

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
S.K.H. LUI MING CHOI SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED
(聖公會呂明才中學校友會有限公司)

Incorporated the 26th day of June, 1998

(Amended pursuant to Special Resolution Dated 4/12/2004)

Reprint

No. 648462
編號

[COPY]

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

S.K.H. LUI MING CHOI SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED
(聖公會呂明才中學校友會有限公司)

Is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.
有限公司。

Issued by the undersigned on 26 June 1998.
本證書於一九九八年六月廿六日簽發。

(*Sd.*) Miss F. Lam
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任林詠芝代行)

Registration no: 648462

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

**S.K.H. LUI MING CHOI SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED
(聖公會呂明才中學校友會有限公司)
(the “Association”)**

Passed on the 4th December 2004

At the Extraordinary General Meeting of the Membes of the Association duly convened and held at S.K.H. Lui Ming Choi Secondary School, 57 Wah Fu Road, Wah Fu Estate, Hong Kong on Saturday, the 4th December 2004 at 5:00 p.m., the following resolution was duly passed as a Special Resolution.

PROPOSAL FOR SPECIAL RESOLUTION

“THAT the existing Articles of Association of the Association be and are hereby amended in the following manner:-

- (i) Article 16 of the Articles of Association of the Association shall be amended from “Fees are due and payable immediately upon admission to Membership, and thereafter annually on 1st April.” to “ Fees are due and payable immediately upon admission to Membership, and thereafter annually on 1st September.”

- (ii) Articles 17, 18, 39, 58, and 62 of the Articles of Association of the Association shall be amended by deleting the word “in writing” and substituting the same with the words “in writing or in any electronic means”.

- (iii) Article 20 of the Articles of Association of the Association shall be amended from “The membership year runs from 1st April to 31st March in the following year.” to “The membership year runs from 1st September to 31st August in the following year.”

DATED the 4TH December,2004.

(Sd.) KWOK Wing-chow

KWOK Wing-chow

Chairman

Registration No. 648462

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
S.K.H. LUI MING CHOI SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED
(聖公會呂明才中學校友會有限公司)
(the “Association”)

Passed on the 25th November 2000

At the Extraordinary General Meeting of the Members of the Association duly convened and held at S.K.H. Lui Ming Choi Secondary School, 57 Wah Fu Road, Wah Fu Estate, Hong Kong on Saturday, the 25th November 2000 at 3:30 p.m., the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

“THAT the existing Articles of Association of the Association be and are hereby amended in the following manner:-

- (i) Article 10(b) of the Articles of Association of the Association shall be amended by deleting the fourth word “teaching” in the first line;
- (ii) Article 48 of the Articles of Association of the Association shall be amended by deleting the fourth word “filed” in the third line and substituting the same with the word “filled”.

DATED the 25th November 2000.

(Sd.) Tang Kwok Chun

Tang Kwok Chun
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

**S.K.H. LUI MING CHOI SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED
(聖公會呂明才中學校友會有限公司)
(the “Association”)**

Passed on the 4th December 1999

At the Extraordinary General Meeting of the Members of the Association duly convened and held at S.K.H. Lui Ming Choi Secondary School, 57 Wah Fu Road, Wah Fu Estate, Hong Kong on Saturday, the 4th December 1999 at 4:00 p.m., the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

“THAT the existing Articles of Association of the Association be and are hereby amended in the following manner:-

(i) Article 10 of the Articles of Association of the Association shall be amended as follows:-

(a) by deleting Article 10(a)(iii) in its entirety;

(b) by deleting Articles 10(b)(i) and 10(b)(ii) in their entirety and substituting the same with the words “Any member of teaching staff who has served in or be employed by the School for not less than one academic year”;

(c) by deleting the first word after the sub-heading “Life Member” in Article 10(c) and substituting the same with the word “Any”;

(d) by adding in a new Article 10(d) as follows:-

“(d) Roll of Honour

There shall be a Roll of Honour of the Association. Subject to Article 11(c), candidates, including but without limitation to:-

- (i) all serving and past Principals of the School;
- (ii) any person of distinction invited by the Committee from time to time shall be eligible to be entered into the Roll of Honour. ”

(ii) Article 11 of the Articles of Association of the Association shall be amended by deleting Article 11(b) in its entirety and substituting the same with a new Article 11(b) and a new Article 11(c) as follows:-

“11(b) A candidate shall be admitted to Honorary Membership upon completion of the application form.

