

THE COMPANIES ORDINANCE (Chapter 32)

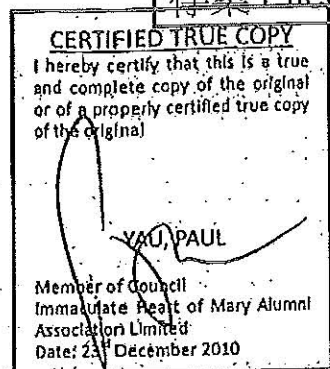
Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED

(聖母無玷聖心校友會有限公司)



1. The name of the Company is "IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED (聖母無玷聖心校友會有限公司)" (hereinafter referred to as "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The vision of the Association is "Come together for the requital to our Mother School (凝聚校友，回饋母校)" and the objects for which the Association is established are: -
  - (a) To gather the past, present and future students, graduates and teaching and administrative staff of Immaculate Heart of Mary Kindergarten/School/College, and any other educational institutions founded or to be founded by Franciscan Missionary Sisters Of Our Lady Of Sorrows ("the Missionary") under the name of "Immaculate Heart of Mary" (hereinafter called collectively "the Mother School" or "the School") for promotion and support of the principles and objectives of the School.
  - (b) To raise money for the promotion of quality education generally
  - (c) To promote education by such means as the Association may think fit and in particular by the provision of scholarships, bursaries, subsidies and other allowances for any students, the provision of research facilities and library facilities, the conducting of non-profit making lectures, seminars, conferences, classes and exhibitions all calculated directly to advance education.
  - (d) To enhance, assist and participate in such activities as the Association may think fit for the welfare of the School, the Missionary and the community.
  - (e) Subject to Clause 5 hereof, to engage, hire and employ persons considered necessary for the objects of the Association and to pay them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
  - (f) To purchase, take on lease, hire or otherwise acquire in Hong Kong or elsewhere real or personal property or any rights or interests therein for effectuating any of its objects, and in particular any lands, houses, patents,



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concessions, copyrights, licences, stocks, material or property of any description and to work, use, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Association, including, in respect of any patent or patent rights belonging to the Association the grant of licences or authorities to any person, corporation, or company to work the same.

- (g) In furtherance of the objects of the Association but not otherwise, to develop, improve and utilize any land within Hong Kong or elsewhere acquired by the Association, or in which the Association is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement and such land and enter into contracts and agreements of all kinds with builders and tenants of and others interested in any such land.

(h) [Deleted]

- (i) To prepare, print and publish any non-profit making periodicals, books, circulars, leaflets or other literature for the promotion of the objects of the Association and to distribute among its members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.

(j) [Deleted]

- (k) To enter into agreements with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authorities all rights, concessions and privileges that are conducive to the Association's objects or any of them.

- (l) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may further the objects of the Association and provided that such associations or clubs shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof.

- (m) To support and subscribe to any charitable body, and any institution, society or club having objects similar to the Association provided that the charitable body, institution, society or club shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, and subject to Clause 5 hereof, to give pensions, gratuities or charitable aid to any persons who have

served the Association, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance and to form and contribute to provident funds and welfare funds for any persons who serve the Association.

- (n) To procure contributions to the Association and to accept donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and rebates, commissions and any other assets whatsoever and either subject or not subject to any special trusts or conditions.
- (o) To invest and deal with the monies of the Association not immediately required, upon such securities and in a reasonable and prudent manner as may from time to time be determined by the Association.
- (p) To receive money on deposit or loan and borrow or raise money in a reasonable and prudent manner as the Association shall think fit, and in particular by the issue of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Association.
- (q) To open and operate banking account or accounts with any bank or banks for the object of the Association.
- (r) To repay or refund to persons who have advanced or subscribed money in connection with the promotion, formation and incorporation of the Association as aforesaid the amount of the money so advanced or subscribed by them.
- (s) To establish branches, agencies and/or local boards in any place in Hong Kong and elsewhere abroad as the Association may from time to time think fit and the same to regulate, direct and discontinue, dispose of, or otherwise deal with as are expedient.
- (t) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
- (u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.
- (v) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

4. The Association shall be a non-profit making and non-political body.

5. The income and property of the Association, whencesoever derived, shall be

applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association not being a member of the Council or the governing body of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding at any time the prime lending rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Council or the governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or the governing body except repayment of out-of-pocket expenses and interest at abovementioned rate on money lent or reasonable and proper rent for premises demised or let.

6. The liability of the members is limited.
7. 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 after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before 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 Hong Kong dollars (HK\$10).
8. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to the Mother School to be used solely for education purposes or to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 above, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

Kwok Cheong Ning (郭昌寧)

[Address Deleted in this copy for Privacy Reasons]

(Primary School Teacher)

Lai Hok Ming (賴鶴明)

[Address Deleted in this copy for Privacy Reasons]

(External Examiner)

Cheng Chung Choi (鄭仲材)

[Address Deleted in this copy for Privacy Reasons]

(PhD Student)

Dated the 19th day of December, 2008

WITNESS to the above signatures: -

Paul YAU  
Solicitor, HKSAR  
Tam, Pun & Yipp  
16<sup>th</sup> Floor, Ginza Plaza,  
565 Nathan Road, Kowloon,  
Hong Kong

ARTICLES OF ASSOCIATION  
OF  
IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED  
(聖母無玷聖心校友會有限公司)

**INTERPRETATION**

1. In these articles unless there be something in the subject or context inconsistent therewith:-

1.

