

Articles of Association*

“PHKCCI – Portugal-Hong Kong Chamber of Commerce and Industry”

CHAPTER I

Denomination, scope, head office, and objectives

§ 1

1. The Association is named **PHKCCI – PORTUGAL-HONG KONG CHAMBER OF COMMERCE AND INDUSTRY**, abbreviated **PHKCCI**.
2. PHKCCI is a non-profit, private association with unlimited duration.
3. PHKCCI’s registered office shall be located on Avenida Duque D’Ávila, nr. 95, 4th floor, Rooms F and G, in the parish of Arroios, in the country of Lisbon, 1000-139 Lisbon, Portugal.
4. PHKCCI will develop its activities in Portugal and in Hong Kong Special Administrative Region of the People’s Republic of China, but may operate outside these territories whenever it pursues the statutory objectives.
5. PHKCCI may use and affix graphic marks (logo) and stamp on documents, communications for official use or others.

§ 2

PHKCCI’s main objective is to support the cooperation and the establishment of commercial relations between Portuguese businessmen and women in Hong Kong Special Administrative Region of the People’s Republic of China and vice versa, and:

- a.) Promote the interests of PHKCCI’s members in Portugal and abroad with special focus on Hong Kong Special Administrative Region of the People’s Republic of China;
- b.) Promote economic contacts between businessmen and women from Portugal and Hong Kong Special Administrative Region of the People’s Republic of China;
- c.) Cooperate with public administration, including local authorities;
- d.) Support and promote cultural events and scientific activities;
- e.) Promote the development of international entrepreneurship;
- f.) Promote cooperation with Portuguese entrepreneurs living and developing activities in Hong Kong and vice versa;
- g.) Seek and develop potential business partnerships for PHKCCI members;
- h.) Represent PHKCCI members’ common interests with the public, other businessmen and women and public administration bodies;
- i.) Present opinions, positions and requests that are in line with the interest of PHKCCI members;
- j.) Implement activities promoting PHKCCI as well as economic activities carried out by its members;
- k.) Analyse and discuss the legal regime of commercial and business activities.

- l.) Assist PHKCCI members with related issues and/or conflicts;
- m.) Support the dissemination and knowledge of Hong Kong Special Administrative Region of the People's Republic of China's culture and society;
- n.) Participate in national and international organisations.

§ 3

In order to pursue its purpose, PHKCCI is also responsible for:

- a.) Providing consulting services in the area of entrepreneurship and business formation in Portugal and Hong Kong Special Administrative Region of the People's Republic of China;
- b.) Support and promote sports and technological events;
- c.) Publish brochures and marketing materials related to statutory objectives.

CHAPTER II
Members of the Association
§ 4

1. PHKCCI has the following member categories:
 - a.) Individual Members;
 - b.) Supporting Members;
 - c.) Corporate Members;
 - d.) Honorary Members.
2. Individual Members are private individuals who subscribe to PHKCCI's statutory objectives and fulfil the obligation to pay their respective quota and other obligations.
3. Supporting Members are private individuals, or private or public organisations who subscribe to PHKCCI's statutory objectives and fulfil the obligation to pay their respective quota and other obligations.
4. Corporate Members are private or public organisations who subscribe to PHKCCI's statutory objectives and fulfil the obligation to pay their respective quota and other obligations.
5. Honorary Members are national or foreign private individuals, or private or public organisations that – due to their prestige, scientific or pedagogical status, or for the services rendered to PHKCCI – are admitted by the General Assembly following a proposal from the Board of Directors or from at least ten current members.
6. The admission of an Individual, Supporting or Corporate Member is subject to the approval of the Board of Directors, following a proposal of at least two current members. The minimum age requirement of private individuals is eighteen.

§ 5

1. The rights of the Members are the following:
 - a.) Participate with voting rights in the General Assembly;
 - b.) Elect and be elected or chosen by the governing bodies;
 - c.) Participate in activities promoted by PHKCCI;
 - d.) Enjoy the benefits that PHKCCI grants to its members;
 - e.) Submit requests or questions to PHKCCI governing bodies on any matter related to PHKCCI's existence.
2. The duties of the Members are the following:
 - a.) Comply with this Statute and contribute to the prestige and achievement of PHKCCI's objective;
 - b.) Pay any registration fee, contribution or any other supplementary benefit that may be approved by the General Assembly.