11(c) The Association, upon a proposal by its Members and approved by special resolutions passed at a General Meeting or an Extraordinary General Meeting with a majority of at least two-thirds of the Members personally present, may invite and enter the name of a candidate who is eligible under Article 10(d) above and/or a person of distinction who has rendered or may render outstanding contribution to the Association or to the School into the Roll of Honour. ”

DATED the 4th December 1999.

(Sd.) Tang Kwok Chun

Tang Kwok Chun
Chairman

The Companies Ordinance (Chapter 32)

**Company limited by Guarantee and
not having a Share Capital**

**Memorandum of Association of
S.K.H. Lui Ming Choi Secondary School
Alumni Association Limited
(聖公會呂明才中學校友會有限公司)**

- 1st The name of the company is ‘S.K.H. LUI MING CHOI SECONDARY SCHOOL ALUMNI ASSOCIATION LIMITED (聖公會呂明才中學校友會有限公司)’ (hereinafter called ‘the Association’).
- 2nd The registered office of the Association will be situated in Hong Kong.
- 3rd The objects for which the Association is established are:-
- (a) To promote friendship and co-operation among the Alumni of S.K.H. Lui Ming Choi Secondary School;
 - (b) To foster the sense of belonging and to promote a closer relationship between the Alumni and the School itself;
 - (c) To foster loyalty and a sense of belonging of the existing students to the School;
 - (d) To foster or support activities of a social, cultural, educational, civic charitable or religious nature in the Members of the Association and of the community at large; and
 - (e) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 4th The Association shall not have the powers as set out in clauses 12, 15, 16, 22 & 23 of the Seventh Schedule of the Companies Ordinance.
- 5th The Association shall be a non-political organization.
- 6th The liability of the Members is limited.
- 7th Every Member of the Association undertakes to contribute to the assets of the

Association in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten dollars Hong Kong Currency (HK\$10).

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

| Names, Addresses and Descriptions of Subscribers | |
|---|----------------|
| HO Tsui Chan Jannie (何翠珍) 92 Pokfulam Road, Flat 4B, La Clare Mansion, Hong Kong. School Principal | (<i>Sd.</i>) |
| YUEN Yuk Lam (袁煜林) 6G, Block 3, Academic Terrace, 101 Pokfulam Road, Hong Kong. Teacher | (<i>Sd.</i>) |
| CHAN Pui Kwan (陳佩君) Flat J, 12 th Floor, Harbour Mansion, 60 Aberdeen Main Road, Hong Kong. Teacher | (<i>Sd.</i>) |

Dated the 29th day of May 1998.

Witness to the above signature:-

(*Sd.*) SIN Wai Yu June
Solicitor, Hong Kong SAR
Rooms 4202-4, Gloucester Tower,
The Landmark, Hong Kong.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

| Names, Addresses and Descriptions of Subscribers | |
|---|-------|
| CHENG Mee Chi (鄭美芝) Flat B, 13 th Floor, Tower 4, South Horizons, Ap Lei Chau, Hong Kong. Accountant | (Sd.) |
| CHEUNG Chok Yue (張作榆) 1/F, 153 Ka King Lane, Tai Po Tau Village, Tai Po, N.T. Merchant | (Sd.) |
| FAN Wing Ming (范永明) Room 1602, King Hei House, Tung Hei Court, Sai Wan Ho, Hong Kong. Merchant | (Sd.) |
| HUI Ip Ying (許業英) Flat 22B, Block 2, 9 Kotewall Road, Hong Kong. Laboratory Technician | (Sd.) |

Dated this 29th day of May 1998.

Witness to the above signature:-

(Sd.) SIN Wai Yu June
Solicitor, Hong Kong SAR
Rooms 4202-4, Gloucester Tower,
The Landmark, Hong Kong.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

| Names, Addresses and Descriptions of Subscribers | |
|--|----------------|
| KWAN Yuet Bun (關悅斌) Room 627, Wah Mei House, Wah Fu Estate, Hong Kong. Teacher | (<i>Sd.</i>) |
| LAU Kai Shun Barry (劉啟信) Flat F, 26 th Floor, Block 17, Chi Fu Fa Yuen, Hong Kong. Merchant | (<i>Sd.</i>) |
| LEUNG Chi Hung (梁志雄) Flat E, 13 th Floor, Tower 10, South Horizons, Ap Lei Chau, Hong Kong. Civil Servant | (<i>Sd.</i>) |

Dated this 29th day of May 1998.

