

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**BUSINESS ENVIRONMENT COUNCIL LIMITED**  
**商界環保協會有限公司**

Name changed on 1st November 2000

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Incorporated the 25th day of February, 1992.

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THE COMPANIES ORDINANCE (CAP. 32)

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COMPANY LIMITED BY GUARANTEE

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MEMORANDUM OF ASSOCIATION

of

**BUSINESS ENVIRONMENT COUNCIL LIMITED**

商界環保協會有限公司

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\*1. NAME

The name of the Company is "BUSINESS ENVIRONMENT COUNCIL LIMITED 商界環保協會有限公司" (the "Company").

2. REGISTERED OFFICE

The registered office of the Company will be situated in Hong Kong.

3. OBJECTS

The objects of the Company are:-

- (1) to advocate the business case for sustainable development, and assist the community to find an appropriate balance between financial, environmental and social development;
- (2) to generate, market and implement, for the benefit of the community, projects and programs concerned with increasing awareness of, and participation in improved environmental performance and sustainable business practices;
- (3) to educate, encourage, support and advise the business community to improve corporate responsibility with a particular emphasis in working with small and medium sized enterprises;
- (4) to recruit an active membership including private companies, business associations, academic institutions and other organizations with similar objectives;

\*Note: The original name was "Centre of Environmental Technology Limited" which name was changed on 1 November 2000 to "Business Environment Council Limited ( 商界環保協會有限公司 )".

- (5) to maintain and update information, and initiate, coordinate and manage research for the local or regional, private or public sectors related to sound environmental management and corporate social responsibility;
- (6) to operate award, certification and labeling programs that evaluate the performance of private or public sector projects, developments or products, to recognize and make more visible achievements and products or services that benefit the community;
- (7) to facilitate the sharing of best practice, and transfer of technologies and innovative solutions;
- (8) to sponsor or to seek sponsorship for the production of educational films, television and radio programmes and videos and for the publication of articles, books and other written material connected with the objects of the Company and to sponsor and encourage the dissemination of information discussion and lectures in connection with industrial and environmental pollution;
- (9) to carry out and perform all and any other acts, works, enterprises or things as are of a charitable nature;
- (10) to apply for, invite and collect from members of the Company or from any other persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance and to apply or donate any money, services or facilities for the purpose of achieving any of the foregoing objects;
- (11) to grant scholarships, donate money, provide funds, offer and award prizes, make gifts in kind and promise gifts to or for others whether charitable organisations or not for the purpose of charitable objects being carried out or achieved;
- (12) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- (13) to demise, let or agree to demise and let, to accept surrenders of, to mortgage, sell and absolutely dispose of, to surrender, to grant rights of way and other easements over or otherwise howsoever to deal with all or any part or parts of the Company's land and hereditaments, messuages and tenements or any estate or interest therein respectively;
- (14) in so far as the same are necessary to further the main objects of the Company, to advance money by way of loan on any land or hereditaments of any tenure whether the same shall be wholly or partly built on or not or on

any messuages or tenements or any estate or interest in any land or hereditaments, messuages, or tenements at such amount and at such rate of interest and upon such terms and conditions as the Company shall think fit and, in particular, to lend money to any person or persons, company or undertaking to build on or develop or improve any property upon which the Company shall advance or agree to advance money or in which it is interested;

- (15) to purchase or otherwise acquire from the holders thereof shares in any company or undertaking carrying on any business which corresponds with the objects of the Company;
- (16) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;
- (17) to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its objects;
- (18) to borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property (both present and future) and undertaking and collaterally or further to secure any obligations of the Company by a trust deed or other assurance;
- (19) in so far as the same are necessary to further the charitable objects of the Company, to guarantee or otherwise support or secure whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being a subsidiary of the Company or is otherwise associated with the Company in its business, and to act as agents for the collection, receipt or payment of moneys, and to enter into any contract of indemnity or suretyship (but not in respect of fire, life and marine insurance business);
- (20) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, or to subscribe for or acquire or hold any shares, stocks, debentures on any other securities as may be thought fit;

- (21) in so far as the same are necessary to further the charitable objects of the Company, to lend money to such persons, companies or associations and on such terms as may seem expedient and to guarantee the performance of contracts by any such persons, companies or associations;
- (22) to employ and remunerate and, from time to time if thought fit, dismiss and replace with others such clerks or servants or other employees as the Company may think fit, lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as may be considered expedient;
- (23) to draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;
- (24) to obtain any ordinance, enactment or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient;
- (25) to vest any real or personal property, rights or interest acquired or belonging to the Company in any person for the benefit of the Company with a declaration in favour of the Company;
- (26) to subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other association or company having objects altogether or in part similar to those of the Company or carrying on any enterprise or operation capable of being conducted so as directly or indirectly to benefit the Company;
- (27) to establish or promote or concur in establishing or promoting any company or companies which may seem directly or indirectly calculated to benefit the Company;
- (28) to procure the Company to be registered or recognised in any part of the world;
- (29) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith;
- (30) to support or, as the case may require, oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or, as the case may require, prejudice the Company's interest;

- (31) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company and the wives, widows, families and dependents of any such persons and make payments to or towards the insurance of any such persons as aforesaid;
- (32) to give any remuneration or other compensation (in cash or in any other manner the Board may think fit) to any person for services rendered in the conduct or course of the Company's administration and business but so that no Director except the Executive Director of the Company shall be appointed to any salaried office with the Company;
- (33) generally to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- (34) to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the incorporation and registration of the Company;
- (35) to apply money for any of the purposes hereof;
- (36) to carry out any other acts or things which may seem to the Company capable of being conveniently carried out in connection with the foregoing objects of the Company or as are incidental or conducive to the attainment of the above objects or any of them;

Provided that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) the powers set forth in the Seventh Schedule of the Ordinance are hereby excluded.

#### 4. USE OF INCOME AND PROPERTY

The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly