

PAUL HASTINGS

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20 August 2018

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BY POST AND BY FAX (+852 2200 4327)

Societies Office
12/F., Arsenal House,
Police Headquarters,
No. 1 Arsenal Street
Wanchai, Hong Kong

Dear Sirs:

**Application for Changes of Particulars of Registered Society
Hong Kong Gay and Lesbian Attorneys Network
(Your Ref: (11) in CP/LIC/SO/195/51260)**

We act of Hong Kong Gay and Lesbian Attorneys Network ("HKGALA").

We refer to your letter to HKGALA on 9 August 2018 (the "Letter"). On behalf of HKGALA, we enclose a copy of the revised by-laws of HKGALA with the proposed new name of "Hong Kong LGBT+ Attorneys Network" for your perusal.

If you have any question, please contact our Mr. Jeff Lee on +852 2867 1232.

Yours faithfully,



Jeff Lee
for PAUL HASTINGS

JL

Enclosures

Partners

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BY-LAWS
OF
HONG KONG LGBT+ ATTORNEYS NETWORK

1. NAME AND OBJECTIVES

1.1 Name

The name of the organization shall be "Hong Kong LGBT+ Attorneys Network", hereinafter referred to as "HKGALA".

1.2 Objectives

The objectives of HKGALA shall be:

- a) to promote gay, lesbian, bisexual and transgender ("LGBT") diversity and inclusion in the legal profession;
- b) to increase awareness of LGBT legal issues in Hong Kong and abroad;
- c) to encourage LGBT-focused pro bono work;
- d) to partner with public and private institutions on LGBT diversity and inclusion matters; and
- e) to ensure that, within the legal sector, LGBT individuals can bring their authentic selves to work.

2 MEMBERSHIP & SUPPORTING ORGANIZATIONS

2.1 Individual members and supporting organizations

- a) Membership of HKGALA is open to individuals in the legal profession or who work for law firms or legal departments, including those in private practice and those who are in-house, in legal recruiting, in academia, in government, law students or those who work in non-profit or other organizations who support the objectives of HKGALA and fulfill any other criteria determined by the Executive Committee from time to time.
- b) Institutions or organizations which support the overall objectives of HKGALA and fulfill any other criteria determined by the Executive Committee from time to time may be recognized as a supporting organization of HKGALA. For the avoidance of doubt, a supporting organization of HKGALA is not a member of HKGALA and it is acknowledged that a position or action taken by HKGALA

neither obligates any supporting organization to take such position or support such action.

2.2 Application for membership and supporting organization status

- a) Individual candidates for membership of HKGALA may apply for membership on a form, if any, prescribed by the Executive Committee from time to time.
- b) Supporting organizations may be recognized as supporting organizations of HKGALA pursuant to such procedures as may be adopted from time to time by the Executive Committee.
- c) Unless otherwise determined by the Executive Committee, any individual subscribing to the e-mail distribution list of HKGALA shall be deemed to be a member of HKGALA.
- d) The Executive Committee may in its absolute discretion, without giving reasons, approve or reject any application for membership or recognition as a supporting organization and any supporting organization may cease to be a supporting organization at any time in its sole discretion upon written notice (including by way of email) to the Executive Committee.

2.3 Entrance and annual subscription

- a) No entrance fee or annual subscription is payable by the members or supporting organizations of HKGALA as at the adoption of these by-laws.
- b) Notwithstanding Clause 2.3(a) above, the Executive Committee may, in its discretion in the future, impose an entrance fee and/or an annual subscription or membership fee to be paid by the applicants to and/or the members and/or the supporting organizations of HKGALA as a condition for new or continued membership or recognition as a supporting organization (as the case may be). The amount of the entrance fee and/or the annual subscription to be paid by the members and/or the supporting organizations of HKGALA shall be fixed from time to time by the Executive Committee.

2.4 Revocation of membership and supporting organization status

- a) Any member or supporting organization of HKGALA whose conduct the Executive Committee determines renders him/her/it undesirable to be a member or a supporting organization of HKGALA or whose membership or supporting organization status is inconsistent with the interests of HKGALA may, in the sole discretion of the Executive Committee, have his/her/its membership or supporting organization status revoked.
- b) When a member or a supporting organization of HKGALA ceases to be a member or a supporting organization of HKGALA for whatever reason, all

fees, subscriptions, contributions or levies, if any, previously paid by such member or supporting organization shall not be refunded under any circumstances.

3. EXECUTIVE COMMITTEE

3.1 Executive Committee

- a) The administration of HKGALA and the conduct of its business shall be vested in the Executive Committee and may be delegated to any of the Sub-committees established by the Executive Committee at its sole discretion.
- b) The Executive Committee is to be composed of a minimum of 3 members and a maximum of 9 members as determined by the Executive Committee from time to time.
- c) Each member of the Executive Committee shall be designated as a co-chair of the Executive Committee.
- d) All members serving on the Executive Committee shall act in an honorary capacity and shall not receive any remuneration for their services, but may be reimbursed for expenses incurred for and on behalf of HKGALA subject to the approval of such expenses by the Executive Committee.

3.2 Appointment, suspension or dismissal of a member of Executive Committee

- (a) Appointments to the Executive Committee shall be approved by the votes of two-thirds of the members of the Executive Committee in office at the time of such vote
- (b) The Executive Committee may, for any reason deemed good and sufficient in the interests of HKGALA, suspend or dismiss any member of the Executive Committee by a vote of two-thirds of the members of the Executive Committee in office at the time of such vote (excluding the member in question who shall not be entitled to vote with respect to such suspension or dismissal).