Witness to the above signature:-

(*Sd.*) SIN Wai Yu June
Solicitor, Hong Kong SAR
Rooms 4202-4, Gloucester Tower,
The Landmark, Hong Kong.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

| Names, Addresses and Descriptions of Subscribers | |
|---|-------|
| LING Wai Kay Vickie (凌蔚璣) Flat F, 25 th Floor, Tower 22, South Horizons, Ap Lei Chau, Hong Kong. Trainee Solicitor | (Sd.) |
| MOK Siu Ping (莫小萍) Flat 12D, Block 7, Chi Fu Fa Yuen, Hong Kong. Teacher | (Sd.) |
| TANG Kwok Chun (鄧國俊) Flat B, 28 th Floor, Block 3, South Horizons, Ap Lei Chau, Hong Kong. Lecturer | (Sd.) |

Dated this 29th day of May 1998.

Witness to the above signature:-

(Sd.) SIN Wai Yu June
Solicitor, Hong Kong SAR
Rooms 4202-4, Gloucester Tower,
The Landmark, Hong Kong.

The Companies Ordinance (Chapter 32)

**Company limited by Guarantee and
not having a Share Capital**

**Articles of Association of
S.K.H. Lui Ming Choi Secondary School
Alumni Association Limited
(聖公會呂明才中學校友會有限公司)**

Preliminary

1. For the purpose of registration the Association is declared to consist of an unlimited number of Members.
2. These Articles shall be construed with reference to the provisions of the Companies Ordinance (Chapter 32), and terms used in These Presents shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent therewith:-

| | |
|-------------------|---|
| ‘the Activities’ | means any activity organized by the Committee from time to time which is notified to the School by the Committee. |
| ‘the Association’ | means the Association registered as ‘S.K.H. Lui Ming Choi Secondary School Alumni Association Limited (聖公會呂明才中學校友會有限公司)’. |
| ‘the Chairman’ | means the Chairman of the Association for the time being. |
| ‘the Committee’ | means the members of the Committee hereby constituted. |
| ‘Members’ | means the member of the Association. |
| ‘the Officers’ | means the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer of the Association. |
| ‘the Ordinance’ | means the Companies Ordinance (Chapter 32). |
| ‘the School’ | means Sheng Kung Hui Lui Ming Choi Secondary School. |

| | |
|---------------------|--|
| ‘the Secretary’ | means the Honorary Secretary of the Association for the time being. |
| ‘These Presents’ | means and includes these Articles of Association and the rules, regulations and by-laws of the Association from time to time in force. |
| ‘the Treasurer’ | means the Honorary Treasurer of the Association for the time being. |
| ‘the Vice-Chairman’ | means the Vice-Chairman of the Association for the time being. |

3. In These Presents (if the context so permits or requires) words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender and neuter gender.
4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The appropriate forms of application for admission to, or of nomination for membership as a Member of the Association shall be such as shall from time to time be prescribed or approved at any duly constituted meeting of the Committee by a resolution passed by a majority of the whole number present; and it shall be competent for the Committee at any such meeting by a like resolution to alter or add to any of the forms.
6. A candidate shall be deemed to have applied for admission to the Association when he has completed the appropriate form.
7. Every Member shall from time to time notify to the Secretary a place of business or residence to be registered as his address; and the address so from time to time registered shall for the purposes of the Ordinance and These Presents be deemed his registered address.
8. Any notice required to be served, if to be served on a Member, shall be sufficiently served if addressed to the Member and sent by prepaid post to or delivered to his address or handed to the Member personally and, if to be served on the Association, shall be sufficiently served if addressed to the Association and sent by prepaid post to or delivered at the registered office of the Association or at

the School.

9. Association in General Meetings may from time to time impose reasonable restrictions as regards the time and manner at end in which the accounts and books of the Association, or any of them shall be open to inspection by the Members, subject, as regards the Register of Members, annual returns, balance sheets and the minute books of proceedings of General Meetings, to the provisions of the Ordinance. Subject to any such restrictions the books and accounts shall be open to Members' inspection during business hours.

Membership

*Amended by
Special Resolutions
passed on 4/12/99*

10. (a) Ordinary Members

Subject to Article 11(a),

- (i) any F.5 and F.7 graduates of the School; or
- (ii) any student who has attended the School for not less than two academic years

shall be eligible to become an Ordinary Member of the Association upon payment of subscription fee and annual fee on admission.

(b) Honorary Members

Any member of teaching staff who has served in or be employed by the School for not less than one academic year shall be the Honorary Members of the Association and shall be exempted from paying any subscription fee or annual fee.

(c) Life Members

Any eligible candidate for Ordinary Membership of the Association shall be entitled to Life Membership upon payment of the Life Membership fee as determined by the Committee from time to time.

(d) Roll of Honour

There shall be a Roll of Honour of the Association. Subject to Article 11(c), candidates, including but without limitation to:-

- (i) all serving and past Principals of the School;
- (ii) any person of distinction invited by the Committee from time to time shall be eligible to be entered into the Roll of Honour.

Admission of Members

- 11.(a) A candidate shall be admitted to Ordinary Membership upon completion of the application form and payment of subscription fee.

Amended by

- (b) A candidate shall be admitted to Honourary Membership upon completion of

the application form.

- (c) The Association, upon a proposal by its Members and approval by special resolutions passed at a General Meeting or any Extraordinary General Meeting with a majority of at least two-thirds of the Members personally present, may invite and enter the name of a candidate who is eligible under Article 10(d) above and/or a person of distinction who has rendered or may rendered outstanding contribution to the Association or to the School into the Roll of Honour.

Subscription

12. The Committee may from time to time determine, with the sanction of a General Meeting, the amount of subscription fee upon admission to Ordinary Membership and the annual fee payable by the Ordinary Members.
13. Until otherwise determined by the Committee,
- (a) all Ordinary Members shall pay a subscription fee of ten dollars Hong Kong Currency (HK\$10);
 - (b) the annual fee of all current F.5 and F.7 graduates shall be twenty dollars Hong Kong Currency (HK\$20) for each of the first two years of Membership;
 - (c) the annual fee of any other Ordinary Members reside in the Hong Kong Special Administrative Region shall be fifty dollars Hong Kong Currency (HK\$50);
 - (d) the annual fee of any overseas Ordinary Members shall be that of the Ordinary Members residing in the Hong Kong Special Administrative Region plus the cost of postage of four 'Beacon' to such overseas address.
 - (e) the Life Membership fee of any Life Members shall be equal to the total amount of twenty years' annual subscription. Unless otherwise determined, the Life Membership fee of any Life Members shall be one thousand dollars Hong Kong Currency (HK\$1,000).
14. All Honorary Members shall be exempted from paying any subscription fee or annual fee.
15. Until otherwise determined by the Committee, the Committee may collect annual fee accumulated up to two years in advance from the Members.
16. Fees are due and payable immediately upon admission to Membership, and thereafter annually on 1st April.

17. Subject to Article 18 of These Presents, if any Member shall neglect for three months to pay any money due from him to the Association, the Committee may forthwith suspend his privileges of Membership and may serve upon him a notice in writing appointing a day and place for payment and a copy of this Article shall be subjoined thereto. If he fails to settle the payment on the appointed day, his Membership shall cease.

Termination of Membership

18. Any Member of the Association may terminate his Membership by two months' notice in writing to the Secretary, and upon expiration of the notice, unless it has been withdrawn, his Membership shall cease.
19. The Membership of any Member is terminated by virtue of Article 17 of These Presents.

Membership Year

20. The Membership year runs from 1st April to 31st March in the following year.

Rights, Privileges and Obligations

21. All Ordinary Members shall be entitled to the following rights and privileges:-
- (a) to elect and be elected;
 - (b) to propose, to vote, and to recall officers from office.
22. All Members shall be entitled:-
- (a) to use all facilities provided by the Association for the general use of its Members;
 - (b) to participate in all Activities sponsored by the Association.
23. All Members shall fulfill the following obligations:-
- (a) abide by the constitution and resolutions of the Association;
 - (b) pay Membership fees save and except Honorary Members.
24. The rights, privileges and obligations of Membership shall not be transferable.

General Meetings

25. The Annual General Meeting of the Association shall be held in each year at such time and place as may be determined by the Committee (but so that no more than

fifteen months be allowed to elapse between any two Annual General Meetings) for the purpose of transacting the business of the Association, the election of Officers, Committee and Auditors for the ensuing twelve months and of receiving the income and expenditure account and balance sheet with the Auditor's report, and also a report from the Committee on the transactions and accounts of the preceding year as well as for the discussion of questions incidental to the affairs of the Association.

