cooperation channel between the intelligent terminal industry chain and the memory industry chain to meet market demand by gathering the strength of the industry;~~
- (2) To develop, formulate, maintain and uphold technical standards for memory products and to standardise market promotion of the memory products; and
- (3) To promote the healthy development of the memory industry by fostering an industrial environment for the coordinated development of both supply and demand.
- (4) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that:-

- (1) 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 manners as allowed by law, having regard to such trusts.
- (2) The Objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organization of employers.

5. Power of the Association

The Association has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Association has powers:

- (1) To carry out analysis of memory application requirements of various intelligent terminals;
- (2) To carry out research and formulation of technical standards for intelligent terminal memory to establish products standards and evaluation standards for memory;
- (3) To carry out activities related to the marketing of related memory, driving the members of the Association to form a joint force in market expansion and brand promotion, promoting the market value of the memory standards defined by the Association through common marketing activities, increasing industry attention, and facilitating development of the market;
- (4) To encourage international sharing of memory standards, and to promote cooperation between the Association and relevant foreign organizations and institutions; and
- (5) To publish and disseminate appropriate materials in whatever medium or format and to hold conferences, meetings, seminars, workshops and discussions relevant to intelligent terminal memory.

6. Application of income and property

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects as set out in these articles.
- (2) Subject to sub-article (3), none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Association;
- (3) The requirement under sub-article (2) above does not prevent the payment by the Association:
 - (a) of reasonable and proper remuneration to a member of the Association for any goods or services supplied by it to the Association;
 - (b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by it for the Association;
 - (c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for the Hong Kong dollars Loans;
 - (d) of rent to a member of the Association for premises let by it to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Names of Founder Members
深圳市閃存市場資訊有限公司

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Part 1
Interpretation

1. Interpretation

(1) In these articles—

alternate (候補者) and **alternate director** (候補董事) mean a person appointed by a director as an alternate under article 27(1);

appointor (委任者) —see article 27(1);

articles (本《章程細則》) means the articles of association of the Association;

associated company (有聯繫公司) means—

- (a) a subsidiary of the Association;
- (b) a holding company of the Association; or
- (c) a subsidiary of such a holding company;

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

Person (《人士》) means an individual, or the body corporate or undertaking as defined in the Ordinance, where appropriate;

proxy notice (代表通知書)—see article 62(1).

- (1) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (2) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

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2. Directors' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the Association are managed by the directors, who may exercise all the powers of the Association, and more particularly:
 - (a) to elect and remove the Chairperson of the Board of Directors, the Secretary-General and Deputy Secretary-General, and to make decisions on the hiring of (i) the honorary Chairperson of the Board of Directors and (ii) expert advisers, and to elect Leader and Deputy Leader of Workgroups;
 - (b) to make decisions on adding candidate directors, to vote to terminate membership, and to review the addition of Executive Members;
 - (c) to produce drafted and revised articles of association, and to submit them to the general meeting for approval;
 - (d) to formulate development strategies and work plans for the Association;
 - (e) to approve the release of the Association's governance documents, such as management procedures and intellectual property policies;
 - (f) to make decision regarding organizational structure changes to the Association, and to determine additions, cancellations and changes to Workgroups ;
 - (g) to approve the release of standards, standards project initiation applications, and the Association's white papers;
 - (h) to make decision regarding institutions that operate commercial affairs on behalf of the Association, as well as product quality testing labs;
 - (i) to make decisions on the strategies for cooperation between the Association and other organizations; and
 - (j) to review major technical route proposals referred by Workgroups.
- (2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

3. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

4. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to the Secretariat;
 - (b) to any Workgroup;
 - (c) to any person or committee;
 - (d) by any means (including by power of attorney);
 - (e) to any extent and without territorial limit;
 - (f) in relation to any matter; and
 - (g) on any terms and conditions.

- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

5. The Secretariat and Committees

- (1) The directors may make rules providing for the conduct of business of the Secretariat, Workgroups and committees to which they have delegated any of their powers.
- (2) The Secretariat, Workgroups and committees must comply with the rules.

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

The Directors shall hold at least one meeting every year.

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 7.

In this article, majority of the directors means more than two-thirds the number of directors who attend the meeting.

7. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

8. Calling directors' meetings

- (1) The chairperson, with the consent of more than half of the directors, may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the Secretariat or the company secretary to give such notice.
- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director but need not be in writing.

9. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

10. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings shall be two-thirds the number of the directors, and in any case not less than 2.

11. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings in accordance with the Management Procedures.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time in accordance with the Management Procedures.
- (4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

13. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

15. Conflicts of interest

- (1) This article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director and the director's alternate must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor

- (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Association;
 - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) an arrangement under which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) A director may hold any other office or position of profit under the Association (other than the office of auditor) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Association—
 - (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Association in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Association may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the Association; or
 - (b) any company in which the Association may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the Association for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Association otherwise directs.

17. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

18. Record of decisions to be kept

The directors must ensure that the Association keeps a written record of every decision taken by the directors under article 6 for at least 10 years from the date of the decision.

19. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

20. Management Procedures

- (1) The directors shall have power from time to time to adopt and make, alter or revoke, the Management Procedures, provided that such Management Procedures are consistent with these articles.
- (2) The Management Procedures for the time being in force shall be binding upon all members until the same shall be varied or set aside by any resolution of the Association. No member shall be absolved from such Management Procedures by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.
- (3) It is expressly declared that without prejudice to the powers of the directors to make Management Procedures on other matters the following shall be deemed to be matters which may be governed by Management Procedures within the meaning of this article, that is to say as to-
 - (a) procedures for becoming a member;
 - (b) procedures for electing and removing a director;
 - (c) procedures for electing and removing a chairperson or Deputy Leader of the Board of Directors;
 - (d) procedures for electing and removing the Secretary-General;
 - (e) procedures for hiring experts for Expert Committee;
 - (f) procedures for electing or removing a Deputy Leader;
 - (g) standardization organizations and procedures; and
 - (h) Membership fee management regulations.
- (4) No Management Procedures as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.
- (5) In any case of apparent inconsistency between the Management Procedures and the article, the article shall take precedence.

Division 3—Appointment and Retirement of Directors

21. Appointment and retirement of directors

- (1) A person who is nominated by the founder member or by three-quarters the number of the directors, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinance resolution with two-thirds of votes of the members present; or
 - (b) by a decision of the directors.
- (2) Unless otherwise specified in the appointment, a director appointed under paragraph (1) holds office for five (5) years.
- (3) An appointment under paragraph (1)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.
- (4) A director appointed under paragraph (1)(b) must—
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

If the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

- (5) The person referred to in paragraph (1) above must be the Delegate of an Executive Member or Board Member.

22. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office on condition that he or she has been re-nominated by the directors.

23. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Association or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

24. Termination of director's appointment

A person ceases to be a director if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (f) is removed from the office of director by a special resolution of the Association.

25. Directors' remuneration

- (1) Directors' remuneration must be determined by the Association at a general meeting.
- (2) A director's remuneration may—
 - (a) take any form; and
 - (b) include any arrangements in connection with the payment of a retirement benefit to or in respect of that director.
- (3) Directors' remuneration accrues from day to day.

26. Directors' expenses

The Association may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Association; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Association.

Division 4—Alternate Directors

27. Appointment and removal of alternates

- (1) A director (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the Association; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
 - (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the Association must as soon as practicable give notice of the removal to the alternate's appointor.

28. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 6.
- (2) Unless these articles specify otherwise, alternate directors—
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 15(3), a person who is an alternate director but not a director—
 - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).

- (4) An alternate director must not be counted or regarded as more than one director for determining whether—
 - (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted.
- (5) An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director.
- (6) But the alternate's appointor may, by notice in writing made to the Association, direct that any part of the appointor's remuneration be paid to the alternate.

29. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
 - (a) if the alternate's appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
 - (a) the approval under article 26(1) is withdrawn or revoked; or
 - (b) the Association by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Directors' Indemnity and Insurance

30. Indemnity

- (1) A director or former director of the Association may be indemnified out of the Association's assets against any liability incurred by the director to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—

- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

31. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the Association, for a director of the Association, or a director of an associated company of the Association, against—

- (a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association or associated company (as the case may be); or
- (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association or associated company (as the case may be).

