

BYLAWS
OF
THE HONG KONG POLYTECHNIC UNIVERSITY
ASSOCIATION (NORTHERN CALIFORNIA)

A California Nonprofit Mutual Benefit Corporation

ARTICLE I
NAME

1.1 The name of this corporation is The Hong Kong Polytechnic University Association (Northern California).

ARTICLE II
PRINCIPAL OFFICE OF THE CORPORATION

2.1 Principal Office of the Corporation. The principal office for the transaction of the activities and affairs of this corporation is located at 711 Santa Fe Avenue, Albany in Alameda County, California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

2.2 Other Offices: Other Offices of the Corporation. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

3.1 General Purpose. The general purpose of this corporation is to engage in any lawful acts or actions for which a corporation be organized under such law.

3.2 Specific Purpose. This corporation is a non-profit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Mutual Benefit Corporation Law for mutual benefit purposes. Such purposes include, but are not limited to foster, promote and further communications among past, present, and future students, graduates, teaching and administrative staff of The Hong Kong Polytechnic University (PolyU).

ARTICLE IV
CONSTRUCTION AND DEFINITIONS

4.1 Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the

masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE V CORPORATIONS WITHOUT MEMBERS

5.1 Members Prohibited. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation’s Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

5.2 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members, shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Mutual Benefit Corporations Law in the members shall vest in the Directors.

ARTICLE VI DIRECTORS

6.1 Powers. Subject to the provisions of the Corporations Code of California and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of, the Board of Directors.

6.2 Number and Qualification of Directors. The Board of Directors shall consist of a minimum of three (3) and a maximum of seven (7) until changed by a duly adopted amendment to this Bylaw adopted by the majority vote of the Board of Directors. Each Director shall be either a former employee or a former student of The Hong Kong Polytechnic University or its predecessors.

6.3 Designated Directors. The initial six (6) Directors shall be designated by the incorporator. These six (6) Directors shall hold office for six (6) years and until a successor Director has been designated and qualified. These six (6) Directors shall elect the other Directors. All other Directors shall hold office for four (4) years and until a successor Director has been designated and qualified.

6.4 Vacancies on Board of Directors. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any Director, (b) the declaration by Board resolution of a vacancy in the office of a Director who has been declared of unsound mind by a court order, convicted of felony, or, if the corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Corporations Code of California; (c) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any Director(s); (d) an increase in the authorized number of Directors; or (e) a failure of the members, at any meeting of

members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at that meeting.

6.5 Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

6.6 Filling Vacancies on Board of Directors. Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporation Code of California, or (3) a sole remaining Director.

6.7 Place of Meetings and Meetings by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone, video screen communication, internet, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(a) Each member participating in the meeting can communicate concurrently with all other members.

(b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(c) The Board has adopted and implemented a means of verifying both of the following:

(1) A person communicating by telephone, video screen, internet, or other communications equipment is a Director entitled to participate in the Board meeting.

(2) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

6.8 Annual Meeting. Each year, the Board of Directors shall hold a regular meeting on February 25th for the purpose of organization, any desired election of officers, and the transaction of other business. Notice of this meeting shall not be required.

6.9 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

6.10 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the President or any Vice President or the Secretary or any two Directors.

Notice of the time and place of special meetings shall be delivered personally, by telephone or by e-mail to each Director or sent by first-class mail or telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the corporation. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally or by telephone or by telegram or by e-mail, it shall be so delivered at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice may be communicated either to the Director personally or to any person at his office who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

6.11 Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, the provisions on (a) approval of contracts or transactions between this corporation and one or more Directors or between this corporation and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6.12 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

6.13 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.14 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 6.10 of this Article VI, to the Directors who were not present at the time of the adjournment.

6.15 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6.16 Fees and Compensation of Directors. Directors may receive such compensation, if any, for their services as Directors or officers, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE VII COMMITTEES

7.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate, by a vote of a majority of the authorized number of Directors, one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committees, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (a) the approval of any action which, under the Corporations Code of California, also requires shareholders' approval or approval of the outstanding shares;
- (b) the filling of vacancies on the Board of Directors or in any committee;
- (c) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amenable or repealable;
- (f) a distribution to the shareholders of the corporation, except at a rate or in a periodic amount or within a price range determined by the Board of Directors; or

(g) the appointment of any other committees of the Board of Directors or the members of these committees.

