

THE COMPANIES ORDINANCE
(Chapter 32 of the Laws of Hong Kong)

Company Limited by Guarantee
and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION
OF

FARM ROAD GOVERNMENT PRIMARY SCHOOL
ALUMNI ASSOCIATION LIMITED
農圃道官立小學校友會有限公司

1. The name of the Company is "FARM ROAD GOVERNMENT PRIMARY SCHOOL ALUMNI ASSOCIATION LIMITED 農圃道官立小學校友會有限公司" (hereinafter called "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
 - (a) To foster, promote and further friendship, relationship, fellowship and better understanding amongst the past, present and future students, graduates and teaching and administrative staff of Farm Road Government Primary School (formerly known as "Farm Road Government Primary AM School") (農圃道官立小學) (hereinafter called "the School");
 - (b) To enhance, assist and participate in such activities as may be organized or held by the School in the furtherance of their goals;
 - (c) To promote the advancement of education by such means as the Association may think fit and in particular by the provision of scholarships, subsidies and other allowances for any students of the School;
 - (d) To advance the spirit of the School and to provide services to the School generally to enhance the above objects;
 - (e) To promote, execute, carry out or engage in cultural, educational, scientific and social service activities and charitable work;

- (f) To raise moneys by subscription or other lawful means for any of the purposes herein provided;
- (g) To borrow moneys in such manner as the Executive Committee of the Association (hereinafter called "the Executive Committee") may think fit;
- (h) To accept gifts, donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided;
- (i) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the formation and registration of the Association;
- (j) To open and operate banking account or accounts with bank or banks for the purposes of the Association and for such purposes, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments;
- (k) To establish branches, agencies and/or local board in any place in Hong Kong and elsewhere abroad as the Association may from time to time think fit and to regulate, direct and discontinue, dispose of, or otherwise deal with the same as may seem expedient;
- (l) To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with other or others;
- (m) To organize activities and to participate in other activities which may seem to the Association capable of being conveniently carried on in connection with any of the above specified objects or calculated directly or indirectly to achieve the fulfilment of the interests, aims and objects of the Association;
- (n) To appoint an auditor or auditors for the Association;
- (o) To hold, acquire, purchase, take on lease, hire or otherwise deal in land, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situate and to sublet, sub-licence or transfer the same and also to invest moneys upon mortgages, debentures, funds, shares or securities of any corporation or company;
- (p) To grant, sell, assign, exchange, yield up, mortgage, reassign, transfer or otherwise dispose of any land, building, messuage, tenement, mortgage, debenture, fund, share or security belonging to the Association upon such terms as the Executive Committee may think fit;
- (q) To collect any moneys due to the Association and/or required for the purposes of the Association in such manner as the Executive Committee may think fit;

- (r) To invest any moneys of the Association not immediately required for any of its objects in such manner as may from time to time be determined by the Executive Committee; and
- (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED that each object specified in each paragraph of this Clause shall unless therein provided to the contrary be regarded as an independent object and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph and shall be capable of being pursued as an independent object either alone or in conjunction with one or more of the objects specific in the same or in any other paragraph or paragraphs PROVIDED ALWAYS THAT:-

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers; and
 - (iii) the powers set forth in the Seventh Schedule of the Companies Ordinance (Chapter 32) of the Laws of Hong Kong are hereby excluded.
4. (a) 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.
- (b) Subject to Clauses 4(d) and 4(e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Executive Committee 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 (except as provided in Clause 4(e) below) shall be given by the Association to any member of the Executive Committee or the governing body of the Association.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or employee of the Association, or to any member of the Association not being a member of the Executive Committee or the governing body of the Association in return for any services actually rendered to the Association.

- (e) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (i) to any member of the Executive Committee or the governing body of the Association out-of-pocket expenses;
 - (ii) of interest on moneys lent by any member of the Association or the Executive Committee or the governing body of the Association at a rate per annum not exceeding two per cent (2%) above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of the Executive Committee or the governing body of the Association; and
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of the Executive Committee or the governing body of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Clauses 4(d) and 4(e) above.

5. The liability of the members is limited.
6. 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 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 but not exceeding fifty (50) Hong Kong dollars.
7. If upon the winding up or dissolution of the Association there remains, after the 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 any institution or institutions nominated by the Executive Committee which have charitable objects similar to the objects of the Association and which prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed upon the Association by virtue of the Clause 4 hereof, at or before the time of the dissolution or in default thereof by a Judge of the Court of First Instance of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association and matters in respect of which such receipt and expenditures can take place and of the property and other assets and liabilities of the Association, which accounts 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 the 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 authorised auditor or auditors.