26. Any Member wishing to bring before the Annual General Meeting any motion not relating to the business stated in Article 25, shall give notice of such motion to the Committee through the Secretary fourteen days before the date fixed for the Annual General Meeting, and no such motion shall come before the Meeting unless such notice has been given, or unless the Committee shall see fit to dispense with this rule in any particular case.
27. Extraordinary General Meetings of the Association shall be held at such time and place as the Committee shall from time to time appoint.
28. Twenty-one days' notice at the least of every General Meeting, specifying the day, the place, and the hour of the Meeting, and in the case of special business of the general nature of such business, shall be given to the Members, in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by a General Meeting, but the accidental omission to give such notice to or the non-receipt of such notice by any Member entitled thereto shall not invalidate the proceedings at any General Meeting.
29. At any General Meeting, twenty Members personally present, shall form a quorum, such quorum to be maintained or the Meeting adjourned.
30. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionist as provided in Section 113 of the Ordinance.
31. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the consideration of accounts, balance sheets, and the ordinary reports of the Committee and Auditors, and the election of Officers in the place of

those retiring pursuant to the regulations herein contained.

Proceedings at General Meetings

32. The Chairman, or in his absence the Vice-Chairman, shall preside as Chairman at every General Meeting. If neither the Chairman nor the Vice-Chairman be present within ten minutes after the time appointed for the Meeting the Members present shall choose one of their number to be chairman of such meeting.
33. The Chairman may, with the consent of any General Meeting, adjourn the same from time to time and from place to place; but no business shall be transacted at any adjourned Meeting other than the business left unfinished.
34. Questions arising at any General Meeting shall be decided on a show of hands or on a poll of the Members personally present according to simple majority rule (except in the resolution of amending the constitution or of winding up of the Association which requires a majority of at least two-thirds of the Members personally present) and an entry to that effect in the book of proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
35. The Chairman of a General Meeting shall, in case of an equality of votes, be entitled to a casting vote in addition to the vote to which his Membership entitles him.
36. Every Ordinary Member shall be entitled to receive notice of and to attend every General Meeting. Every Ordinary Member shall be entitled to one vote.
37. No person shall be entitled to be present or to vote on any question at any General Meeting or be reckoned in a quorum, whilst any money is due from him to the Association.
38. At every other General Meeting at which a Committee member retires from office, his retirement shall not take effect until the dissolution of the Meeting.

Extraordinary General Meeting

39. If necessary, and upon the written requisition of over half of the Committee members or ten Ordinary Members of the Association, the Chairman shall convene an Extraordinary General Meeting within twenty-one days after receipt

of the requisition. However, discussions and resolutions at the Extraordinary General Meeting shall be restricted to those subjects as raised in the requisition. Members shall be notified in writing not less than fourteen clear days prior to the convocation. The quorum shall be the same as that for the General Meeting.

40. Proposals for amendments to These Presents, the constitution of the Association shall not be made except at an Extraordinary General Meeting specially convened for the purpose of considering, passing or rejecting such proposals. The proposals shall be sent to the Committee together with the requisition for an Extraordinary General Meeting.
41. In the event of the Committee resigning in a body or failing to convene an Annual General Meeting for more than fifteen months after the holding of the last Annual General Meeting and no person or persons in whom the management of the affairs of the Association may for the time being vested thereof, any ten Ordinary Members may immediately call an Extraordinary General Meeting at which a fresh committee may be elected to hold office until the next Annual General Meeting.

Office

42. The registered office of the Association where the management and superintendence of its business is conducted shall be in Hong Kong and the Committee may at its discretion open or close subsidiary district and local offices elsewhere.

Officers and Committee

43. The supreme authority of the Association shall rest in the General Meeting after the prorogation of which the Committee consisting of not less than nine and not more than twenty-five members elected at the General Meeting. The Committee members shall then elect from among themselves a Chairman, a Vice-Chairman, an Honorary Secretary and an Honorary Treasurer; the remaining members to serve as ordinary Committee members, shall be the supreme executive body.
44. The Committee may at its discretion either in connection with a specific matter of for a period not extending beyond the year of its office, co-opt others being Members of the Association whose assistance they wish, but those co-opted members shall not be entitled to a vote in the Committee or to be reckoned towards a quorum of the Committee.