- a. "The Association" means "IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED(聖母無玷聖心校友會有限公司)".
- b. "Mother School" or "the School" means either one of Immaculate Heart of Mary Kindergarten, Immaculate Heart of Mary School, Immaculate Heart of Mary College, and any other educational institutions founded or to be founded by Franciscan Missionary Sisters Of Our Lady Of Sorrows under the name of "Immaculate Heart of Mary (聖母無玷聖心)".
- c. "Members" means members of the Association.
- d. "Alumni" means persons who have been students of the School but was no longer such students.
- e. "Council" or "Members of Council" means the Council for the time being entitled to hold office and act as the Members of Council of the Association whether permanent alternate or ordinary, or (as the context may require) the majority present and voting at a meeting of Council.
- f. "General Meeting" means a General Meeting of the Members of the Association whether Annual or Extraordinary.
- g. "The Ordinance" means the Hong Kong Companies Ordinance, Chapter 32 of the Laws of Hong Kong revised edition.
- h. "Regulations" means these Articles of Association and the rules and regulations of the Association from time to time in force.
- i. "The Seal" means the common seal of the Association.
- j. "In writing" means written, printed or lithographed or partly one and partly other, and other modes of representing or reproducing words in a visible form.
- k. Words denoting masculine gender include feminine and neuter genders whether the context shall so admit and words in the singular shall include the plural and vice versa.

## MEMBERSHIP

2. The number of members of the Association is declared not to exceed 5,000.
3. The subscribers to the Memorandum of Association and such other persons as the Members of Council shall admit to memberships shall be members of the Association.
4. There are three classes of membership:-
  - a. Ordinary Member – Any past student of the Mother School is entitled to be registered as Ordinary Member.
  - b. Full Member – Any past student of the Mother School who is over the age of 18 is entitled to apply for being registered as Full Member. A subscription fee of such sum as the Council shall prescribe from time to time for the application of being a Full Member shall be charged by the Association.
  - c. Honorary Member – The Council may invite any person the Council thinks fit to serve the Association as Honorary Member.
5. Application for membership shall be made on the prescribed application form signed by the applicant. Ordinary Membership is open to all past or present students of the Mother School, but application for Full Member is subject to the approval of the Council who may at its discretion and without assigning any reason for its decision approve or refuse any such application. The decision of the Council shall be final.
6. The obligation of a member shall be as follows:-
  - a. To observe the regulations of the Association.
  - b. To obey all resolutions of the Association.
  - c. To assist in the promotion and advancement of the objects of the Association.
  - d. To pay the appropriate applicable membership subscription, to contribute to the expenditure of the Association and to participate in fund-raising campaigns for the promotion of the objects of the Association.
7. Ordinary Members and Honorary Members are neither eligible to vote in the general meetings of the Association nor be elected as Members of Council.
8. The rights and privileges of a member shall be personal to himself; they shall not be transferable by his own act or operation of law and shall cease upon his death or upon his ceasing from any cause to be a member under the provisions of these articles. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Association all monies which at the time of his ceasing

to be a member shall be due from him to the Association.

9. Members changing their place of residence or contact address shall give due notice to the Secretary and furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default or notice of change of address) shall be considered as duly received by the members.

10. Any member may resign his membership by giving one month's notice in writing to the Secretary of his intention so to do, and upon the expiration of such notice he shall cease to be a member.

11. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum and Articles or by-laws of the Association or shall be guilty of any conduct unworthy of a gentleman or likely be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Council, provided that not less than seven days before the meeting at which such resolution is passed notice in writing shall be given by the Secretary to any such member of the intended resolution for his expulsion, and that he shall be entitled to give in writing an explanation or defence he may think fit. The Council shall have the absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any member shall be final and conclusive. A member expelled under this article shall forfeit all rights in and claims upon the Association.

#### **MEMBERSHIP SUBSCRIPTION**

12. The membership subscriptions payable by members of the Association shall be such as the Council shall from time to time prescribe.

13. Membership subscriptions are not refundable and must be paid in such manners as stipulated in these articles.

#### **GENERAL MEETINGS**

14. There shall be an Annual General Meeting to be held once in every calendar year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as may be prescribed by the Council, for the purpose of receiving the Annual Report, adopting the Statements of Account, and electing Members of Council and Auditors. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold an annual general meeting in the year of its incorporation or in the following year.

15. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Members of Council capable of acting to form a quorum, any 2 Members of Council or any 10 Full Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### **NOTICE OF GENERAL MEETING**

16. Subject to the provisions of Section 114 of the Ordinance relating to the annual general meeting and a meeting for the passing of special resolutions, a minimum of 21 days' written notice of general meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business, shall be given. In the event of any general meeting which is not an annual general meeting or a meeting for the passing of a special resolution, a minimum of 14 day's written notice with particulars as required hereinabove in this article shall be given.

17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

#### **PROCEEDINGS AT GENERAL MEETING**

18. No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 30 Full Members personally present shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Full Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, 15 Full Members present shall be a quorum.

20. The Council shall elect a Member of Council to act as chairman of the general meeting.

21. The chairman of the general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn any

meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **VOTES OF MEMBERS**

22. Each Full Member will carry one vote at all general meeting.

23. At any general meeting a resolution put to the vote shall be decided on a show of hands or by polling if so demanded by the chairman or by at least 5 Full Members present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

24. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

25. No Full Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been paid.

26. On a poll votes may be given either personally or by proxy on the proxy form prepared by the Association.

27. The proxy form shall be filled in writing under the hand of the appointer or his attorney duly authorized in writing, and shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

28. (Blank)

29. (Blank)

### **COUNCIL**

30. Unless otherwise determined by the Association at the general meeting, the number of Members of Council shall be not less than 8 but not more than 13.

