

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 25 September 2024)

OF

INTELLIGENT TERMINAL MICROELECTRONICS ASSOCIATION LIMITED

智慧終端微電子協會有限公司

Change of name on
7 October 2024

Part A Mandatory Articles

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

INTELLIGENT TERMINAL MICROELECTRONICS ASSOCIATION LIMITED

智慧終端微電子協會有限公司

Change of name on
7 October 2024

(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 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-industry and open industrial standards organisation established on the basis of voluntariness, equality, mutual benefit and cooperation. It consists of enterprises, institutions, communities, etc. from the intelligent terminal microelectronics industry chains. The objects for which the Association is established (“Objects”) are specifically expressed below:

- (1) To establish a good cooperation channel for the intelligent terminal microelectronics industry chain to meet market demand by gathering the strength of the industry;
- (2) To develop, formulate, maintain and uphold technical standards for microelectronics technology, devices and products, and to standardise market promotion of the microelectronics products;
- (3) To promote the healthy development of the microelectronics industry by fostering an industrial environment for the coordinated development of both supply and demand; and
- (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 organisations of workers and organisation 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 power

- (1) To conduct research on application requirements, manufacturing, or processes related to various intelligent terminals, and carry out standard research and formulation regarding relevant microelectronics technologies, components, and products.
- (2) To conduct research on testing methods related to intelligent terminal microelectronics, as well as authorise and manage testing laboratories and conduct relevant testing;
- (3) To carry out marketing activities related to intelligent terminal microelectronics, including trademark authorization management and hosting industry summits, to promote the microelectronics technology and product standards defined by the association through marketing activities, accelerate product implementation, enhance industry attention, and promote the development of market space;
- (4) To facilitate international exchanges focusing on intelligent terminal microelectronics technology to promote standardization and industrial cooperation between the association and other relevant organisations;
- (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 microelectronics.

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** (候補理事) mean a person appointed by a member as an alternate under article 25(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;

Part 2
Directors, Officers, Workgroups and Committees
Division 1—Directors’ Powers and Responsibilities

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 Chair of the Board, and to appoint and remove the Secretary-General and Deputy Secretary-General, expert advisers, Chair and Vice Chair of Workgroups;
 - (b) to make decisions on candidates for additional Directors, to vote to terminate membership, and to review the admission of new Executive Members;
 - (c) to draft the amendments for the Articles of Association, revise the draft, and submit it to the general meeting for deliberation and 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 various management systems and intellectual property policies;
 - (f) to make decisions regarding organisational structure changes to the Association and to determine the establishment, dissolution and modification of Workgroups and committees;
 - (g) to approve the release of standards, applications for standards project initiation, and the Association's white papers;
 - (h) to select the commissioned entities for the Association's commercial operations, as well as the testing laboratories for product quality evaluation;
 - (i) to make decisions on the collaboration strategy between this Association and other organisations; and
 - (j) to deliberate on major technology roadmap proposals submitted 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 authorise 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, Workgroups 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 and committees must comply with the rules.

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) by the approval of more than two-thirds of the directors at a meeting; or
- (b) in accordance with article 7.

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

The directors shall hold at least one meeting per annum.

- (1) The Chair of the Board, 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 authorising 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 half of the total 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 Chair of the Board shall chair the directors' meeting.
- (2) If the Chair of the Board 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 Chair of the Board or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the Chair of the Board or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. Management Procedures

- (1) The directors shall have power from time to time to adopt and make, alter or revoke, the Management Procedures of the Intelligent Terminal Microelectronics Association Limited, 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 the Chair of the Board;
 - (d) procedures for appointing and removing the Secretary-General;
 - (e) procedures for hiring experts for Expert Committee;
 - (f) procedures for appointing and removing the Chair or Vice Chair of Workgroups;
 - (g) standardization organisations 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 articles, the articles shall take precedence.

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of directors

- (1) A person who is nominated by the Founder Member or by three-quarters of the number of the directors, is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by an ordinary resolution of the members present; or
 - (b) by a decision of the directors.
- (2) Unless otherwise specified in the appointment, a director so appointed under paragraph (1) shall hold office for a term of five (5) years. During their term, if a director needs to vacate their position on the Board of Directors, their represented member entity may appoint a replacement. Upon the conclusion of a term for the Board of Directors, the Delegate or an authorised representative of the Founder Member shall be automatically considered a candidate for the position of director.
- (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.
- (5) The person referred to in paragraph (1) above must be the Delegate or authorised representative of an Executive Member or Board Member.