45. The serving Principal of the School for the time being shall be the Honorary President of the Association and the Committee, and shall be notified of all the Committee meetings.
46. The immediate outgoing Chairman shall be a Committee *ex-officio* member for the ensuing year.
47. All Officers of the Association shall serve on a voluntary and honorary basis without remuneration. The term of office of the Officers shall be two year. The Officers may be re-elected after the term of office expires. But no Officers shall be re-elected to hold the same office for more than two consecutive terms.
48. At every other Annual General Meeting of the Association the Committee members shall retire but shall be eligible for re-election. The vacancies so created shall be filled. Retiring members shall be notified by the Secretary of their retirement at least fourteen days before the date of the Annual General Meeting.
49. No Committee member shall be re-elected for more than two consecutive retirements.
50. Any Officer of the Association or any Committee member whose membership of the Association ceases shall *ipso facto* vacate his office.
51. If any casual vacancy shall occur among the Officers of the Association, the Committee shall thereupon fill the vacancy. Any other casual vacancy in the Committee may be filled by the Committee, but any person appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election if duly nominated.

Proceedings of Committee

52. The Committee shall meet as required. Ordinarily the Committee shall meet six times a year.
53. The Committee may make such regulations as it thinks proper as to the summoning and holding of its meetings, and for the transaction of business thereof, and it may adjourn any meeting, and may from time to time fix the

quorum necessary for the transaction of business but until it shall otherwise determine, at least half of the total number of the Committee members for the time being shall form a quorum, such quorum to be maintained or the meeting adjourned.

54. The Chairman, the Vice-Chairman, or any five Members of the Committee, may at any time summon a special meeting thereof.
55. The Chairman, or in his absence the Vice-Chairman, shall take the chair at all meetings of the Committee, and if at any meeting neither of them be present within ten minutes after the time appointed, those present shall choose among themselves one of their number to be chairman of the meeting.
56. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
57. The continuing members of the Committee may act, notwithstanding any vacancy in their body, provided the number be not reduced below six. If their number be reduced below six the continuing members may act for the purpose of filling vacancies in the Committee or convening a General Meeting of the Association, but for no other purpose.
58. A member of the Committee, not being an ex-officio member, may at any time resign by giving notice in writing to the Secretary, but shall not thereby be disqualified from being at any time thereafter re-elected.
59. If a member of the Committee, not being an ex-officio member, shall without leave of absence granted by the Committee, be absent from the meetings thereof for a period of six consecutive months, the Committee may declare his office vacant, and he shall thereupon cease to be a member of the Committee.
60. Minutes of the proceedings of every Committee or Committee meeting and of attendance thereat respectively, shall be recorded by the Secretary in a book kept for that purpose, and after approval be signed by the Chairman of the meeting at which they are read. Every such minute, when so recorded and signed shall, in the absence of proof of error therein, be considered a correct record and an original proceeding.

61. The Association may by resolution at any Extraordinary General Meeting, of which due notice specifying the object has been given, remove a member of the Committee from his office, but fourteen days' prior written notice of intention to hold such Extraordinary General Meeting shall be given to such member. Upon such resolution being duly passed he shall cease to be a member of the Committee.
62. An Ordinary Member may be nominated for election upon the Committee by any two Ordinary Members at such election: the nomination shall be sent to the Secretary in writing at least fourteen days before the date of election, together with a notification in writing from such nominee of his willingness to serve upon the Committee if elected.
63. All acts of the Committee and of its appointed sub-committees and agents in their respective capacity shall be valid, notwithstanding that some defect shall afterwards be discovered to have existed or to have arisen in the appointment of or by the Committee in the appointment of any member of the Committee or of any such sub-committee or agent.

Powers of the Committee

64. In the government of the Association the Committee shall, in addition to the powers and authorities by these Articles expressly conferred upon them, be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association which are not hereby or by statute expressly directed or required to be exercised or done by the Association in the General Meetings.
65. In furtherance and not in limitation of the general powers conferred by the last preceding Article hereof, the Committee:-
 - (a) may from time to time appoint or terminate the appointment of any person as an officer of the Association;
 - (b) may from time to time make such rules, regulations and by-laws for ensuring and carrying into effect the objects of the Association as it may think fit, not involving any such alteration of or addition to these Articles of Association as could only legally be made by special resolution and not being contrary to the Memorandum of Association, and may from time to time alter and amend the same;

- (c) in the temporary absence of the Secretary, or his inability to act, may appoint any person to act in his stead; and the person appointed may temporarily exercise all the powers and duties of the Secretary;
- (d) the Chairman shall represent the Association, conduct all its affairs, and preside over all its meetings save meetings of sub-committees which may be formed from time to time;
- (e) the Vice-Chairman shall assist the Chairman in undertaking the affairs of the Association. In case the Chairman is absent, on leave or has vacated his office, the Vice-Chairman shall act for the Chairman;
- (f) the Secretary shall attend to the correspondence and the secretarial work of the Association and record the minutes of all meetings;
- (g) the Treasurer shall attend to all financial matters, receipts and payments of the Association. He shall compile, before the convocation of the Annual General Meeting, a statement of accounts which, after being approved by the Committee and duly audited, shall be submitted to the Annual General Meeting for adoption. Funds in excess of the petty cash limit of the School as provided from time to time shall be deposited in a bank designated by the Committee and all cheques must be jointly signed by either the Chairman or the Vice-Chairman, together with the Treasurer or the Secretary. Expenses of not more than the petty cash limit of the School may be authorized by the Chairman. Any payment above the petty cash limit of the School shall be approved by the Committee.