31. The first Members of Council of the Association shall be the following persons:-

Wai Pui Yee	韋佩怡	Chairman
Lai Suk Yin	賴淑燕	Vice-Chairman (External)
Kwok Cheong Ning	郭昌寧	Vice-Chairman (Internal)
Chan Shuk Wah Annie	陳淑華	Secretary
Kwan Siu Fung	關少鳳	Treasurer
Lam Ka Ki	林嘉淇	Council Member
Kam Shing Lung Joannes Alan	金升龍	Council Member
Lai Hok Ming	賴鶴明	Council Member
Mok Ho Kwong	莫皓光	Council Member
Chow Chi Ming	周子明	Council Member
Chan Tze Shun	陳珮珣	Council Member
Cheng Chung Choi	鄭仲材	Council Member

32. The Council shall have the following officers, namely:-

- a. The Chairman – who shall preside over all meetings of the Association and shall represent the Association in all external and internal affairs of the Association and to assist the other Members of Council in the carrying out or management of the Association and shall use his best endeavour to assist smooth transaction of his term of Council to the next term of Council.
- b. The Internal Vice-Chairman – who shall assist the Chairman to handle the internal affairs and management of the Association and shall in the absence of the Chairman act as Chairman of the Council and shall perform all duties of the Chairman.
- c. The External Vice-Chairman – who shall assist the Chairman to handle the external affairs of the Association and shall in absence of the Chairman and the Internal Vice-Chairman and shall perform all duties of the Chairman.
- d. The Honorary Secretary – who shall be responsible for all Chinese and English documents in respect of the Association and to keep proper records and minutes of all meetings of the Association.
- e. The Honorary Treasurer – who shall be responsible for the financial affairs of the Association.
- f. And any other 8 office-bearer as the Council shall from time to time think fit.
- g. The Council Advisors - The School Management shall assign at least 1 but not more than 4 representatives together with 1 Spiritual Advisor assigned by the Missionary to be the Advisors of the Council who shall have rights of audience in the Council meetings but shall have no voting rights in neither Council nor

### General meetings.

33. The term of Council shall be two years and all Members of Council shall retire from office in every alternate annual general meeting.

34. A retiring Members of Council shall be eligible for re-election. Nonetheless, the retiring Chairman, both the Internal and External Vice-Chairmen, the Honorary Secretary and Treasurer who have served for two consecutive terms shall not be eligible to be re-elected as one of the said posts until the next election following the Annual General Meeting in which they retired.

35. The Association at the general meeting at which a Member of Council retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring Member of Council shall be deemed to have re-elected unless at such meeting is resolved not to fill up such vacated office. Nomination for Council election shall be made on the nomination form prepared by the Association and shall be deposited at the registered office of the Association not less than 14 days before the time for holding the meeting or adjourned meeting at which director election takes place. Nominator should have got the nominee's consent and one second from a Full Member of such nomination before making the nomination.

36. Any causal vacancy occurring in the Council may be filled up by appointment of the current Council but the persons so chosen shall be subject to retirement at the same time as if he had become a Member of Council on the day on which the Member of Council in whose place he is appointed was last elected a Member of Council.

37. The Association may by extraordinary resolution remove any Member of Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Member of Council on the day on which the Member of Council in whose place he is appointed was last elected a Member of Council.

### PROCEEDINGS OF THE MEMBERS OF COUNCIL

38. The Members of Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit but not less than once in quarterly. Questions arising at the meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a casting vote. A Member of Council may and the Secretary on the request of a Member of Council shall at any time summon a Council meeting.

39. The quorum necessary for the Council meeting shall be two-third of the total number of the Members of Council, but in the event where the Member of Council vacancies cause the number of the continuing Members of Council to reduce to below 8, the Council meeting of the continuing Members of Council may be convened for the purpose of increasing the number of Members of Council to that number, or to summoning a general meeting, but for no other purpose.

40. The Members of Council may in the absence of the Chairman and both External and Internal Vice-Chairmen, elect a chairman for a Council meeting.

### **POWERS AND DUTIES OF COUNCIL**

41. The operation of the Association shall be managed by the Council who may pay all expenses incurred in incorporating the Association and in achieving the objects of the Association and may exercise all such powers of the Association as are not by the Ordinance, or by these articles, required to be exercised by the Association in general meetings, subject nevertheless to any regulation of the articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Members of Council which would have been valid if that regulation had not been made.

42. The functions of the Council shall be:-

- a. to formulate and decide the annual plan and budget of the Association;
- b. to decide all the administrative and financial policies of the Association;
- c. to formulate the development programme of the Association;
- d. to decide the structure of the various functional sub-committees and appoint members of such sub-committees;
- e. subject to Clause 5 of the Memorandum of Association, to employ and supervise the staff of the Association and to decide their duties;
- f. to sign all contracts on behalf of the Association;
- g. to appoint delegates to represent the Association;
- h. to appoint honorary members of the Association;
- i. to consider any other operation of the Association.

43. The Members of Council shall cause minutes to be made in books provided for the purpose of :-

- a. all appointments of officers made by the Members of Council;
- b. the names of the Members of Council present at each meeting of the Council;

c. all resolutions and proceedings at all meetings of the Association and of the Members of Council.

44. The Council may delegate any of its powers to committees consisting of such member or members as the Board thinks fit; and the committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed by the Council.

45. Except as otherwise provided by these articles, the Council shall have absolute discretion in all matters concern and property of the Association.

46. Subject to Clause 5 of the Memorandum of Association, the Council may appoint any person or persons as servants of the Association from time to time at such remuneration and upon such conditions as it shall think fit, and any person appointed under the provisions of this article may be removed from office by resolution passed by the majority of the Members of Council present at a Council meeting.

46A. The members of the Council shall not vote on matters which they are interested.