THE COMPANIES ORDINANCE
(Chapter 32 of the Laws of Hong Kong)

*Company Limited by Guarantee
and Not Having a Share Capital*

ARTICLES OF ASSOCIATION

OF

**FARM ROAD GOVERNMENT PRIMARY SCHOOL
ALUMNI ASSOCIATION LIMITED**
農圃道官立小學校友會有限公司

Interpretation

1. In these Articles, save where the context otherwise requires:-
- (a) "Alumni" means past students of the School;
 - (b) "Articles" means these Articles of Association in their present form or as altered from time to time;
 - (c) "Associate Member" means a member of the Association who is admitted as such in accordance with these Articles;
 - (d) "Association" means FARM ROAD GOVERNMENT PRIMARY SCHOOL ALUMNI ASSOCIATION LIMITED 農圃道官立小學校友會有限公司;
 - (e) "Auditor" means the person or persons appointed to audit the accounts of the Association;
 - (f) "Bye-laws" means the bye-laws of the Association from time to time in force pursuant to these Articles;
 - (g) "Chairman" means the Chairman for the time being of the Executive Committee;
 - (h) "Committee Member" means any person for the time being appointed, co-opted or otherwise as a member of the Executive Committee in accordance with these Articles;

- (i) "Companies Ordinance" means the Companies Ordinance (Chapter 32) of the Laws of Hong Kong;
- (j) "Executive Committee" means the Executive Committee of the Association constituted in accordance with these Articles;
- (k) "First Vice Chairman" means the First Vice-Chairman for the time being of the Executive Committee;
- (l) "Honorary Member" means a member of the Association who is admitted as such in accordance with these Articles;
- (m) "Honorary Secretary" means the Honorary Secretary for the time being of the Executive Committee or any person acting in such capacity by direction of the Executive Committee to perform the duties of the honorary secretary for the Association;
- (n) "Honorary Treasurer" means the Honorary Treasurer for the time being of the Executive Committee;
- (o) "in writing" and "written" include printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (p) "Life Member" means a member of the Association who is admitted as such in accordance with these Articles;
- (q) "Member" means a person admitted to membership of the Association by the Executive Committee and whose name appears on the Register of Members for the time being;
- (r) "Memorandum" means the Memorandum of Association of the Association for the time being;
- (s) "Ordinary Member" means a member of the Association who is admitted as such in accordance with these Articles;
- (t) "Register of Members" means the register of the Members of the Association to be kept pursuant to the Companies Ordinance;
- (u) "Seal" means the common seal of the Association;
- (v) "School" means Farm Road Government Primary School (formerly known as "Farm Road Government Primary AM School") (農圃道官立小學);
- (w) "Second Vice-Chairman" means the Second Vice-Chairman for the time being of the Executive Committee; and
- (x) "Student Member" means a member of the Association who is admitted as such in accordance with these Articles.

2. In these Articles, if not inconsistent with the subject or context, words importing the singular number shall include the plural number and vice versa, words importing any gender shall include all other gender and references to persons shall include corporations.
3. Subject as aforesaid, any words defined in the Companies Ordinance or any statutory modification for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
4. Where any provision of the Companies Ordinance is referred to, the reference is to such provision as modified by the Companies Ordinance for the time being in force.
5. The headings and any marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

Purposes

6. The Association is established for the purposes set forth in the Memorandum.

Honorary Advisor

7. The Principal for the time being of the School shall be the Honorary Advisor of the School.
8. The Honorary Advisor shall be entitled to attend and speak at all general meetings of the Association but he shall not be entitled to vote at such meetings.
9. The Honorary Advisor shall have no executive power or function, nor shall have any of the liabilities of a Member.

Advisors

10. The Executive Committee may from time to time appoint any distinguished persons to be the Advisors of the Association. The term of the Advisors shall be determined by the Executive Committee.
11. The Advisors shall be entitled to attend and speak at all general meetings of the Association but they shall not be entitled to vote at such meetings.
12. The Advisors shall have no executive power or function, nor shall have any of the liabilities of a Member.

Number of Members

13. For the purposes of registration, the number of Members with which the Association proposes to be incorporated is declared not to exceed two thousand (2,000) but the Executive Committee may from time to time increase the number of Members.