The Seal

66. The Committee shall provide for the safe custody of the Seal of the Association, and make regulations as to the use thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of the Chairman or the Vice-Chairman and the Secretary of the Association. Every instrument to which the Seal shall be affixed shall be signed by the Chairman or the Vice-Chairman and shall be countersigned by the Secretary of the Association.

Discipline

67. The Committee may issue warning to or at an Extraordinary General Meeting specially convened expel a Member or a Committee member who is found guilty, by the Committee, of any one of the following:-
- (a) infringement of the constitution or resolution of the Association;
 - (b) committing corruptive acts by using the name of the Association and thereby

- impairing its fair reputation; or
- (c) conviction of any criminal offences other than motoring offences.

68. Before any Member is to be expelled, the Secretary shall give him no less than fourteen days' prior written notice to attend a meeting of the Committee and shall inform the Member concerned of the complaints made against him.
69. No Member may be expelled unless:
- (a) he is first given an opportunity of appearing before the Committee and answering complaints made against him; and
 - (b) at least two-thirds of the Committee then present vote in favour of his expulsion.

Committee Meeting

70. Committee meeting shall be held not less than once in every three months and whenever the Chairman deems it necessary. The quorum shall be constituted by at least half of the total number of the Committee members personally present.
71. At all meetings, motions shall be carried by the approval of over half of the Committee members personally present.
72. The Chairman of the Association shall preside over all meetings. In case of the absence of the Chairman, the Vice-Chairman shall act for the Chairman. In case of the absence of both the Chairman and the Vice-Chairman at any Committee meeting, the Committee members present shall elect from among themselves an interim chairman to preside over the meeting.

Election of Officers

73. Fourteen days before the convention of an Annual General Meeting, the Committee shall send a list of candidates duly nominated in accordance with Article 62 of These Presents which includes a statement stating the number of vacancies to be filled to all Members of the Association. Not less than nine nor more than twenty-five candidates shall be elected as Committee members at any Annual General Meeting.
74. The election shall take place in the following manner:-
- (a) If the number of candidates duly nominated equals to or be less than the number of vacancies to be filled, the said candidates shall be deemed to have

been elected to the Committee with effect from immediately after the conclusion of the Annual General Meeting at which the vacancies are to be filled.

- (b) If the number of candidates duly nominated exceeds the number of vacancies to be filled, the election shall be by a show of hands or by ballot and the candidates to elected shall hold office with effect from immediately after the conclusion of the Annual General Meeting.
- (c) If any of the vacancies shall not be filled by the election or deemed election of Committee members at an Annual General Meeting, any vacancy shall be treated as a casual vacancy in the Committee and the Committee shall have power to co-opt a Member to fill such vacancy.

75. The new Committee members shall forthwith elect one another to fill the various posts of the Committee. The outgoing Officers shall hand over their offices to the new members within ten days.

Amendment to Constitution

76. All amendments to the constitution, including These Presents, shall be subject to the approval of the School Council.
77. Subject to the last preceding Article hereof, no alteration or addition to These Presents may be made except by a special resolution carried by a majority of at least two-thirds of the Members personally present at an Extraordinary General Meeting, the notice of which contained particulars of the proposed alteration or addition.
78. As soon as practicable and in any event within twenty-eight days after the making of any alteration or addition to These Presents, the Secretary shall give written notice of the alteration or addition to every Member of the Association at his address registered in the books of the Association.

Accounts

79. The Committee shall cause true accounts to be kept of the monies received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of the assets, credits and liabilities of the Association and of all sales and purchases of goods by the Association. The Accounts shall be closed on the 31st day of March in each year, and a balance sheet containing a summary of the assets and liabilities of the Association on that day shall be

prepared, together with an income and expenditure account for the year ending on that day.