#### **DISQUALIFICATIONS OF MEMBERS OF COUNCIL**

47. The office of a member of Council shall be vacated, if such member:-

- a. becomes bankrupt; or
- b. holds any office other than a member of Council or profit under the Association;  
or
- c. is found lunatic or becomes of unsound mind; or
- d. deceased; or
- e. becomes incapable to discharge his/her duties as a member of Council due to his/her healthiness or sickness; or
- f. resigns his office by notice in writing to the Association; or
- g. is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance; or
- h. by giving no good reason (reason to be accepted by other Members of Council), being absent from Council Meetings for three consecutive times.

#### **THE SEAL**

48. The Council shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except authorized by a resolution of the Council.

and signed by one Member of Council approved by the Council in the presence of another Member of Director.

## **MANAGEMENT OF FINANCIAL AFFAIRS**

49. Funds of the Association shall be applied only towards meeting the objects of the Association.

50. In furtherance of the objects of the Association but not otherwise, the Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, and other securities, whether outright or as security for any debt, liability or obligation of the Association in a reasonable and prudent manner.

51. Account shall be opened with such bank as the Council may direct under the signatures of at least 2 Members of Council to be determined by the Council's resolution. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by (except in the case of receipts) at least 2 Members of Council to be determined by the Council and otherwise in such manner as the Association shall from time to time by resolution determine.

52. All contracts entered into by the Association shall be signed by the Chairman or, in his absence, the Internal Vice-Chairman witnessed by another Member of Council.

53. The Members of Council shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under these articles.

54. The management and control of money shall be vested in the Council and proper books and accounts shall be kept by the Honorary Treasurer.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Member of Council, and no member (not being a Member of Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Council or the Association in general meeting.

56. The Members of Council shall from time to time in accordance with Sections 122, 124 and 129D of the Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure statements, balance sheets, group accounts (if any) and reports as are referred to in those sections.

57. A copy of balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Council's report and a copy of the Audit's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures (if any) of, the Association; Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

### **AUDIT**

58. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

### **NOTICES**

59. A notice may be given by the Association to any member either personally or by sending it by post or other electronic means to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of the notice to him. Where a notice is given by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, any in any other case at the time at which the letter would be delivered in the ordinary course of post.

60. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

- a. every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
- b. the auditors for the time being of the Association. No other person shall be entitled to receive notices of general meeting.

61. Every director, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings,

whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connexion with any application under Section 358 of the Ordinance in which is granted to him by court.

### **WINDING-UP**

62. The Association shall be wound up voluntarily whenever a special resolution is passed by the general meeting requiring the Association to be so wound up.

### **SECRETARY**

63. The Members of Council may, from time to time by a resolution, appoint or remove a Company Secretary. In the event that the Company Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its Members of Council or officers duly authorized. Annie Chan (陳淑華) shall be the first secretary of the Company to hold office until the first meeting of the Council.

### **Names, Addresses and Descriptions of Subscribers**

Kwok Cheong Ning (郭昌寧)

[Address Deleted in this copy for Privacy Reasons]

(Primary School Teacher)

Lai Hok Ming (賴鶴明)

[Address Deleted in this copy for Privacy Reasons]

(External Examiner)

Cheng Chung Choi (鄭仲材)

[Address Deleted in this copy for Privacy Reasons]

(PhD Student)

Dated the 19th day of December, 2008

WITNESS to the above signatures: -

Paul YAU  
Solicitor, HKSAR  
Tam, Pun & Yipp  
16<sup>th</sup> Floor, Ginza Plaza,  
565 Nathan Road, Kowloon,  
Hong Kong



項目分頁  
Header Sheet

項目分頁編號  
Header Sheet No.: PS300008829220-2

條碼  
Barcode:



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註Note 1:  
所有日期的排列方式為日-月-年。  
All dates are presented in Date-Month-Year.

完  
- END OF REPORT -

THE COMPANIES ORDINANCE

Company No. 1303229

(CHAPTER 32)

AMENDED SPECIAL RESOLUTION OF

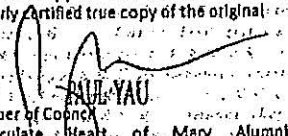
Immaculate Heart of Mary Alumni Association Limited

聖母無玷聖心校友會有限公司

Passed on 10 July 2010

**CERTIFIED TRUE COPY**

I hereby certify that this is a true and complete copy of the original or of a properly certified true copy of the original.

  
PAUL YAU  
Member of Council  
Immaculate Heart of Mary Alumni  
Association Limited  
Date: 13<sup>th</sup> December 2010

At an Extraordinary General Meeting of Immaculate Heart of Mary Alumni Association Limited duly convened and held at Hall, Immaculate Heart of Mary College, Jing Ming Chuen, Shatin, New Territories, Hong Kong, the following Special Resolution was duly passed :-

(1) THAT the Memorandum and Articles of the Articles and Memorandum of the Association be amended as follows and that the attached amended Memorandum and Articles of Association amended pursuant to the proposed amendments be approved and adopted and the Council be and is hereby authorised to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company :-

1. Clause 2

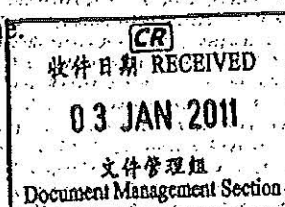
To replace the word "situate" with "situated"

2. Clause 3(a)

To replace the words "fostery promote and further friendship, relationship, fellowship and better understanding amongst" with "gather" and add the words "for promotion and support of the principles and objectives of the School" at the end of the clause.

3. Clause 3(c)

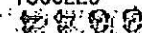
a. To insert the words "non-profit making" before the word "lectures" in the 4<sup>th</sup> line.



