

APPENDIX 4.1 STANDARD FORM OF MEMORANDUM OF AGREEMENT

(a) To be Signed by a Single Consultant

MEMORANDUM OF AGREEMENT

MEMORANDUM OF AGREEMENT made the _____ day of _____ BETWEEN THE GOVERNMENT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION of¹ _____

_____ (hereinafter called “the Employer”) of the one part and² _____

_____ of³ _____

_____ (hereinafter called “the Consultants”) of the other part

WHEREAS the Employer requires the Consultants to provide professional services in respect of

_____ (hereinafter called “the Assignment”) details of which are set out in the Brief annexed hereto AND WHEREAS the Consultants have agreed to provide such services in accordance with the Brief, the General Conditions of Employment of Engineering and Associated Consultants and the Special Conditions of Employment (if any) annexed hereto (both of which are hereinafter referred to as “the Conditions”), and subject to the payment to them by the Employer of the fees and other payments set out in the Schedule of Fees annexed hereto

NOW THEREFORE IT IS AGREED AS FOLLOWS :-

1. This Agreement shall comprise :-

- (a) The Brief
- (b) The Conditions
- (c) The Schedule of Fees
- (d) Any relevant correspondence
- (e) Any additional matters

all of which documents are annexed hereto and marked “Agreement No. ”

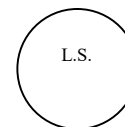
2. The Director for the purposes of this Agreement shall be⁴

3. In consideration of the payments made at the times and in the manner set forth in the Agreement by the Employer, the Consultants hereby jointly and severally⁵ undertake to perform and complete the said services subject to and in accordance with the Agreement.

IN WITNESS this Agreement has been executed as a deed on the date first above written

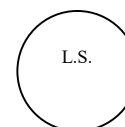
SIGNED, SEALED and DELIVERED by)
the Employer by)
[insert name and appointment of officer])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the
officer]**



(a) SIGNED, SEALED and DELIVERED)
by [name of sole proprietor])
trading as [name of the Consultants])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

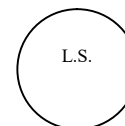
*[Signature of the sole
proprietor]**



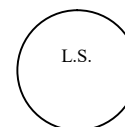
Or

(b) SIGNED, SEALED and DELIVERED by)
[name of partner] and)
[name of partner]^)
being the partners of [name of the Consultants])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the
individual partner]**



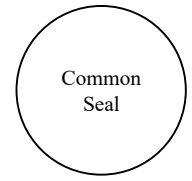
*[Signature of the
individual partner]**



Or

(c) Executed and delivered)
 as a deed and the COMMON SEAL)
 of [name of the Consultants])
 was affixed in the presence of)
 [] its [director(s) or)
 director and secretary or person(s))
 authorized to sign the contract by its)
 board of directors]**)
 in the presence of a witness:)
)
)
 [Name])
 [Occupation])
 [Address])

*[Signature of the
 director(s) etc]**



Or

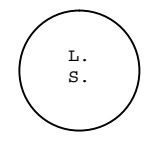
(d) Executed and delivered)
 as a deed)
 by [name of the Consultants])
 acting through)
 [] (its sole director))
 or)
 [] and [] (its directors))
 or)
 [] (its director) and)
 [] (its company secretary)**)
 in the presence of a witness:)
)
)
 [Name])
 [Occupation])
 [Address])

*[Signature of the
 director(s) etc]**

Or

(e) SIGNED, SEALED and DELIVERED by)
 [name of the Consultants] by [])
 his/her/their** attorney under power of attorney)
 dated [])
 in the presence of:)
)
)
 [Name])
 [Occupation])
 [Address])

*[Signature of the
 attorney]**



NOTES: (for preparation of but not inclusion in the engrossment of the Memorandum of Agreement)

Case (a) is for use where the Consultants are a sole proprietor.

Case (b) is for use where the Consultants are a partnership.

Case (c) is for use where the Consultants are a company incorporated in Hong Kong and execute the deed with a Common Seal

Case (d) is for use where the Consultants are a company incorporated in Hong Kong and execute the deed without a Common Seal.

Case (e) is for use where the Consultants execute the deed under a power of attorney

- 1 Insert the address for service of documents.
 - 2 Insert the name of the Consultants.
 - 3 Insert the address of the Consultants
 - 4 Insert the post title
 - 5 Delete “jointly and severally” where cases (a), (c), (d) and (e) apply. Initial the deletion by the signatories of the Memorandum of Agreement.
- * The italic parts are not part of the execution clause. They are for guidance or information only.
- ** Select the correct expression for use. If none is applicable, insert an appropriate expression.
- ^ The deed shall be executed by all the partners. Add more names if required.

(b) To be Signed by a Joint Venture of Consultants

MEMORANDUM OF AGREEMENT

"MEMORANDUM OF AGREEMENT made the _____ day of _____ BETWEEN THE GOVERNMENT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION of¹ _____ of the first part ("the _____ Employer") and² _____ of³ _____ of the second part and² _____ of³ _____ of the third part ("the Consultants") (*This may be appropriately expanded if there are more than two (2) Joint Venture partners.*), which parties of the second and third parts (*This should be correspondingly expanded if there are more than two (2) Joint Venture partners.*) trading as⁴ _____ of⁵ _____ are jointly and severally bound to the Employer under the provisions of the Agreement."