80. At the second ordinary Committee meeting in each Membership year, or so soon thereafter as the Committee shall decide, the duly audited accounts for the year ending 31st day of March last preceding such meeting with all vouchers and receipts, and also the balance sheet, shall be presented and reported upon by the Treasurer, and at this meeting the Auditor to the Association shall be represented.
81. A copy of the income and expenditure account and balance sheet shall, not less than fourteen days prior to each Annual General Meeting, be sent to every Member entitled to receive notices of General Meeting, together with copies of the reports of the Committee and the Auditor.
82. All entrance fees, subscriptions, and other monies payable to the Association shall be received by the Treasurer, or by such person as the Committee may from time to time appoint to act temporarily in his place.
83. The Committee may, from time to time, reserve or set apart out of the monies of the Association, such sums as, in its judgment are necessary or expedient, to be at the discretion of the Committee applied in providing a sinking fund to pay off debentures or incumbrances of the Association, or for any other purposes of the Association; but no part of the reserved fund shall be employed in carrying on the current business of the Association, except in pursuance of an unanimous resolution of a meeting of the Committee, unless and until the claims, liabilities, debentures, and incumbrances or other purpose for which such reserved fund was set apart shall have been fully discharged, satisfied, or ended.
84. All monies received shall be kept in an appointed bank, and all cheques shall be signed by either the Chairman or the Vice-Chairman, together with the Treasurer or the Secretary. The Treasurer is empowered to keep cash of an amount not exceeding the petty cash limit of the School as provided from time to time to meet petty cash payments. The receipt of the Treasurer or the Secretary for all monies coming to the Association shall be sufficient discharge thereof.

Winding Up

85. The Association may be wound up by a special resolution passed at a General Meeting or an Extraordinary General Meeting with a majority of at least

two-thirds of the Members personally present and with the consent of the Principal of the School. If in the winding up the assets available for distribution shall be more than sufficient, the excess shall be donated to the School.

Names, Addresses and Descriptions of Subscribers

HO Tsui Chan Jannie (何翠珍) (Sd.)
92 Pokfulam Road, Flat 4B,
La Clare Mansion, Hong Kong.
School Principal

YUEN Yuk Lam (袁煜林) (Sd.)
6G, Block 3, Academic Terrace,
101 Pokfulam Road, Hong Kong.
Teacher

CHAN Pui Kwan (陳佩君) (Sd.)
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60 Aberdeen Main Road, Hong Kong.
Teacher

CHENG Mee Chi (鄭美芝) (Sd.)
Flat B, 13th Floor,
Tower 4, South Horizons,
Ap Lei Chau, Hong Kong.
Accountant

Dated the 29th day of May 1998.

Witness to the above signature:-

(Sd.) SIN Wai Yu June
Solicitor, Hong Kong SAR
Rooms 4202-4, Gloucester Tower,
The Landmark, Hong Kong.

Names, Addresses and Descriptions of Subscribers

| | |
|---|-------|
| CHEUNG Chok Yue (張作榆) 1/F, 153 Ka King Lane, Tai Po Tau Village, Tai Po, N.T. Merchant | (Sd.) |
| FAN Wing Ming (范永明) Room 1602, King Hei House, Tung Hei Court, Sai Wan Ho, Hong Kong. Merchant | (Sd.) |
| HUI Ip Ying (許業英) Flat 22B, Block 2, 9 Kotewall Road, Hong Kong. Laboratory Technician | (Sd.) |
| KWAN Yuet Bun (關悅斌) Room 627, Wah Mei House, Wah Fu Estate, Hong Kong. Teacher | (Sd.) |
| LAU Kai Shun Barry (劉啟信) Flat F, 26 th Floor, Block 17, Chi Fu Fa Yuen, Hong Kong. Merchant | (Sd.) |

Dated this 29th day of May 1998.

Witness to the above signature:-

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Names, Addresses and Descriptions of Subscribers

LEUNG Chi Hung (梁志雄) (Sd.)

Flat E, 13th Floor,
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Civil Servant

LING Wai Kay Vickie (凌蔚璣) (Sd.)

Flat F, 25th Floor,
Tower 22, South Horizons,
Ap Lei Chau, Hong Kong.
Trainee Solicitor

MOK Siu Ping (莫小萍) (Sd.)

Flat 12D, Block 7,
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Teacher

TANG Kwok Chun (鄧國俊) (Sd.)

Flat B, 28th Floor,
Block 3, South Horizons,
Ap Lei Chau, Hong Kong.
Lecturer

Dated the 29th day of May 1998.

Witness to the above signature:-

(Sd.) SIN Wai Yu June
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The Landmark, Hong Kong.