7.2 Meetings and Action of Committees. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the Board, these Bylaws shall govern the meetings and actions of committees, with such changes in application of these Bylaws as are necessary or appropriate for any committee.

ARTICLE VIII OFFICERS

8.1 Officers. The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the Section 8.3 of this Article VIII. Any number of offices may be held by the same person.

8.2 Election of Officers. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Sections 8.3 or 8.5 of this Article VIII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

8.3 Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

8.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

8.5 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

8.6 Chairman of the Board. The Chairman of the Board, if such an officer be elected, shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairman of the Board shall in addition be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Section 8.7 of this Article VIII.

8.7 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. He shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

8.8 Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

8.9 Secretary. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and shareholders, showing (a) the time and place of meetings and whether regular or special; (b) in the case of special meetings, how authorized and the notice given; (c) the names of those present at Directors' meetings or committee meetings; (d) the number of shares present or represented at shareholders meetings, and the proceedings.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the corporation's transfer agent or registrar, as determined by resolution of the Board of Directors, a share register, or a duplicate share register, showing (a) the names of all shareholders and their addresses; (b) the number and classes of shares held by each; (c) the number and date of certificates issued for the same; and (d) the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board of Directors required by the Bylaws or by law to be given, and he shall keep the seal of the corporation if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

8.10 Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets,

liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. He shall cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors. He shall render to the President and Directors, whenever they request it, an account of all of the corporation's transactions and of the financial condition of the corporation. He shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

8.11 Contracts with Directors and Officers. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (a) the material facts as to the transaction and such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon; (b) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common Directorship, officership, of financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

ARTICLE IX INDEMNIFICATION

9.1 To the fullest extent permitted by law, this corporation may indemnify its Directors officers, employees, and other persons described in Corporations Code Section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this Bylaw, shall have the same meaning as in that Section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 7237(b) or Section 7237(c), the Board shall promptly decide under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At the meeting, the members shall determine under Corporations Code Section 7237(e) whether the applicable standard of conduct has been

met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 9 of this Article IX of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE X INSURANCE

10.1 This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's or agent's status as such.

ARTICLE XI RECORDS AND REPORTS

11.1 Maintenance and Inspection of Other Corporate Records. The accounting books and records and minutes of proceedings of the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written form; and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. The foregoing documents shall be open to inspection upon the written demand of any California Attorney General, at any reasonable time during usual business hours, for a purpose reasonably related to the examination of the corporation's financial status. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

11.2 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. Such inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

11.3 Financial Statements. A copy of any annual financial statement and any income statement of the corporation for each fiscal year, and any accompanying balance sheet of the corporation as of the end of each such period, that has been prepared by the corporation shall be kept on file in the principal executive office of the corporation for twelve (12) months and each such statement shall be exhibited at all reasonable times to the California Attorney General

demanding an examination of any such statement or a copy shall be mailed to the California Attorney General.

The income statements and balance sheets referred to in this Section shall be accompanied by the report, if any, of any independent accountants engaged by the corporation or the certificate of an authorized officer of the corporation that the financial statements were prepared without audit from the books and records of the corporation.

11.4 Biennial Statement of General Information. The corporation shall file a biennial statement with the Secretary of State of the State of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, Secretary and Chief Financial Officer, the street address of its principal executive office or principal business office in this state, and the general type of business constituting the principal business activity of the corporation, together with a designation of the agent of the corporation for the purpose of service of process, all in compliance with the Corporations Code of California.

ARTICLE XII AMENDMENTS

Bylaws, other than a Bylaw or an amendment of a Bylaw changing the authorized number of Directors, may be adopted, amended, or repealed by the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting Secretary of The Hong Kong Polytechnic University Association (Northern California); and

2. The above Bylaws, consisting of ten (10) pages, are the Bylaws of this corporation as adopted by the Incorporator on _____.

IN WITNESS WHEREOF, I have subscribed my name on _____.

Cecilia Miu Yung Yeung-Tang
Secretary