3. Members who are private or public organisations (legal persons) shall always be represented before PHKCCI by a natural person duly authorised to do so.
4. In the event that a private or public organisation member wishes to propose to the governing bodies, it must appoint a natural person to hold office in the private or public organisation's name in the event of election.
5. The membership is cancelled:
 - a.) At the Member's own request addressed to the Board of Directors;
 - b.) For non-payment of the contribution for a period exceeding one month, if the outstanding amounts are not settled within thirty days after written notice, sent via e-mail, to the Board of Directors;
 - c.) By coercive exclusion, resulting from the deliberation of the Board of Directors, when the member's non-compliance with the provisions of these statutes is verified.
6. In the cases of paragraphs 5 a.) and b.), article 5, the cancellation of the membership is automatic.
7. The loss of membership determines the loss of any paid membership fees.

CHAPTER III
Governing Bodies of the Association

§ 6

1. PHKCCI's governing bodies are: General Assembly, Board of Directors and Audit Committee.
2. The mandates of the members of the governing bodies are three years, without prejudice to re-election.
3. The election is made through lists subscribed by at least ten members, which will identify the positions to be held.

Section I
The General Assembly

§ 7

1. The General Assembly is made up of all members who are in full enjoyment of their rights.
2. In addition to the powers not expressly granted by these statutes to other governing bodies, it is in particular responsible for the following:
 - a.) Election and dismissal of members of other governing bodies;
 - b.) Determining PHKCCI's main directions of activities and development;
 - c.) Approve the activity plan, the budget, the report and the annual accounts of the Board of Directors, as well as the respective opinion of the Audit Committee;
 - d.) Authorize the Board of Directors to acquire, dispose of or encumber real estate, as well as the acceptance of inheritances, legacies, or donations and other relevant gifts;
 - e.) Approve the change of location of headquarters, and the creation of delegations or other forms of representation from PHKCCI;
 - f.) Admit and exclude Honorary Members;
 - g.) Approve the amendment of these statutes;
 - h.) Determine the membership fee, upon proposal of the Board of Directors;
 - i.) To deliberate the dissolution of PHKCCI, to appoint the liquidation commission and to determine the destination of the corporate assets and the procedures to be adopted.

§ 8

1. The General Assembly is composed of a President, a Vice President and a Secretary.
2. In the case of absence or disability, the President shall be replaced by the Vice President and the Vice President replaced by the Secretary. In case none are present, the General Assembly shall elect members who will direct it.
3. It is the responsibility of the General Assembly to:
 - a.) Convene the Assembly and direct its work;
 - b.) Set the election date for the governing bodies, organize the respective process and appoint an oversight committee for them;
 - c.) Exercise the powers delegated to it by the General Assembly.

§ 9

1. The General Assembly meets ordinarily once a year and extraordinarily whenever called by the Board of Directors or the General Assembly, or by a duly substantiated request signed by one tenth of the full members in full enjoyment of their rights.
2. The General Assembly meeting shall be convened by means of a postal notice issued to each member at least eight days in advance. The notice shall indicate the day, time and place of the meeting and its agenda.
3. Resolutions taken on matters foreign to the agenda are void unless all members attend the meeting and all agree to the amendment.
4. The attendance of all members sanctions any irregularities of the call, provided that none of them opposes the holding of the meeting.

§ 10

1. The General Assembly deliberates: on first call, with the presence of the majority of the members in full enjoyment of their rights and, on second call, with any number of members.
2. Except as provided in the following paragraphs, resolutions are taken by an absolute majority of the votes of the members present.
3. The resolution on the amendment of the statutes requires the favourable vote of three quarters of the number of members present.
4. Resolutions on the dissolution or extension of the legal person require the favourable vote of three quarters of the number of all members.