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- b. To delete the word "or indirectly" in the last line.
- 4. Clause 3(e)  
To insert the words "Subject to Clause 5 hereof," at the beginning of the clause.
- 5. Clause 3(e) and 3(q)  
To replace the word "purpose(s)" with "object(s)" whenever it appears.
- 6. Clause 3(f)
  - a. To delete the words "which the Association may think necessary or convenient".
  - b. To delete the word "plantations" in the 4<sup>th</sup> line.
- 7. Clause 3(g)
  - a. To insert the words "In furtherance of the objects of the Association but not otherwise," at the beginning of the clause,
  - b. To delete the word "advance money to".
- 8. Clause 3(h)  
The whole Clause be deleted
- 9. Clause 3(i)
  - a. To insert the words "non-profit making" before the word "periodicals".
  - b. To delete the words "which may be thought desirable".
  - c. To replace the word "interests" with "objects".
  - d. To delete the words "and its members and others interested in the objects of the Association".
- 10. Clause 3(j)  
The whole Clause be deleted.
- 11. Clauses 3(k) and 3(s)  
To replace the words "may seem" with "are" whenever they appear.
- 12. Clause 3(l)
  - a. To replace the words "be beneficial to" with "further the objects of".
  - b. To replace the words "Provided that no ... objects of the Association".

with "and provided that such associations or clubs shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof"

13. Clause 3(m)

- a. To delete the words "or public" in the 1<sup>st</sup> line.
- b. To insert the words "having objects similar to the Association provided that the charitable body, institution, society or club shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof" after the word "club".
- c. To insert the words "Subject to Clause 5 hereof," before the words "to give pensions".
- d. To delete the word "may" and the words "or have been connected with the Association's activities".
- e. To amend the words "to wards" with "towards" and the word "from" with "form".

14. Clauses 3(o) and 3(p)

To replace the words "such manner" with "a reasonable and prudent manner" whenever they appear.

15. Clause 3(p)

- a. To delete the words "or debenture stock (perpetual or otherwise)".
- b. To delete the words "or any other person ... as the case may be".

16. Clause 3(q)

To delete the words "and for such other purposes as the Association may think necessary".

17. Clause 5

- a. To insert the words "not being a member of the Council or the governing body of the Association" before the words "in return for".
- b. To insert the words "but so that no member of the Council or the governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall

be given by the Association to any member of the Council or the governing body except repayment of out-of-pocket expenses and interest at abovementioned rate on money lent or reasonable and proper rent for premises demised or let" at the end of the clause.

18. Clause 8

To insert the words "or to some other institution or institutions; having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 above, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object" at the end of the clause.

19. Clause 3(v)

To insert a new Clause 3(v) "The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded" after clause 3(u).

Articles of Association

20. Article 2

To replace the words "to be 500,000" with "not to exceed 5,000"

21. Article 41 and 42(i)

To replace the word "business" with "operation" whenever it appears.

22. Articles 42(e) and 46

To insert the words "Subject to Clause 5 of the Memorandum of Association," at the beginning of the articles.

23. Article 47(b)

To delete the words "without the consent of the Association in general meeting" and the word "other".

24. Article 50

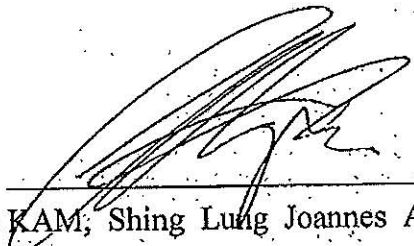
- a. To insert the words "In furtherance of the objects of the Association but not otherwise," at the beginning of the article.
- b. To delete the words "debenture stock".
- c. To delete the words "or of any third party" in the last line.
- d. To insert the words "in a reasonable and prudent manner" at the end of the article.

25. Article 56

To replace the words "profit and loss accounts" in the 3<sup>rd</sup> line with "income and expenditure statements",

26. Others

To insert a new Article 46A that "The members of the Council shall not vote on matters which they are interested" after Article 46.



KAM, Shing Lung Joannes Alan  
Chairman of the meeting

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION  
OF  
IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED  
(聖母無玷聖心校友會有限公司)

1. The name of the Company is "IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED (聖母無玷聖心校友會有限公司)" (hereinafter referred to as "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The vision of the Association is "Come together for the requital to our Mother School (凝聚校友，回饋母校)" and the objects for which the Association is established are: -
  - (a) To gather the past, present and future students, graduates and teaching and administrative staff of Immaculate Heart of Mary Kindergarten/School/College, and any other educational institutions founded or to be founded by Franciscan Missionary Sisters Of Our Lady Of Sorrows ("the Missionary") under the name of "Immaculate Heart of Mary" (hereinafter called collectively "the Mother School" or "the School") for promotion and support of the principles and objectives of the School.
  - (b) To raise money for the promotion of quality education generally
  - (c) To promote education by such means as the Association may think fit and in particular by the provision of scholarships, bursaries, subsidies and other allowances for any students, the provision of research facilities and library facilities, the conducting of non-profit making lectures, seminars, conferences, classes and exhibitions all calculated directly to advance education.
  - (d) To enhance, assist and participate in such activities as the Association may think fit for the welfare of the School, the Missionary and the community.
  - (e) Subject to Clause 5 hereof, to engage, hire and employ persons considered necessary for the objects of the Association and to pay them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
  - (f) To purchase, take on lease, hire or otherwise acquire in Hong Kong or elsewhere real or personal property or any rights or interests therein for effectuating any of its objects, and in particular any lands, houses, patents,

concessions, copyrights, licences, stocks, material or property of any description and to work, use, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Association, including, in respect of any patent or patent rights belonging to the Association the grant of licences or authorities to any person, corporation, or company to work the same.

- (g) In furtherance of the objects of the Association but not otherwise, to develop, improve and utilize any land within Hong Kong or elsewhere acquired by the Association, or in which the Association is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement and such land and enter into contracts and agreements of all kinds with builders and tenants of and others interested in any such land.
- (h) [Deleted]
- (i) To prepare, print and publish any non-profit making periodicals, books, circulars, leaflets or other literature for the promotion of the objects of the Association and to distribute among its members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- (j) [Deleted]
- (k) To enter into agreements with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authorities all rights, concessions and privileges that are conducive to the Association's objects or any of them.
- (l) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may further the objects of the Association and provided that such associations or clubs shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof.
- (m) To support and subscribe to any charitable body, and any institution, society or club having objects similar to the Association provided that the charitable body, institution, society or club shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, and subject to Clause 5 hereof, to give pensions, gratuities or charitable aid to any persons who have

served the Association, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance and to form and contribute to provident funds and welfare funds for any persons who serve the Association.

- (n) To procure contributions to the Association and to accept donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and rebates, commissions and any other assets whatsoever and either subject or not subject to any special trusts or conditions.
  - (o) To invest and deal with the monies of the Association not immediately required, upon such securities and in a reasonable and prudent manner as may from time to time be determined by the Association.
  - (p) To receive money on deposit or loan and borrow or raise money in a reasonable and prudent manner as the Association shall think fit, and in particular by the issue of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Association.
  - (q) To open and operate banking account or accounts with any bank or banks for the object of the Association.
  - (r) To repay or refund to persons who have advanced or subscribed money in connection with the promotion, formation and incorporation of the Association as aforesaid the amount of the money so advanced or subscribed by them.
  - (s) To establish branches, agencies and/or local boards in any place in Hong Kong and elsewhere abroad as the Association may from time to time think fit and the same to regulate, direct and discontinue, dispose of, or otherwise deal with as are expedient.
  - (t) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
  - (u) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.
  - (v) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.
4. The Association shall be a non-profit making and non-political body.
5. The income and property of the Association, whencesoever derived, shall be

applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association not being a member of the Council or the governing body of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding at any time the prime lending rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Council or the governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or the governing body except repayment of out-of-pocket expenses and interest at abovementioned rate on money lent or reasonable and proper rent for premises demised or let.

6. The liability of the members is limited.
7. 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 after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before 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 Hong Kong dollars (HK\$10).
8. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to the Mother School to be used solely for education purposes or to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 above, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

ARTICLES OF ASSOCIATION  
OF  
IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED  
(聖母無玷聖心校友會有限公司)

**INTERPRETATION**

1. In these articles unless there be something in the subject or context inconsistent therewith:-

1.

- a. "The Association" means "IMMACULATE HEART OF MARY ALUMNI ASSOCIATION LIMITED(聖母無玷聖心校友會有限公司)".
- b. "Mother School" or "the School" means either one of Immaculate Heart of Mary Kindergarten, Immaculate Heart of Mary School, Immaculate Heart of Mary College, and any other educational institutions founded or to be founded by Franciscan Missionary Sisters Of Our Lady Of Sorrows under the name of "Immaculate Heart of Mary (聖母無玷聖心)".
- c. "Members" means members of the Association.
- d. "Alumni" means persons who have been students of the School but was no longer such students.
- e. "Council" or "Members of Council" means the Council for the time being entitled to hold office and act as the Members of Council of the Association whether permanent alternate or ordinary, or (as the context may require) the majority present and voting at a meeting of Council.
- f. "General Meeting" means a General Meeting of the Members of the Association whether Annual or Extraordinary.
- g. "The Ordinance" means the Hong Kong Companies Ordinance, Chapter 32 of the Laws of Hong Kong revised edition.
- h. "Regulations" means these Articles of Association and the rules and regulations of the Association from time to time in force.
- i. "The Seal" means the common seal of the Association.
- j. "In writing" means written, printed or lithographed or partly one and partly other, and other modes of representing or reproducing words in a visible form.
- k. Words denoting masculine gender include feminine and neuter genders whether the context shall so admit and words in the singular shall include the plural and vice versa.

## MEMBERSHIP

2. The number of members of the Association is declared not to exceed 5,000.
3. The subscribers to the Memorandum of Association and such other persons as the Members of Council shall admit to memberships shall be members of the Association.
4. There are three classes of membership:-
  - a. Ordinary Member – Any past student of the Mother School is entitled to be registered as Ordinary Member.
  - b. Full Member – Any past student of the Mother School who is over the age of 18 is entitled to apply for being registered as Full Member. A subscription fee of such sum as the Council shall prescribe from time to time for the application of being a Full Member shall be charged by the Association.
  - c. Honorary Member – The Council may invite any person the Council thinks fit to serve the Association as Honorary Member.
5. Application for membership shall be made on the prescribed application form signed by the applicant. Ordinary Membership is open to all past or present students of the Mother School, but application for Full Member is subject to the approval of the Council who may at its discretion and without assigning any reason for its decision approve or refuse any such application. The decision of the Council shall be final.
6. The obligation of a member shall be as follows:-
  - a. To observe the regulations of the Association.
  - b. To obey all resolutions of the Association.
  - c. To assist in the promotion and advancement of the objects of the Association.
  - d. To pay the appropriate applicable membership subscription, to contribute to the expenditure of the Association and to participate in fund-raising campaigns for the promotion of the objects of the Association.
7. Ordinary Members and Honorary Members are neither eligible to vote in the general meetings of the Association nor be elected as Members of Council.
8. The rights and privileges of a member shall be personal to himself; they shall not be transferable by his own act or operation of law and shall cease upon his death or upon his ceasing from any cause to be a member under the provisions of these articles. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Association all monies which at the time of his ceasing

to be a member shall be due from him to the Association.