WHEREAS:

A. The Employer requires the Consultants to provide professional services in respect of

("the Assignment") details of which are set out in the Brief annexed to this agreement ~~and initialled by the parties.~~

B. The Consultants have agreed to provide professional services in accordance with the Brief, the General Conditions of Employment of Engineering and Associated Consultants and the Special Conditions of Employment (if any) collectively referred to in this Agreement as "the Conditions") annexed to this Agreement ~~and initialled by the parties~~ and subject to the payment to them by the Employer of the fees and other payments set out in the Schedule of Fees annexed to this Agreement ~~and initialled by the parties.~~

NOW THEREFORE IT IS AGREED AS FOLLOWS :-

1. In this agreement, words and expressions shall have the same meanings as are respectively assigned to them in the Conditions except when the context otherwise requires.
2. This Agreement shall comprise :-
 - (a) The Brief
 - (b) The Conditions
 - (c) The Schedule of Fees
 - (d) Any relevant correspondence
 - (e) Any additional matters

all of which documents are annexed hereto marked "Agreement No. _____" ~~and initialled by the parties.~~

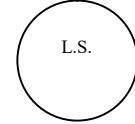
3. The Director for the purposes of this Agreement shall be ⁶

4. In consideration of the payments made at the times and in the manner set forth in the Agreement by the Employer, the Consultants hereby jointly and severally undertake to perform and complete the said services subject to and in accordance with the Agreement.

IN WITNESS this Agreement has been executed as a deed on the date first above written

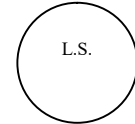
SIGNED, SEALED and DELIVERED by)
the Employer by)
[insert name and appointment of officer])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the
officer]**



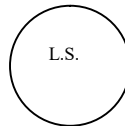
(a) #SIGNED, SEALED and DELIVERED)
by [name of participant] being a participant)
of the [name of the unincorporated joint venture])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the
participant]**

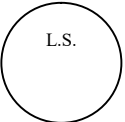


(b) #SIGNED, SEALED and DELIVERED)
By [name of partner] and [name of partner]^)
being the partners of [name of participant])
being a participant)
of the [name of the unincorporated joint venture])
in the presence of:)
.....)
[Name])
[Occupation])
[Address])

*[Signature of the
individual partner]**



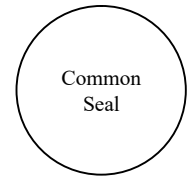
*[Signature of the
individual partner]**



Or

(c) #Executed and delivered)
 as a deed and the COMMON SEAL)
 of [name of participant] being a participant)
 of the [name of the unincorporated joint venture])
 was affixed in the presence of)
 [] its [director(s) or)
 director and secretary or person(s))
 authorized to sign the contract by its)
 board of directors]**)
 in the presence of a witness:)
)
)
 [Name])
 [Occupation])
 [Address])

*[Signature of the
 director(s) etc]**



Or

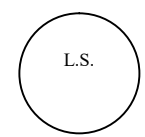
(d) #Executed and delivered)
 as a deed)
 by [name of participant] being a participant)
 of the [name of the unincorporated joint venture])
 acting through)
 [] (its sole director))
 or)
 [] and [] (its directors))
 or)
 [] (its director) and)
 [] (its company secretary)**)
 in the presence of a witness:)
)
)
 [Name])
 [Occupation])
 [Address])

*[Signature of the
 director(s) etc]**

Or

(e) #SIGNED, SEALED and DELIVERED)
 by [name of participant] being a participant)
 of the [name of the unincorporated joint venture])
 by [])
 his/her/its** attorney under power of attorney)
 dated [])
 in the presence of:)
)
)
 [Name])

*[Signature of the
 attorney]**



[Occupation])
[Address])

NOTES: (for preparation of but not inclusion in the engrossment of the Memorandum of Agreement)

Case (a) is for use where the joint venture participant is a sole proprietor.

Case (b) is for use where the joint venture participant is a partnership.

Case (c) is for use where the joint venture participant is a company incorporated in Hong Kong and executes the deed with a Common Seal.

Case (d) is for use where the joint venture participant is a company incorporated in Hong Kong and executes the deed without a Common Seal.

Case (e) is for use where the joint venture participant executes the deed under a power of attorney.

1 Insert the address for service of documents.

2 Insert the name of individual Joint Venture partner of the Joint Venture partnership.

3 Insert the address of individual Joint Venture partner.

4 Insert the name of the Joint Venture partnership.

5 Insert the address of the Joint Venture partnership.

6 Insert the post title.

Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the unincorporated joint venture.

* The italic parts are not part of the execution clause. They are for guidance or information only.

** Select the correct expression for use. If none is applicable, insert an appropriate expression.

^ The deed shall be executed by all the partners. Add more names if required.