Division 6—Company Secretary

32. Appointment and removal of company secretary

- (1) The directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

Division 7—The Secretariat, Workgroups and Committees

Subject to the provisions of these articles and to any directions that may from time to time be given by the directors, the day-to-day affairs of the Association shall be managed by the Secretariat. The Secretariat is staffed by one Secretary-General and one or two Deputy Secretaries-General. The Secretary-General, under the leadership of the Board of Directors, shall be in charge of the Secretariat, and may appoint multiple operation secretaries at his or her absolute discretion.

33. Power and Duties of the Secretariat

- (1) To implement the resolutions and decisions of the directors, and to organize, manage and coordinate the every aspects of the affairs of the Association;
- (2) To prepare for and to convene general meetings, and to undertake the affairs of various types of meetings of the Association;
- (3) To draft the annual work plan and to organize its implementation upon approval of the directors;
- (4) To handle application and termination of membership;
- (5) To liaise with other government agencies, enterprises and other organizations for joint projects;
- (6) To collaborate with the Marketing Workgroup in publicity coverage, exhibition promotion, communication and seminars, etc.
- (7) To handle other matters assigned by the directors and general meeting; and.
- (8) To produce financial reports and of the Association.

34. Appointment of the Secretary-General, Deputy Secretary-General

The Secretary-General and Deputy Secretary-General are appointed by the directors shall hold office for a term of five (5) years and then continue to serve as the Secretary-General and Deputy Secretary-General for the next term.

35. Secretary-General is a person who:

- (1) leads day-to-day operations of the Association;
- (2) presides over the day-to-day work of the Association, and organizes the implementation of annual work plans;

- (3) handles other routine affairs of the Association;
- (4) nominates other Secretariat staff; and
- (5) shall execute documents on behalf of the Association.

36. Deputy Secretary-General is a person who:

- (1) assists the Secretary-General in handling and promoting the work of the Association; and
- (2) for special reasons, temporarily exercises his or her authority on behalf of the Secretary-General as directed by the directors or the Secretary-General.

37. Workgroups

The directors shall establish such Workgroups for specific purpose. A workgroup is headed by a Leader who shall hold office for three (3) years, and shall have the following main powers and duties:-

- to organise and convene routine meeting of the Workgroup;
- to collaborate with members of the Workgroup to initiate the projects assigned by the directors and to coordinate the work of the Workgroup;
- to manage and facilitate the Workgroup Operations; and
- to refer the Workgroup key decisions to the directors.

38. Expert Committee

The directors shall establish an Expert Committee by hiring expert advisers to assist themselves for decision-making on major and key issues. The Expert Committee has the following main powers and duties:

- (1) To provide consultation services and guidance for (a) development of the Association and (b) decision-making on major issues;
- (2) To put forward recommendations on the initiation of major research projects of the Association, and assume responsibility for the technological aspects during verification, reviews, and other work in major projects of the Association; and
- (3) To provide expert and advisory recommendations for the Board of Directors in its decision-taking.

39. Professional Committees

The directors shall establish professional committees as required for some professional purposes, such as accreditation body for ITMA produces evaluation, etc.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

40. Membership

Except for the board members, membership of the Association is open to any companies, social organizations, scientific research institutions and entities with independent legal personality terminal and memory industry chains. No individual shall be admitted as member of the Association.

41. Class of members

The membership of the Association consists of the following classes of Members:

- (a) Board Members (理事會員);
- (b) Executive Members (執行會員);
- (c) Senior Members (高級會員); and
- (d) General Members (普通會員).

The members represented by the Association's directors shall be Board Members. Each member and its Affiliates shall only be allocated one directorial position on the Board of Directors (a "Director") at any given time.

In this article -----

Affiliates means, in relation to an entity, another entity that is directly or indirectly controls, or is in common control with such entity.

Control means (i) directly or indirectly holding more than fifty per cent (50%) voting shares of an entity, or (ii) directly or indirectly, by any means, holding more than fifty per cent (50%) of the entity's interest representing the right to make decisions for such entity. Any entity is considered to be a Affiliates so long as such control exists.

Only the Board Members and the Executive Members have the right to vote at the Association's general meetings.