9. Members changing their place of residence or contact address shall give due notice to the Secretary and furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default or notice of change of address) shall be considered as duly received by the members.

10. Any member may resign his membership by giving one month's notice in writing to the Secretary of his intention so to do, and upon the expiration of such notice he shall cease to be a member.

11. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum and Articles or by-laws of the Association or shall be guilty of any conduct unworthy of a gentleman or likely be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Council, provided that not less than seven days before the meeting at which such resolution is passed notice in writing shall be given by the Secretary to any such member of the intended resolution for his expulsion, and that he shall be entitled to give in writing an explanation or defence he may think fit. The Council shall have the absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any member shall be final and conclusive. A member expelled under this article shall forfeit all rights in and claims upon the Association.

#### **MEMBERSHIP SUBSCRIPTION**

12. The membership subscriptions payable by members of the Association shall be such as the Council shall from time to time prescribe.

13. Membership subscriptions are not refundable and must be paid in such manners as stipulated in these articles.

#### **GENERAL MEETINGS**

14. There shall be an Annual General Meeting to be held once in every calendar year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as may be prescribed by the Council, for the purpose of receiving the Annual Report, adopting the Statements of Account, and electing Members of Council and Auditors. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold an annual general meeting in the year of its incorporation or in the following year.

15. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Members of Council capable of acting to form a quorum, any 2 Members of Council or any 10 Full Members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### **NOTICE OF GENERAL MEETING**

16. Subject to the provisions of Section 114 of the Ordinance relating to the annual general meeting and a meeting for the passing of special resolutions, a minimum of 21 days' written notice of general meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business, shall be given. In the event of any general meeting which is not an annual general meeting or a meeting for the passing of a special resolution, a minimum of 14 days' written notice with particulars as required hereinabove in this article shall be given.

17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

#### **PROCEEDINGS AT GENERAL MEETING**

18. No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 30 Full Members personally present shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Full Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, 15 Full Members present shall be a quorum.

20. The Council shall elect a Member of Council to act as chairman of the general meeting.

21. The chairman of the general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn any

meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **VOTES OF MEMBERS**

22. Each Full Member will carry one vote at all general meeting.

23. At any general meeting a resolution put to the vote shall be decided on a show of hands or by polling if so demanded by the chairman or by at least 5 Full Members present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

24. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

25. No Full Member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been paid.

26. On a poll votes may be given either personally or by proxy on the proxy form prepared by the Association.

27. The proxy form shall be filled in writing under the hand of the appointer or his attorney duly authorized in writing, and shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

28. (Blank)

29. (Blank)

### **COUNCIL**

30. Unless otherwise determined by the Association at the general meeting, the number of Members of Council shall be not less than 8 but not more than 13.

31. The first Members of Council of the Association shall be the following persons:-

Wai Pui Yee	韋佩怡	Chairman
Lai Suk Yin	賴淑燕	Vice-Chairman (External)
Kwok Cheong Ning	郭昌寧	Vice-Chairman (Internal)
Chan Shuk Wah Annie	陳淑華	Secretary
Kwan Siu Fung	關少鳳	Treasurer
Lam Ka Ki	林嘉淇	Council Member
Kam Shing Lung Joannes Alan	金升龍	Council Member
Lai Hok Ming	賴鶴明	Council Member
Mok Ho Kwong	莫皓光	Council Member
Chow Chi Ming	周子明	Council Member
Chan Tze Shun	陳珽珣	Council Member
Cheng Chung Choi	鄭仲材	Council Member

32. The Council shall have the following officers, namely:-

- a. The Chairman – who shall preside over all meetings of the Association and shall represent the Association in all external and internal affairs of the Association and to assist the other Members of Council in the carrying out or management of the Association and shall use his best endeavour to assist smooth transaction of his term of Council to the next term of Council.
- b. The Internal Vice-Chairman – who shall assist the Chairman to handle the internal affairs and management of the Association and shall in the absence of the Chairman act as Chairman of the Council and shall perform all duties of the Chairman.
- c. The External Vice-Chairman – who shall assist the Chairman to handle the external affairs of the Association and shall in absence of the Chairman and the Internal Vice-Chairman and shall perform all duties of the Chairman
- d. The Honorary Secretary – who shall be responsible for all Chinese and English documents in respect of the Association and to keep proper records and minutes of all meetings of the Association.
- e. The Honorary Treasurer – who shall be responsible for the financial affairs of the Association.
- f. And any other 8 office-bearer as the Council shall from time to time think fit.
- g. The Council Advisors - The School Management shall assign at least 1 but not more than 4 representatives together with 1 Spiritual Advisor assigned by the Missionary to be the Advisors of the Council who shall have rights of audience in the Council meetings but shall have no voting rights in neither Council nor

### General meetings.

33. The term of Council shall be two years and all Members of Council shall retire from office in every alternate annual general meeting.

34. A retiring Members of Council shall be eligible for re-election. Nonetheless, the retiring Chairman, both the Internal and External Vice-Chairmen, the Honorary Secretary and Treasurer who have served for two consecutive terms shall not be eligible to be re-elected as one of the said posts until the next election following the Annual General Meeting in which they retired.

35. The Association at the general meeting at which a Member of Council retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring Member of Council shall be deemed to have re-elected unless at such meeting is resolved not to fill up such vacated office. Nomination for Council election shall be made on the nomination form prepared by the Association and shall be deposited at the registered office of the Association not less than 14 days before the time for holding the meeting or adjourned meeting at which director election takes place. Nominator should have got the nominee's consent and one second from a Full Member of such nomination before making the nomination.