Section II
The Board of Directors
§ 11

1. The Board of Directors is composed of a President, two Vice Presidents, a General Secretary and a Treasurer.
2. It is the responsibility of the Board of Directors to:
 - a.) Comply with and enforce the statutes and rules of procedure, as well as direct PHKCCI's entire activity;
 - b.) Promote the execution of the resolutions of the General Assembly;
 - c.) Represent PHKCCI in or out of jurisdiction;
 - d.) Propose to the General Assembly the creation of delegations or other forms of representation of PHKCCI;
 - e.) Appoint Board delegates to regional or local delegations and other establishments;
 - f.) Create and terminate PHKCCI-related technical committees, working groups, and branches;
 - g.) To admit and exclude members under Article 5, as well as to propose Honorary Members;
 - h.) Propose to the General Assembly the alteration of the amounts of the enrolment fee and membership fee;
 - i.) Manage PHKCCI's assets and funds;
 - j.) Organize and direct membership services by drafting the necessary rules of procedure;
 - k.) Prepare and present annually to the General Assembly a report and accounts of the Board of Directors, as well as the application of the balance and budget for the following year;
 - l.) Develop and enforce regulations on matters within its competence;
 - m.) Request the President of the General Assembly to convene extraordinary meetings whenever deemed convenient;
 - n.) Exercise all powers delegated by the General Assembly;
 - o.) Approve PHKCCI's rules of procedure.

§ 12

1. The Board of Directors meets ordinarily and formally at least once each semester.
2. The Board of Directors shall act with the presence of at least three of its members, the decision being taken by a majority.
3. The Board of Directors may delegate all its powers to one of its members and appoint proxies by proxy for certain acts.
4. PHKCCI is bound by the signature of two members of the Board of Directors, or that of a

proxy under the terms of their respective mandate.

5. The Board of Directors is firmly responsible for the actions of its management.
6. The Board of Directors' responsibility, safeguarding the legitimate interests of others, ceases six months after approval of the report and accounts.
7. Any liability shall be exempt from the members of the Board of Directors who have not taken part in the respective resolution if they oppose it in writing as soon as they become aware of it, and those who have expressly voted against the respective resolution.
8. Minutes are taken of all ordinary and formal meetings of the Board of Directors, which, after approval, are signed by all those present.

Section III
The Audit Committee
§ 13

1. The Audit Committee is composed of a President, a Vice President, a Secretary and a Substitute Member.
2. It is the responsibility of the Audit Committee to:
 - a.) Examine PHKCCI's accounting at least once each semester;
 - b.) Give opinion on the report and accounts presented by the Board of Directors, as well as on the budget;
 - c.) Attend Board meetings, whenever called on by the Board of Directors, without voting rights;
 - d.) Request the President of the General Assembly to convene extraordinary meetings whenever deemed convenient.
 - e.) Advise on matters involving financial liability.

§ 14

The Audit Committee meets ordinarily and formally, at least once a semester, and deliberates with the presence of at least three of its members.

CHAPTER V
Assets and Funds of the Association

§ 15

1. PHKCCI's assets are made up of all movable and immovable property acquired for free by PHKCCI and the rights that accrue to them.
2. PHKCCI's funds are:
 - a.) The product of enrolment fees and membership fees;
 - b.) Amounts resulting from grants, donations and legacies from publicly or privately accepted entities;
 - c.) Income from social events;
 - d.) Proceeds from the sale of publications or the provision of services.
3. Revenue is applicable to cover PHKCCI's operating expenses and to increase its activities.

CHAPTER VI
Amendments to the Statutes and Dissolution of the Association

§ 16

The amendment of these statutes and the dissolution of PHKCCI may only be decided at a meeting of the General Assembly especially convened for this purpose and in accordance with the provisions of paragraphs 3 and 4 of article 10.

§ 17

Interpretation and integration of the shortcomings of these statutes are the responsibility of the General Assembly, making use of the legal provisions governing the Associations.

§ 18

PHKCCI's governing bodies will be composed of the grantors of the public deed of incorporation and in accordance with the distribution and functions contained in Annex I to these statutes.

§ 19

1. The exercise of functions in the governing bodies is free of charge, but any expenses arising from it are borne by PHKCCI.
2. Notwithstanding the preceding paragraph, in case the extended or full-time dedication of one or more members of the Board of Directors is justified, the remuneration may take place, depending on its approval by the General Assembly.

* This is the translation of the original Portuguese version. In case of dispute the Portuguese version shall prevail.