21. Retiring director eligible for reappointment

A retiring Director is eligible for reappointment to the office, on the condition that he or she has been re-nominated and re-elected in the manner as stipulated in article 20.

22 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;
- (f) is removed from the office of director by a resolution of a general meeting; or
- (g) represents a member that ceases to be a member in accordance with article 45 or article 46.

23. 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.

24. 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

25. Appointment and removal of alternates

- (1) A Board Member represented by a director may appoint any member of its staff as an alternate to that director. In relation to the acts and omissions of the alternate so appointed, section 478(1) of the Ordinance shall not be applicable.
- (2) An alternate may exercise the powers and carry out the responsibilities of that director, in relation to the taking of decisions by the directors in the absence of that director.
- (3) An appointment or removal of an alternate by the Board Member 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 Board Member.
- (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 to that director.
- (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 Board Member.

26. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the director to whom he is appointed as an alternate 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 directors to whom they are appointed as alternates; and
- (3) Subject to article 14(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 the director to whom he is appointed as an alternate is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by the director to whom he is appointed as an alternate).
- (4) An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director.
- (5) But the member that appoints the alternate may, by notice in writing made to the Association, direct that any part of the remuneration of the director to whom he is appointed as an alternate be paid to the alternate.

27. Termination of alternate directorship

An alternate director's appointment as an alternate terminates—

- (a) if the member that appoints the alternate 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 member that appoints the alternate, would result in the termination of the appointment of the director to whom the alternate director is appointed;
- (c) on the cessation of membership of the member that appoints the alternate; or
- (d) when the appointment of the director to whom the alternate is appointed terminates.

Division 5—Directors’ Indemnity and Insurance

28. 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.

29. 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—Officers (Secretary-General, Deputy Secretary-General, and Company Secretary)

The Secretariat shall manage the day-to-day affairs of the Association in accordance with the provisions of these articles and the directions of the Board of Directors from time to time. The Secretariat shall consist of a Secretary-General and one or two Deputy Secretaries-General. Under the leadership of the Board of Directors, the Secretary-General shall be responsible for managing the Secretariat and may, at his or her sole discretion, appoint multiple Operational Secretaries.

30. Power and Duties of the Secretariat

- (1) To implement the resolutions and decisions of the Directors and to organise, manage and coordinate every aspect 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 organise 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 organisations for joint projects;
- (6) To collaborate with the marketing and promotion workgroup to carry out media publicity, exhibition promotion, exchange seminars, and other such work.
- (7) To handle other matters assigned by the directors and general meeting; and
- (8) To formulate the Association's financial reports, budget, and other financial plans.

31. Appointment of the Secretary-General and Deputy Secretary-General

Secretary-General and Deputy Secretary-General are appointed by the directors and shall hold office for a term of five (5) years and then continue to serve as such for the next term. The directors shall determine their remuneration and may remove them before the expiry of their term.

32. The duties of the Secretary-General

- (1) to lead the day-to-day operations of the Association;
- (2) to preside over the daily activities of the Association and to organise the implementation of the annual work plans;
- (3) to manage other routine affairs of the Association;
- (4) to nominates and hire staff for the Secretariat; and
- (5) to execute documents on behalf of the Association.

33. The duties of the Deputy Secretary-General

- (1) to assist the Secretary-General in managing and promoting the work of the Association; and
- (2) to temporarily exercise the authority of the Secretary-General, as directed by the directors or the Secretary-General, for special reasons.

34. 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 Workgroups and Committees

35. Workgroups

The directors shall establish Workgroups for specific purposes. Each Workgroup shall be led by a Chair, who shall hold office for a term of three (3) years, and shall have the following principal powers and duties:

- to organise and convene regular meetings of the Workgroup;
- to collaborate with members of the Workgroup to initiate projects assigned by the directors and to coordinate the efforts of the Workgroup;
- to manage and facilitate the operations of the Workgroup; and
- To submit significant decision-making proposals from the Workgroup to the Board of Directors.