41.1 General Members

- (i) General Membership shall be conferred with the approval of the Secretariat or the directors upon any entity in the terminal and memory industry chains which completes the procedures set forth in 43 below.
- (ii) General Member has the right to:
 - obtain staged working papers and formally published papers of each Workgroup and
 - apply for evaluation certification and the Association's trademark licence for the member's products.

41.2 Senior Members

- (i) Senior Membership shall be conferred with the approval of the Secretariat upon such entity in the terminal and memory industry chains which completes the procedures set forth in 43 below
- (ii) A Senior Member has the right to:-
 - attend meetings of Workgroups and submit proposals;
 - have their Delegates eligible for being nominated as candidates for Chairperson or Deputy Leader of Workgroups upon expiration of the term of office of the First Chairperson or the First Deputy Leader
 - attend the marketing and compatibility testing activities hosted by the Associationthe rights enjoyed by the General Members as set forth in 41.1 (ii) above.

41.3 Executive Members

- (i) Executive Membership shall be conferred by the directors upon such entity in the terminal and memory industry chains which completes the procedures set forth in 43 below . In the event that the Delegate of an Executive Member is elected director, the Executive Member shall automatically be promoted as a Board Member.
- (ii) An Executive Member has the right to:-
 - attend, be heard and vote at any general meetings,
 - nominate its Delegate as candidates for the First Leader or the First Deputy Leader of Workgroups;
 - vote at the Professional Committee and Workgroup meetings;
 - be promoted to the Board Member upon its Delegate being elected as director of Association and

the rights enjoyed by the Senior Members as set forth in 41.2(ii) above.

41.4 Board Members

- (i) The founder member is the first Board Member of the Association. All subsequent Board Membership shall be conferred on the entities represented by the Association's directors. A Board Member whose Delegate fails to be elected director shall automatically be restored to an Executive Member.
- (ii) A Board Member has the right to:-
 - attend, be heard and vote at any general meetings,
 - nominate candidates for Chairperson and Deputy Leader of the Board, Secretary-General, Deputy Secretaries-General, Chairperson and Deputy Leader of Workgroups;

- request the establishment of a Workgroup;
 - recommend lab candidates to the Association for product testing and certification; and
- the rights enjoyed by the Executive Members as set forth in 41.3(ii) above.

42. Rights of Members

- (1) The rights of members shall not be transferable and shall cease upon a member's bankruptcy or, liquidation (whether voluntary or otherwise), dissolution or upon the member's resignation, removal or expulsion from the Association.
- (2) Except for the right to attend, be heard at and vote at any general meeting, the right to nominate candidates for directors, Secretary-General, Deputy Secretaries-General, Chairperson and Leaders of Workgroups, all other rights of the members may be expanded, revised, restricted and repealed by the Members at a general meeting.

43. Procedures for becoming a Member

An entity may become a member of the Association only if—

- (a) that entity has completed and submitted an application for membership in a form approved by the directors with appropriate documents to identify its legal personality to the Secretariat;
- (b) that the Secretariat submits the application to the review organization according to the membership class applied for;
- (c) the directors have or the Secretariat has approved the application and the entity sign a membership agreement; and
- (d) that entity has paid the fees, subscription and levies set forth in 44 below as required.

44. Membership Fee

- (1) The Association shall be entitled to levy a membership to its members and members shall pay the membership fee to the Association upon its being accepted as such.
- (2) When an applicant has been accepted for members, the Secretariat shall forthwith send to the applicant written notice of acceptance and a request for payment of membership fee. Upon the payment of the membership fee, the applicant shall become a member of the Association. If such payment shall not be made or paid by full within two calendar months after the date of the notice, the Association may at its absolute discretion revoke the acceptance of the applicant for membership of the Association, or it may waive the payment of the if appropriate.

45. Members' Obligations

All members of the Association are obliged to:

- (1) comply with the articles of the Association, resolutions of the general meeting and the directors, the Association's intellectual property policy and the consensus reached by Professional Committees and Workgroups, and pay membership fee;
- (2) actively participate in the Association's standards formulation, promotion, and other activities, and publicize and implement standards ;
- (3) actively report to the Secretariat any violation of the privileges and interests of the Association;
- (4) protect the legal rights and interests of the Association, including its immediate and final research achievements, and refrain from sending internal documents to external entities and individuals unless otherwise approved by Company Board or Secretary-General;
- (5) appoint an authorized liaison to be in contact with the Secretariat, to facilitate day-to-day operations; and
- (6) notify and explain to the directors in the event of major organizational change, mergers and acquisitions, and submit application for membership change for directors' approval.