3.3 Vacancies on Executive Committee

In the case of a vacancy on the Executive Committee, the Executive Committee may, by the votes of two-thirds of the members of the Executive Committee in office at the time of such vote, fill the vacancy with an individual member in good standing.

3.4 Meetings and quorum of Executive Committee

- a) Meetings of the Executive Committee may be convened by a co-chair of the Executive Committee as often as deemed necessary but no less than four (4) times annually.

- b) A quorum of 3 members of the Executive Member is required for all meetings of the Executive Committee.
- c) For every meeting of the Executive Committee, members of the Executive Committee shall be notified of the meeting five (5) calendar days in advance by e-mail notice unless such notice is waived by each member of the Executive Committee.
- d) Unless otherwise provided herein, all decisions of the Executive Committee shall be valid if they are made by a majority of votes of all those members of the Executive Committee present constituting a quorum, except for the following matters which shall be determined by a vote of two-thirds of the members of the Executive Committee in office at the time of such vote:
 - (i) any change to the name of HKGALA;
 - (ii) the appointment, suspension or dismissal of any member of the Executive Committee;
 - (iii) the use of HKGALA's name, logo or any intellectual property rights in public or for any public purpose, including but not limited to entering into contracts, signing of petitions and participating or intervening in legal actions, in each case, in the name of HKGALA;
 - (iv) to seek exemption from tax as a charitable institution under section 88 of the Inland Revenue Ordinance, as the same may be amended from time to time and/or to form any separate legal entity as a charitable institution under section 88 of the Inland Revenue Ordinance; and
 - (v) any amendment or alteration to these by-laws.
- e) All decisions of the Executive Committee shall be binding on all members of HKGALA.

3.5 Sub-committees

- a) The Executive Committee may from time to time establish the following sub-committees and/or any other sub-committees as deemed necessary or desirable to accomplish HKGALA's objectives:
 - (i) membership sub-committee;
 - (ii) programming and events sub-committee;
 - (iii) public policy sub-committee;
 - (iv) finance sub-committee; and

- (iii) pro-bono sub-committee.
- b) Members of the sub-committees shall be comprised of one or more members of the Executive Committee and any other members of HKGALA, as determined by the Executive Committee from time to time.

3.6 Bank accounts

The Executive Committee may, at its sole discretion, open and maintain one or more bank accounts in Hong Kong in the name of HKGALA.

4. COMMUNICATIONS

4.1 Official communications

Any official communications issued on behalf of or in the name of HKGALA shall require approval by the Executive Committee.

4.2 E-mail distribution list

At the discretion of the Executive Committee, HKGALA will maintain an e-mail distribution list containing e-mail addresses of each member of HKGALA and each key contact person at supporting organizations of HKGALA for electronic communications. The Executive Committee may periodically request members of HKGALA to update their information on the list. Any amendment or alteration to the e-mail distribution list shall require the approval of the Executive Committee.

4.3 Use of HKGALA's name and logo

The use of HKGALA's name, logo or any intellectual property rights in public or for any public purpose shall be determined by a majority vote of two-thirds of the members of the Executive Committee in office at the time of such vote.

4.4 Personal data privacy

The Executive Committee shall adopt policies on personal data privacy in accordance with all applicable laws and regulations.

5. REGISTRATION AND CHARITABLE STATUS

HKGALA shall be registered as a "Society" under the Societies Ordinance (Cap. 151) with the Hong Kong Police and HKGALA shall comply with the provisions of that ordinance and all other applicable laws and regulations. The Executive Committee may, by a majority vote of two-thirds of the members of the Executive Committee in office at the time of such vote, approve to do all such things and acts as the Executive Committee deems fit to seek exemption from tax as a charitable institution under section 88 of the Inland Revenue Ordinance and/or, at the discretion of the

Executive Committee, to cause a separate legal entity to be formed as a charitable institution under section 88 of the Inland Revenue Ordinance.

6. INDEMNITY

- a) Every member of the Executive Committee shall be entitled to be indemnified by HKGALA against all costs, charges, losses, expenses and liabilities incurred by him/her in the execution and/or discharge of his/her duties and/or the exercise of his/her powers and/or otherwise in relation to or in connection with his/her duties, powers or office. HKGALA shall have an affirmative obligation to defend every member of the Executive Committee in any proceedings (whether civil or criminal) taken against such member of the Executive Committee for any negligence, default, breach of duty or breach of trust (except for fraud, intentional misconduct or any criminal act as finally determined by a court of competent jurisdiction) in relation to HKGALA.
- b) No member of the Executive Committee shall have any personal liability in respect of the execution and/or discharge of his/her duties and/or the exercise of his/her powers and/or otherwise in relation to or in connection with his/her duties, powers or office, to the maximum extent allowable by law.
- c) The Executive Committee may decide to purchase and maintain insurance, at the expense of HKGALA or otherwise, for all members of the Executive Committee against:
 - (i) any liability to any person attaching to a member of the Executive Committee in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to HKGALA; or
 - (ii) 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 HKGALA.

7. DISSOLUTION

In the event of HKGALA being dissolved, any surplus assets remaining after the satisfaction of all its debts and liabilities shall be disposed of in such manner as determined by the Executive Committee.

8. AMENDMENT

Any amendment or alteration to these by-laws shall be approved by a majority vote of two-thirds of the members of the Executive Committee in office at the time of such vote.

9. INTERPRETATION

The interpretation of these by-laws shall rest with the Executive Committee. Any matters not provided for in these by-laws shall be referred to and decided upon by the Executive Committee.