36. Expert Committee

The Directors shall establish an Expert Committee by appointing expert advisors to assist them in making decisions on major and critical issues. The Expert Committee shall have the following principal powers and duties:

- (1) to provide professional guidance for (a) the development of the Association and (b) decision-making on critical issues;
- (2) to propose recommendations regarding the Association's major research initiatives and to be responsible for the technical review and evaluation of the Association's significant projects; and
- (3) to provide expert opinions and advisory recommendations to support the decision-making of the Board of Directors.

37. Professional Committees

The directors shall establish professional committees as necessary for specific professional purposes, including, but not limited to, serving as an accreditation body for the evaluation of ITMA products.

Part 3 Members

Division 1—Becoming and Ceasing to be Member

38. Membership

Except for the Board Members, membership in the Association shall be open to any company, social organisation, scientific research institution, and entity with independent legal personality within the terminal and microelectronics industry chain. No individual shall be eligible for admission as a member of the Association.

39. 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);
- (d) General Members (普通會員); and
- (e) Adopter Members (應用會員).

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 ----

Affiliate means, in relation to an entity, another entity directly or indirectly controlled by that entity, or another entity that directly or indirectly controls that entity, or other entities jointly controlled by another entity with that entity.

Control means (1) directly or indirectly owning more than fifty per cent (50%) of the voting rights or decision-making rights in an entity; or (ii) if the entity has not issued shares or securities, directly or indirectly, by any means, controlling more than fifty per cent (50%) of the ownership interests with decision-making power in that entity. Any entity is considered to be an Affiliate 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.

39.1 Adopter Members

- (i) Adopter membership shall be conferred upon approval by the Secretariat to any entity within the terminal and microelectronics industry chain, provided that the entity has completed the procedures set forth in article 41(a) to (c) below.

- (ii) Adopter Member has the right to:
 - access the formally published Standards of the Association;
 - apply for product evaluation certification for their organisation, as well as for trademark licensing from the Association; and
 - participate in the marketing and compatibility testing activities hosted by the Association; and

39.2 General Members

- (i) General Membership shall be conferred with the approval of the Secretariat upon any entity in the terminal and microelectronics industry chain which completes the procedures set forth in article 41 below.

- (ii) In addition to enjoying all the Adopted Members' rights as set forth in article 39.1(ii) above, a General member has the right to access interim work documents of Workgroups.

39.3 Senior Members

- (i) Senior Membership shall be conferred, with the approval of the Secretariat, to any entity within the terminal and microelectronics industry chain that completes the procedures outlined in article 41 below.

- (ii) In addition to enjoying all the rights associated with the aforementioned classes of membership, a Senior Member has the right to:-
 - attend meetings of Workgroups and submit relevant proposals; and
 - have their Delegates or authorised representatives eligible for nomination as candidates for the position of Chair of the Workgroup upon the expiration of the term of office of the first Chair.

39.4 Executive Members

- (i) Executive Membership shall be conferred by the Directors upon such entity within the terminal and microelectronics industry chain that completes the procedures set forth in article 41 below. In the event that the Delegate or authorised representative of an Executive Member is elected as a director, the Executive Member shall automatically be promoted to the status of a Board Member.
- (ii) In addition to enjoying all the rights associated with the aforementioned classes of membership, an Executive Member has the right to:-
 - attend, be heard, and vote at any general meetings, and participate in all deliberative processes during such meetings; and
 - vote in the Association's committees and Workgroups, and nominate its attending representative as a candidate for the position of first Chair of the Workgroups; and
 - Initiate the establishment of a new Workgroup.

39.5 Board Members

- (i) The Founder Member shall be the first Board Member of the Association. The Founder Member commits to refrain from voluntarily withdrawing from the Association for a period of five years commencing from the date of its establishment. Subsequent Board Memberships shall be granted exclusively to the entities represented by the directors of the Association. In the event that a Board Member's Delegate or authorised representative is not elected as a director, such Board Member shall automatically revert to the status of an Executive Member.
- (ii) In addition to enjoying all rights associated with the aforementioned classes of membership, a Board Member shall have the right to:-
 - attend and vote through its Delegate or authorised representative at meetings of the directors;
 - nominate candidates for the positions of Secretary-General and Deputy Secretary-General, as well as candidates for the positions of Chair and Vice Chair of the Workgroups; and
 - recommend a list of candidate laboratories to the Association for the purpose of conducting product testing and certification.