Members shall forthwith notify in writing to the directors of the failure of any member to comply with any provisions of these articles or of any matter affecting member's continued eligibility for membership or for any particular class of membership.

46. Delegates

46.1 Appointment of Delegates

Each member shall be entitled to appoint 1 Delegate. Members shall appoint their Delegates for such term as is deemed appropriate by the Member. A Delegate must:

- (a) be an individual member, shareholder, officer or employee of the Member which appoints him / her; and
- (b) be appropriately empowered by the Member to make decisions at general meetings.

46.2 Delegates as Representative

Delegates shall represent their Members at general meetings and shall have full power to consider and vote on resolutions at general meetings.

46.3 Members to advise

Each member shall advise the Secretariat of its appointed Delegate prior to any general meeting.

46.4 Alternate Delegates

A Member may appoint an Alternate Delegate. An Alternate Delegate must comply with the requirements for Delegates set out in 46.1 and has such rights and powers as does a Delegate. Where a member appoints an Alternate Delegate it shall advise the Secretariat as soon as practicable after the appointment.

47. Termination of membership

47.1 Membership shall cease or be terminated if the Member:

- (1) fails to pay any fees, levies or dues of any kind to the Association without lawful reason and the directors decided to expel the member;
- (2) resigns by giving notice at least 60 days for board membership or 30 days for other classes in writing in advance to the directors. Upon receipt of the notice by the Association it ceases to be a member. Any Member who has resigned or been expelled from the Association shall continue to be liable for any annual fee, levy and all arrears or moneys due and unpaid in accordance with these articles;
- (3) dissolves or ceases to exist;
- (4) becomes insolvent, has a receiver, receiver and manager, administrator or liquidator appointed, or is wound up (except for the purposes of reconstruction or amalgamation); or
- (5) ceases to satisfy the criteria for admission to any Membership class of the Association.

47.2 No member is entitled to any refund of membership fee on ceasing to be a member for any reason. The membership of the Association is not transferable.

47.3 A member who has resigned its membership of the Association may apply at any time for reinstatement and the directors may in their absolute discretion accept any such application for reinstatement upon such terms and conditions as it may in its absolute discretion determine or refuse to reinstate any such member without giving any reason for any such refusal.

47.4 A member shall destroy all the confidential information obtained from the Association and return all the tangible assets borrowed from the Association prior to membership termination. The member shall continue to bear the non-disclosure responsibility after membership termination.

48. Expulsion of Members

48.1 No regulations as to the manner in which members may be removed from membership of the Association is valid unless it provides that member is to be given an opportunity to be heard at a meeting of directors at which the question of removal is to be determined.

48.2 After the directors resolved to remove a member from the Association in accordance with article 48 below, a grace period of at least thirty (30) days shall be granted to the member to make an appeal, and the resolution may be revoked or upheld subsequent to further consideration by the directors. If the directors upholds the resolution, the removal shall take effect as of the end of the grace period.

49. Rules for expulsion

Any member of the Association may be removed from membership in accordance with the following rules unless otherwise stated.

- (1) A member may be removed if, in the opinion of more than three-quarters the number of the directors, it has acted in severe violation of the article.
- (2) If at a meeting of the directors a resolution is passed to remove a member, the directors must serve a notice on the member stating that the directors have resolved to invoke the provisions of these rules and give a statement of the reasons for the directors' decision. The statement of reasons can be in a simple form in the circumstances to enable the member to know the case against it.
- (3) The notice to the member must also give its Delegate the opportunity to make representations to the directors in writing or in person at a mutually convenient time as to why it should not be removed as a member. The directors must consider any representations made by the Delegate. The directors may make a reply to the Delegate's representations if they deem fit.
- (4) After the directors' meeting at which the representations are considered, the directors must serve a notice on the member informing him of the decision. If the decision is to remove the member, this must be reflected in the register of members as soon as reasonably practicable.
- (5) After the removal of the member has been noted in the register of members it will have no right to attend and vote at general meetings of the Association and it will cease to be entitled to any other benefits of membership. It will not be entitled to a refund of any subscription or membership fee (if any) paid by it for its membership of the Association.
- (6) The directors, in their absolute discretion, may make a statement to the other members of the Association concerning the member's removal.

Division 2—Organization of General Meetings

50. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

51. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;

- (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a Delegate's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
- (a) for an annual general meeting, by Delegates of all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of Delegates of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of Delegates of all the members.

52. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
- (a) every Board Member;
 - (b) every Executive Member;
 - (c) every Senior Member; and
 - (d) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

53. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

54. Attendance and speaking at general meetings

- (1) A Delegate is able to exercise the right to speak at a general meeting when the Delegate is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the Delegate has on the business of the meeting.
- (2) A Delegate is able to exercise the right to vote at a general meeting when—
- (a) the Delegate is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the Delegate's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other Delegates attending the meeting.

- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more Delegates attending it are in the same place as each other.
- (5) Two or more Delegates who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

55. Quorum for general meeting

- (1) Two-thirds the total number of Board Members and Executive Members represented by their notified Delegates present in person or by proxy constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

56. Chairing general meetings

- (1) If the chairperson (if any) of the Board of Directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the Board of Directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the Association of the intention not to attend the meeting.
- (3) The Delegates present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Association passed at the meeting.

57. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are Delegates of members of the Association.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) Delegates of members of the Association; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

58. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of Delegates, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Delegates present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or

- (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any Delegate attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

59. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,
 is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

60. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

61. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 Delegates present in person or by proxy; or
 - (c) any Delegate or Delegates present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

62. Number of votes a Delegate of member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

- (a) every Delegate present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a Delegate entitled to vote on the resolution has 1 vote.

63. Votes of mentally incapacitated Delegates

- (1) A Delegate who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

64. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name and address of the Delegate appointing the proxy;
 - (b) identifies the person appointed to be that Delegate's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed by the Delegate appointing the proxy; and
 - (d) is delivered to the Association in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

65. Execution of appointment of proxy on behalf of Delegate appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the Delegate who executed the appointment to execute it on behalf of the Delegate appointing the proxy.

66. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Association—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Association—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

67. Effect of Delegate's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Delegate who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the Delegate is entitled to exercise.
- (2) A Delegate who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Delegate.

68. Effect of proxy votes in case of death, mental incapacity, etc. of Delegate appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the Delegate appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

69. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a Delegate entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by the Association

70. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Association under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.

- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Division 2—Administrative Arrangements

71. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Association and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the Association;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

72. No right to inspect accounts and other records

A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a Delegate of member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the Association.

73. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated company of the Association, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

Division 3—Intellectual Properties

74. Definitions

In this Division -----

Essential Patent means a patent or patent application that is owned or controlled by a Member or its Affiliates now or at any future time and will necessarily or unavoidably be infringed upon the implementation of the ITMA Specifications. A patent or patent application is unavoidably infringed because there is no non-infringing alternative for implementing such relevant ITMA Specifications. Notwithstanding the foregoing sentence, Essential Patent shall not include patents or patent applications that read solely on the implementations of other published specifications independently adopted by third parties but incorporated and referenced in the ITMA Specification, nor shall it include patents or patent applications for semiconductor process / packaging technologies.

Host Products mean products, components, or software that support reading and writing the data stored on memory cards conforming with the ITMA Specifications, including but not limited to mobile phones, tablets, computers, video monitors, speakers, driving recorders, police devices, card readers, connectors, card trays, and adapters. Notwithstanding the foregoing sentence, Host Product does not include memory card.

Memory cards mean the flash memory products compliant with the ITMA specifications.

ITMA Specifications mean the specifications specified by the Association and its Workgroups, and official released by the Association.

Draft Specifications mean the specifications have been adopted by Workgroups, but not been approved to be official released.

Contributions means the proposal documents that members submit to Association and its Workgroups.