36. Any causal vacancy occurring in the Council may be filled up by appointment of the current Council but the persons so chosen shall be subject to retirement at the same time as if he had become a Member of Council on the day on which the Member of Council in whose place he is appointed was last elected a Member of Council.

37. The Association may by extraordinary resolution remove any Member of Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Member of Council on the day on which the Member of Council in whose place he is appointed was last elected a Member of Council.

### PROCEEDINGS OF THE MEMBERS OF COUNCIL

38. The Members of Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit but not less than once in quarterly. Questions arising at the meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a casting vote. A Member of Council may and the Secretary on the request of a Member of Council shall at any time summon a Council meeting.

39. The quorum necessary for the Council meeting shall be two-third of the total number of the Members of Council, but in the event where the Member of Council vacancies cause the number of the continuing Members of Council to reduce to below 8, the Council meeting of the continuing Members of Council may be convened for the purpose of increasing the number of Members of Council to that number, or to summoning a general meeting, but for no other purpose.

40. The Members of Council may in the absence of the Chairman and both External and Internal Vice-Chairmen, elect a chairman for a Council meeting.

#### **POWERS AND DUTIES OF COUNCIL**

41. The operation of the Association shall be managed by the Council who may pay all expenses incurred in incorporating the Association and in achieving the objects of the Association and may exercise all such powers of the Association as are not by the Ordinance, or by these articles, required to be exercised by the Association in general meetings, subject nevertheless to any regulation of the articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations and provisions as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Members of Council which would have been valid if that regulation had not been made.

42. The functions of the Council shall be:-

- a. to formulate and decide the annual plan and budget of the Association;
- b. to decide all the administrative and financial policies of the Association;
- c. to formulate the development programme of the Association;
- d. to decide the structure of the various functional sub-committees and appoint members of such sub-committees;
- e. subject to Clause 5 of the Memorandum of Association, to employ and supervise the staff of the Association and to decide their duties;
- f. to sign all contracts on behalf of the Association;
- g. to appoint delegates to represent the Association;
- h. to appoint honorary members of the Association;
- i. to consider any other operation of the Association.

43. The Members of Council shall cause minutes to be made in books provided for the purpose of:-

- a. all appointments of officers made by the Members of Council;
- b. the names of the Members of Council present at each meeting of the Council;

c. all resolutions and proceedings at all meetings of the Association and of the Members of Council.

44. The Council may delegate any of its powers to committees consisting of such member or members as the Board thinks fit; and the committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed by the Council.

45. Except as otherwise provided by these articles, the Council shall have absolute discretion in all matters concern and property of the Association.

46. Subject to Clause 5 of the Memorandum of Association, the Council may appoint any person or persons as servants of the Association from time to time at such remuneration and upon such conditions as it shall think fit, and any person appointed under the provisions of this article may be removed from office by resolution passed by the majority of the Members of Council present at a Council meeting.

46A. The members of the Council shall not vote on matters which they are interested.

#### **DISQUALIFICATIONS OF MEMBERS OF COUNCIL**

47. The office of a member of Council shall be vacated, if such member:-

- a. becomes bankrupt; or
- b. holds any office other than a member of Council or profit under the Association;  
or
- c. is found lunatic or becomes of unsound mind; or
- d. deceased; or
- e. becomes incapable to discharge his/her duties as a member of Council due to his/her healthiness or sickness; or
- f. resigns his office by notice in writing to the Association; or
- g. is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance; or
- h. by giving no good reason (reason to be accepted by other Members of Council); being absent from Council Meetings for three consecutive times.

#### **THE SEAL**

48. The Council shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except authorized by a resolution of the Council

and signed by one Member of Council approved by the Council in the presence of another Member of Director.

## **MANAGEMENT OF FINANCIAL AFFAIRS**

49. Funds of the Association shall be applied only towards meeting the objects of the Association.

50. In furtherance of the objects of the Association but not otherwise, the Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, and other securities, whether outright or as security for any debt, liability or obligation of the Association in a reasonable and prudent manner.

51. Account shall be opened with such bank as the Council may direct under the signatures of at least 2 Members of Council to be determined by the Council's resolution. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by (except in the case of receipts) at least 2 Members of Council to be determined by the Council and otherwise in such manner as the Association shall from time to time by resolution determine.

52. All contracts entered into by the Association shall be signed by the Chairman or, in his absence, the Internal Vice-Chairman witnessed by another Member of Council.

53. The Members of Council shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under these articles.

54. The management and control of money shall be vested in the Council and proper books and accounts shall be kept by the Honorary Treasurer.

55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Member of Council, and no member (not being a Member of Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Council or the Association in general meeting.

56. The Members of Council shall from time to time in accordance with Sections 122, 124 and 129D of the Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure statements, balance sheets, group accounts (if any) and reports as are referred to in those sections.

57. A copy of balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Council's report and a copy of the Audit's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures (if any) of, the Association; Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

#### **AUDIT**

58. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

#### **NOTICES**

59. A notice may be given by the Association to any member either personally or by sending it by post or other electronic means to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of the notice to him. Where a notice is given by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, any in any other case at the time at which the letter would be delivered in the ordinary course of post.

60. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-

a. every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and

b. the auditors for the time being of the Association. No other person shall be entitled to receive notices of general meeting.

61. Every director, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings,

whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connexion with any application under Section 358 of the Ordinance in which is granted to him by court.

#### **WINDING-UP**

62. The Association shall be wound up voluntarily whenever a special resolution is passed by the general meeting requiring the Association to be so wound up.

#### **SECRETARY**

63. The Members of Council may, from time to time by a resolution, appoint or remove a Company Secretary. In the event that the Company Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its Members of Council or officers duly authorized. Annie Chan (陳淑華) shall be the first secretary of the Company to hold office until the first meeting of the Council.