

會員週年大會通告

Notice of Annual General Meeting

議會謹訂於二零一三年十一月十九日(星期二)下午二時三十分，假座香港九龍將軍澳唐德街三號香港九龍東皇冠假日酒店宴會廳舉行第二十六屆會員週年大會，以處理下列事務：

1. 省覽〈主席報告〉；
2. 省覽〈總幹事報告〉；
3. 省覽並審議截至二零一三年六月三十日止年度的經審核賬目、〈理事會報告〉及〈獨立核數師報告〉；
4. 委任二零一三至二零一四年度核數師並釐定其酬金；
5. 按特別事務審議以下議會的特別決議案，並且如認為適當，通過該決議案：
「按附錄I修訂《議會組織章程大綱及細則》」；
6. 選舉理事：
 - a. 介紹理事候選人；
 - b. 由會員以不記名投票方式選出四名理事；
 - c. 宣佈選舉結果。

敬請全體會員出席。

承理事會命

總幹事

董耀中 JP

二零一三年十月二十五日

Notice is hereby given that the 26th Annual General Meeting of the members of the Travel Industry Council of Hong Kong (TIC) will be held on Tuesday, 19 November 2013 at 2.30 pm at the Grand Ballroom of the Crowne Plaza Hong Kong Kowloon East, 3 Tong Tak Street, Tseung Kwan O, Kowloon, Hong Kong to transact the following business:

1. To receive the Chairman's report;
2. To receive the Executive Director's report;
3. To receive and consider the audited accounts and the reports of the Board of Directors and the independent auditor for the year ended 30 June 2013;
4. To appoint auditors for the year 2013/2014 and to fix their remuneration;
5. As special business, to consider and if deemed fit, to pass the following resolution as a special resolution of the TIC:
"That the Memorandum and Articles of Association of the TIC be amended as stipulated in Appendix I";
6. To elect directors:
 - a. Presentation of candidates for election to the Board;
 - b. Balloting – to elect four directors;
 - c. Announcement of the result of election.

All members are invited to attend this meeting.

By order of the Board

Joseph Tung JP

Executive Director

25 October 2013

附註：

1. 已向議會登記為公司負責人的人士，或按《議會組織章程細則》第42條登記的兩人中的任何一人，均有權代表該會員投票並行使其所有權力。
2. 凡有資格出席及投票的會員，均有權委託投票代表出席及投票。根據第36(2)條，投票代表必須為已向議會登記為公司負責人的人士，或根據第42條向議會登記的兩名代表的其中之一，而且不可代表超過一名會員。
3. 會員如在週年大會前三十天內加入議會、或在週年大會前三十天內售賣公司，則已按第49條向議會登記的負責人可在週年大會上投票。
4. 已登記的公司代表，必須攜帶身份證於週年大會當天到會場登記，登記後才可投票。入場登記將於下午一時三十分開始，大會召開後結束。
5. 特別決議案的註釋列於附錄I內。

Notes:

1. The authorised person of the member registered with the TIC or one of the two persons registered with the TIC pursuant to Article 42 of the Articles of Association of the TIC shall be entitled to vote and exercise the same powers on behalf of the member which he represents.
2. A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of the member. In accordance with Article 36(2), the proxy must be the authorised person registered with the TIC or one of the two representatives registered with the TIC pursuant to Article 42 and such a proxy may not represent more than one member.
3. If a company which is a member of the TIC for less than 30 days from the date of the Annual General Meeting or there is a sale of the company within 30 days of the date of the Annual General Meeting, the authorised person that the member has registered with the TIC pursuant to Article 49 is permitted to vote at the general meeting.
4. Registered representatives are requested to bring along their identity cards and register their attendance upon arrival in order to be eligible to vote at the meeting. Registration will start from 1.30 pm and close when the meeting commences.
5. Explanatory notes to the special resolution are stated in Appendix I.

附錄I

特別決議案

1. 在《議會組織章程大綱》第8項後加上以下條款為第9項：
 9. 議會不得成立附屬公司或持有另一法人團體的控制權益，除非在成立該附屬公司或持有該項控制權益之前已獲公司註冊處處長書面批准。
2. 刪去《議會組織章程細則》第45(2)(b)條中「full calendar」(整公曆)等字，並於同一條文中，在「year」(年)一字之後加上「as defined in paragraph (a)」(按(a)段的定義)。

註：

1. 有關修訂把香港法例第32章《公司條例》的一項新規定納入《議會組織章程大綱》。
2. 有關修訂是為了整理第45(2)(b)條，使之與第45(2)(a)條相一致，即「one year」(一年)的定義是指議會兩個週年大會之間的時段，而非公曆年。

Appendix I

Special resolution

1. That the following provision be added immediately after Clause 8 as Clause 9 of the Memorandum of Association of TIC:
 9. TIC shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.
2. That the words 'full calendar' be deleted from Article 45(2)(b) of the Articles of Association of TIC and the words 'as defined in paragraph (a)' be added immediately after the word 'year' in the same article."

Notes:

1. The amendment is to incorporate a new regulation under the Companies Ordinance (Cap. 32) into the Memorandum of Association of the TIC.
2. The amendment is to tidy up Article 45(2)(b) so that it is in line with Article 45(2)(a) in which "one year" is defined as the period between two Annual General Meetings and not a calendar year.