40. 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 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, Chairs of Workgroups, all other rights of the members may be expanded, revised, restricted and repealed by the members at a general meeting.
- (3) A member may appoint multiple individuals to participate in various activities across different Workgroups. In matters pertaining to voting and deliberation, a member at the Executive Member level or above shall designate a representative who is authorised to represent the member's interests in voting within the Association.

41. 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 organisation 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 article 42 below as required.

42. 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.

43. Members' obligations

All members of the Association are obliged to:

- (1) adhere to these articles, the Association's Intellectual Property Policy, and the consensus reached by the committees and Workgroups; implement the resolutions of the general meeting and the directors; and, with the exception of the Adopter Member, pay the membership fee.
- (2) actively participate in the Association's standards setting, market promotion, and other relevant initiatives, and publicize, implement, and enforce the standards;
- (3) actively report to the Secretariat any violation of the rights, privileges and interests of the Association;
- (4) uphold the legal rights and interests of the Association, including its intermediate and final research outcomes, and refrain from the dissemination of non-public documents of the Association to non-members, whether individuals or entities;
- (5) designate a dedicated individual as the permanent point of contact for the organisation, responsible for daily communication with the Secretariat to facilitate ongoing operations; and
- (6) notify and explain to the Directors in the event of significant organisational change, mergers and acquisitions, and submit an application for membership change for directors' approval.

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

44. Delegates

44.1 Appointment of Delegates

Each member shall appoint a Delegate to represent it and liaise with the Association, whereby any notification or communication between the Delegate and the Association shall be considered formal notification or communication between the member and the Association. 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 unless another authorised representative has been duly appointed by the member.

44.2 Delegates as Representative

In the absence of another duly appointed authorised representative, the Delegates shall represent their respective members at general meetings and shall have full power to consider and vote on resolutions at general meetings.

44.3 Members to advise

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

45. Termination of membership

- 45.1 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 money 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 reconstruction or amalgamation); or
 - (5) ceases to satisfy the criteria for admission to any membership class of the Association.
- 45.2 No member is entitled to any refund of the membership fee on ceasing to be a member for any reason. The membership of the Association is not transferable.
- 45.3 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.
- 45.4 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.

46. Expulsion of Members

- 46.1 If a member commits a grave breach of these articles, the member shall be expelled with the concurrence of two-thirds of the directors, as sanctioned by the Board of Directors. Following expulsion, membership fees shall not be reimbursed, and reapplication for membership shall be permitted only after the lapse of one year unless otherwise determined by the directors.
- 46.2 No regulations as to the manner in which members may be removed from membership of the Association are 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.
- 46.3 After the directors resolve to remove a member from the Association in accordance with article 47 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 uphold the resolution, the removal shall take effect at the end of the grace period.

47. 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 two-thirds of the number of the directors, it has acted in severe violation of the articles.
- (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—Organisation of General Meetings

In this Division and Division 3 under Part 3, the term "Delegate" shall also encompass an authorised representative of a member, and all articles within these Divisions that are applicable to the Delegates shall likewise apply to the authorised representatives.

48. 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.

49. 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 either or both of the following—
 - (i) the physical venue of the meeting;
 - (ii) the virtual meeting technology to be used for holding the meeting;

- (c) if 2 or more physical venues are specified under subparagraph (b)(i)—specify the principal venue, and the other venue or venues, of the meeting;
 - (d) state the general nature of the business to be dealt with at the meeting;
 - (e) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (f) 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;
 - (g) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
- (5) Paragraph (4)(f) 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.

50. 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.

51. 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.

52. 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 Delegate attending it are in the same physical venue as each other.
- (5) Two or more Delegate who are not in the same physical venue 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.
- (6) A Delegate attends a general meeting by using virtual meeting technology if—
 - (a) the Delegate uses the virtual meeting technology specified in the notice of the meeting; and
 - (b) where the Delegate has the rights to speak and vote at the meeting, the Delegate is able to exercise them.

53. Quorum for general meeting

- (1) Two-thirds of the total number of Board Members and Executive Members represented by their Delegates present in person shall constitute a quorum at a general meeting.
- (1A) For the purposes of paragraph (1), a Delegate who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present while so attending.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the Delegates attending it do not constitute a quorum.

54. Chairing general meetings

- (1) If the Chair of the Board 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 Chair of the board;
 - (b) the Chair of the Board is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the Chair of the Board is unwilling to act; or
 - (d) the Chair of the Board 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.

55. Attendance and speaking by non-voting members and non-members

- (1) Delegates of Senior Members and General Members may attend and speak at general meetings, even though they do not have a right to vote.
- (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.

56. Adjournment

- (1) If a quorum is not present within 30 minutes after the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members—be dissolved; or
 - (b) if not called on the request of members—be adjourned.

- (1A) If a general meeting is adjourned under paragraph (1)(b), the directors must determine—
 - (a) the date and time of the adjourned meeting;
 - (b) either or both of the following—
 - (i) the physical venue of the adjourned meeting;
 - (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
 - (c) if 2 or more physical venues are determined under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.
- (2) If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for holding the meeting, the Delegates in person 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 under paragraph (3) or (4), the chairperson must specify—
 - (a) the date and time of the adjourned meeting;
 - (b) either or both of the following—
 - (i) the physical venue of the adjourned meeting;
 - (ii) the virtual meeting technology to be used for holding the adjourned meeting; and
 - (c) if 2 or more physical venues are specified under subparagraph (b)(i)—the principal venue, and the other venue or venues, of the adjourned meeting.
- (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.
- (9) If no notice of an adjourned meeting is given, a person who attends the adjourned meeting by using either of the following virtual meeting technologies is to be regarded as being present while so attending—
 - (a) the virtual meeting technology determined by the directors under paragraph (1A);
 - (b) the virtual meeting technology specified by the chairperson under paragraph (5).

Division 3—Voting at General Meetings

57. 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.

58. 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.

59 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
 - (c) any Delegate or Delegates present in person and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) A demand for a poll on a resolution may be withdrawn.

60. 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, every Delegate present in person has 1 vote.

61. Votes of mentally incapacitated Delegates

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.

62. 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

63. 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

64. 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 Association'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 authorised person.
- (5) For the purposes of this article, an authorised person is—
 - (a) any director of the Association;
 - (b) the company secretary; or
 - (c) any person authorised by the directors for signing documents to which the common seal is applied.

65. 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 authorised 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.

66. 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

67. The Association's Intellectual Property Policy

The specific details of the Association's intellectual property rights provisions can be found in the "Intelligent Terminal Microelectronics Association Intellectual Property Rights Policy".

Division 4—Principles for financial management, asset management and utilization

68. The Association's sources of funds

The sources of funds for this association are:

- (1) Membership fees;
- (2) Social donations and sponsorships;
- (3) Income from technical activities or services within the approved scope of business;
- (4) Interest income; and
- (5) Other lawful income.

69. Determination of the amount of membership fee

The Directors shall annually review the amount of the membership fee for the Association, determining the fee for the current year based on the Association's income and expenditure for the preceding year, and shall publish the determined amount on the official website of the Association. Members shall pay the annual fee in full and punctually in accordance with the prescribed amount.

70. Application of funds

The funds of this Association shall be used to defray the following expenses:

- (1) The daily office expenses of the Secretariat;
- (2) Employee salaries;
- (3) Equipment procurement;
- (4) Various meetings of the Association;
- (5) Media promotion;
- (6) Brand maintenance; and
- (7) Other expenses required for the Association's business-related standards and industry development activities.

The funds shall be managed uniformly by the Secretariat and shall be utilised exclusively for their designated purposes, without deviation from the scope prescribed by the Association. The Secretariat shall provide the Directors with an annual report detailing the utilisation of the funds, accompanied by a financial audit report.

71. Management of the Association's assets

The asset management of this Association shall adhere to the financial management system applicable to limited liability companies, as prescribed by the relevant laws of the Hong Kong Special Administrative Region, and shall be subject to the oversight of the directors, government authorities, and audit departments.

The assets of this Association shall not be encroached upon, privately divided, or misappropriated by any entity or individual.

The intellectual property rights, standards, websites, and other assets generated from the activities of this Association shall belong to the Association and be shared among all members. Members utilising these intangible assets shall comply with the relevant rules and regulations of the Association.