75. Patents

- (1) The Association encourages Members to disclose at the earliest date any patent or patent application information relating to Essential Patents that Members or their Affiliates are made aware of. Prior to the release of the ITMA specification, the Association shall initiate a disclosure solicitation for the Essential Patents and send the disclosure notification to Members. Members should use the ITMA IPR Licensing Declaration Form at the Appendix to make the disclosure for Essential Patents. If no patent information is referred to the Association within four (4) weeks after the receipt of disclosure notification, Members who own the Essential Patents agree to license their Essential Patents in accordance with paragraph (2) below. The patent information of the Essential Patents disclosed by Members shall include:
 1. Patent proprietor;
 2. Patent application number or publication number;
 3. Patent or patent application title;
 4. Country or region of registration; and,
 5. The related ITMA Specification information required in the IPR Information Statement Annex.

Disclosure under paragraph (1) is based on a Member's own actual and personal knowledge. Members are under no obligation to conduct patent search and analysis.

- (2) Members and their Affiliates agree effective upon adoption of the Draft Specification by the Broad as a ITMA Specification to grant irrevocable, worldwide, nonexclusive, non-transferable and non-sublicensable license on fair, reasonable and non-discriminatory terms and conditions under their Essential Patents to other Members and their Affiliates solely for the purpose of implementing the Association's Standards. Members should use the ITMA IPR Licensing Declaration Form at the Appendix to make their Essential Patents licensing commitments.

- (3) Members and their Affiliates agree effective upon adoption of the Draft Specification by the Broad as a Final Specification to grant worldwide, royalty-free, non-transferable, non-assignable, non-sublicensable and non-exclusive license under their Essential Patents to other Members and their Affiliates to make, have made, use, sell, offer to sell, lease, import and otherwise distribute Host Products.
- (4) Members and their Affiliates agree that in the event of transferring their ownership of Essential Patents to a third party, they will impose the stipulation in paragraph (3) on the assignee. The Assignee shall undertake to provide the same protection as stipulated in paragraph (3), and include appropriate provisions in the event of future transfers with the goal of binding all successors-in-interest.
- (5) If an Essential Patent or Patent application is owned by a person other than a Member of the Association, the Secretary-General on behalf of the Board of Directors shall request the patent owner to submit a corresponding ITMA IPR Licensing Declaration Forms for the Essential Patents. If the patent owner refuses to license his or her Essential Patents on fair, reasonable and non-discriminatory terms and conditions, the Secretary-General shall solve this issue by either convening advisory experts to seek alternative solutions, or adopting other effective methods.
- (6) ITMA IPR Licensing Declaration Forms submitted by Members to the Association and the commitments under this article are irrevocable. Members who has submitted a IPR Licensing Declaration Forms according to the article and transfers ownership of Essential Patent that is subject to such commitment shall include appropriate provisions in the relevant transfer documents to ensure that the commitment is binding on the transferee and that the transferee will similarly include appropriate provisions in the event of future transfers with the goal of binding all successors-in-interest. The commitments shall be interpreted as binding on successors-in-interest regardless of whether such provisions are included in the relevant transfer documents.

76. Copyright of member's works and Standards, etc.

- (1) Members who submit technical Contributions, (technical) reports, white papers and other documents to the Association agree to grant to the Workgroups, Board Members and Executive Members an irrevocably, permanently, worldwide, royalty-free, non-exclusive, and unconditional license for use of their copyrighted materials solely for the purpose of developing, publishing and promoting the Association's Standards.
- (2) The copyright of the Association's Standards, published reports, white papers and other materials made by the Association or its Workgroups belong to the Association. The Association grants to Members and their affiliates an irrevocably, permanently, worldwide, royalty-free, non-exclusive, and unconditional license to use those copyrighted materials solely for the purpose of implementing the Association's Standards.

77. IPR licence survives after membership termination

Paragraphs 75 (2),(3),(4) and (6) of article 75 and paragraph (1) of this article shall survive the termination of the Association membership of any Member in perpetuity. To clarify, licensing commitments set forth in ITMA IPR Licensing Declaration Forms, and any commitment set forth in this article shall survive with respect to any Specification adopted prior to such termination until the last to expire of such Essential Patents.

78. Trademark use for membership

The fact that an entity's membership in the Association is not confidential information, and the member and Association may disclose such information. One party shall, agree that the other party uses its name and trademark free of charge for the purpose of disclosing the membership. The name and trademark use shall be subject to the requirements raised by the respective party.