Membership

14. The membership of the Association shall be categorized into:-
 - (a) Life Members;
 - (b) Ordinary Members;
 - (c) Honorary Members;
 - (d) Associate Members; and
 - (e) Student Members.
15. Membership of Life Member shall be open to any adult who :-
 - (a) is an alumnus of the School and is interested in promoting and furthering the objects of the Association;
 - (b) agrees to pay a subscription fee for life membership of the Association; and
 - (c) is admitted by the Executive Committee as a Life Member.
16. Membership of Ordinary Member shall be open to any adult who :-
 - (a) is an alumnus of the School and is interested in promoting and furthering the objects of the Association; and
 - (b) is admitted by the Executive Committee as an Ordinary Member.
17. Membership of Honorary Member shall be open to any adult who :-
 - (a) is interested in promoting and furthering the objects of the Association; and
 - (b) is admitted by the Executive Committee as an Honorary Member.
18. Membership of Associate Member shall be open to any adult who :-
 - (a) is a past principal or teaching staff of the School or is a teaching staff for the time being of the School, who is interested in promoting and furthering the objects of the Association; and
 - (b) is admitted by the Executive Committee as an Associate Member.

19. Membership of Student Member shall be open to any person who :-
- (a) is an alumnus of the School not exceeding the age of twenty-five (25) and is studying in school, college or university as full time student and is interested in promoting and furthering the objects of the Association; and
 - (b) is admitted by the Executive Committee as a Student Member.
20. Application for membership shall be in such form as the Executive Committee may from time to time prescribe.
21. The Executive Committee shall have full discretion as to the admission of any person or organization to membership and shall not be called upon to give any reason thereof.
22. Any Member may resign from the Association by giving one month's prior notice in writing to the Association of his intention so to do and upon the expiration of the notice he shall cease to be a Member.
23. Unless otherwise decided by the Executive Committee, no admission fees shall be payable by the applicant on his admission as a Member.
24. If any Member has behaved in a manner calculated to cause undue inconvenience to other Members or likely to be injurious to the reputation or interests of the Association, the Executive Committee may by resolution call upon such Member to resign from the Association forthwith and, if he fails to resign, may by resolution strike his name off the roll of Members or may suspend his membership for such period of time as the Executive Committee deems expedient provided that at least one week before the meeting at which such resolution of the suspension or expulsion of the Member is passed, the Member shall have had notice thereof and of the intended resolution and shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation which he may think fit.
25. Any Member shall ipso facto cease to be a Member of the Association if such Member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) dies; or
 - (c) is proved to be of unsound mind by at least two qualified medical practitioners; or
 - (d) resigns by notice in writing to the Association; or
 - (e) is convicted of an indictable offence; or
 - (f) is removed by a resolution of the Executive Committee; or

- (g) neglects or refuses to comply with any of these Articles or any of the Bye-laws after written notice sent to him by registered post by the Honorary Secretary on the instruction of the Executive Committee directing his attention to such neglect or refusal and fails to take any remedial action within a reasonable time.
26. A Student Member shall cease to be a Member upon his attainment of the age of twenty six (26) or his cessation of being a full time student; whichever is the earlier.

Subscription of Members

27. The annual subscription payable by Members shall be such sum and payable in such manner as the Association in general meeting shall from time to time determine.
28. The lump sum subscription payable by Life Members shall be such sum as the Association in general meeting shall from time to time determine. Life Members shall not be required to pay any annual subscription to the Association.
29. Annual membership subscription is payable in the full amount on or before the 31st day of October every year. For new Members, annual membership subscription is payable within 30 days after admission in the full amount with the exception that any new Member admitted during the period from the 1st day of April to the 30th day of September (both days inclusive) in any year shall be liable to pay one-half of the appropriate amount for that year.
30. Lump sum membership subscription is payable by Life Members within 30 days on admission in the full amount.
31. No membership subscription is liable to be refunded unless in the view of the Executive Committee there is good and sufficient cause to do so.

Rights and Obligations of Members

32. Subject to the provisions hereinafter set out, all Members shall enjoy equal rights and privileges of membership.
33. Subject to the provisions hereinafter set out, all Members shall have the right to vote at all general meetings of the Association in accordance with the provisions of these Articles.
34. All Associate Members and Honorary Members shall enjoy all rights and privileges of membership but shall have no control over and/or participation in the management of the Association and no voting rights.
35. Every Member shall observe and be bound by all the provisions of the Memorandum and these Articles, regulations, bye-laws and resolutions (whether passed by the Association in general meeting or the Executive Committee) of the Association for the time being in force.

36. Any Member who has outstanding liability not yet fully discharged shall cease to enjoy the rights and privileges of membership.
37. The rights and privileges of every Member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall cease upon his death.

General Meeting

38. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold one in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
39. All general meetings other than annual general meetings shall be called extraordinary general meetings.
40. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions as provided by Section 113 of the Companies Ordinance.

Notice of General Meetings

41. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote thereat.
42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

43. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive

Committee and the Auditor, the election of Committee Members, the appointment of Honorary Legal Advisor, and the appointment of, and the fixing of the remuneration of, the Auditor.

44. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, one half of the total number of Members present in person or thirty (30) Members present in person, whichever is the lesser, shall be a quorum.
45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened on the requisition of 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, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
46. The Chairman, if any, of the Executive Committee shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Committee Members present shall elect one of their number to be chairman of the meeting.
47. If at any meeting no Committee Member is willing to act as chairman or if no Committee Member is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
48. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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 at the meeting from which the adjournment took place.
49. Subject to the provisions of the Companies Ordinance, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. A written notice of confirmation of such resolution in writing sent by or on behalf of a Member shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more Members.
50. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded —
 - (a) by the chairman; or

- (b) by at least 2 Members present in person; or
- (c) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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.

The demand for a poll may be withdrawn.

- 51. If a poll is duly demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 52. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

Votes of Members

- 53. Subject as herein provided, every Member shall have one vote whether on a show of hands or on a poll.
- 54. On a poll, votes may be given personally.
- 55. An objection may be made to the validity of any vote only at the meeting at which such vote shall be tendered, and every vote not disallowed at such meeting shall be valid.
- 56. Associate Members and Honorary Members shall have the right to attend and speak at all general meetings of the Association but not to vote at such meetings.
- 57. The Executive Committee may invite any person, association, corporation or partnership that is not a Member to attend any general meetings. Such person, association, corporation or partnership shall have none of the rights or liabilities of a Member.

Executive Committee

- 58. The Executive Committee shall consist of not less than nine (9) and not more than twenty (20) Committee Members at any one time. Subject as aforesaid, the Association in general meeting shall decide the number of Committee Members for the time being.

Composition of Executive Committee

59. The first Committee Members of the Executive Committee shall be appointed by the subscribers to the Memorandum.
60. All subsequent Committee Members of the Executive Committee shall be elected by Members who are entitled to vote at general meetings from amongst the Life Members and Ordinary Members. The election shall be conducted by the Executive Committee in accordance with the arrangements to be decided and announced by the Executive Committee from time to time.
61. The Honorary Secretary shall give notice of an election to all eligible voters at a reasonable time before the date set for the election and ask for nomination of candidates for such election.
62. Nomination of candidates shall be in writing and signed by a proposer and a seconder. The candidate shall also sign on such nomination to indicate his consent to be nominated. Only a Life Member or an Ordinary Member shall be eligible to be a candidate and only eligible voters shall be eligible to be a proposer or a seconder.
63. A Committee Member shall hold office for a term of three (3) years and shall be eligible for re-election. He may resign from office at any time and notice of such resignation shall be in writing addressed to the Executive Committee.
64. No salary, remuneration, or allowance shall be paid to the Committee Members, but they shall be reimbursed any out-of-pocket expenses properly incurred by them in connection with the affairs of the Association. Clerks and other employees employed by the Association shall be paid remuneration.

Officers of the Association

65. The Association shall have the following officers:-
 - (a) a Chairman;
 - (b) a First Vice-Chairman;
 - (c) a Second Vice-Chairman;
 - (d) an Honorary Treasurer;
 - (e) an Honorary Secretary;
 - (f) a Membership Affairs Officer;
 - (g) an Associate Membership Affairs Officer;
 - (h) a Recreation Officer; and

- (i) an Associate Recreation Officer.
66. All the first officers of the Association shall be appointed by the Subscribers to the Memorandum. All the subsequent officers of the Association shall be elected by the Executive Committee amongst its Committee Members at the first meeting of the Executive Committee after the annual general meeting at which the Committee Members were elected.
67. The officers of the Association shall hold office for a term of three (3) years. In the case of the first officers of the Association, they shall retire from their respective offices at the close of the third annual general meeting of the Association. In the case of the subsequent officers of the Association, they shall retire from their respective offices at the close of the third annual general meeting next after that at which they were elected but shall be eligible for re-election.
68. The Executive Committee may appoint suitable Committee Members as other officers of the Association upon such terms or otherwise as the Executive Committee shall determine provided that in any event such officers shall retire from their respective offices at the close of the annual general meeting at which they shall retire from their offices of Committee Members.
69. A casual vacancy in the office of any officer of the Association shall be filled by a Committee Member elected by the Executive Committee from amongst themselves.
70. The Chairman of the Executive Committee shall represent the Association in all its matters externally and shall conduct and manage all matters in accordance with the provisions of these Articles and all resolutions of the Association and of the Executive Committee. He shall preside at all meetings of the Executive Committee at which he shall be present. In case the School Management Committee of the School invites the Association to nominate an alumnus of the School to be a member of the said School Management Committee, the Chairman shall be ex officio such nominated member of the said School Management Committee.
71. The First Vice-Chairman of the Executive Committee shall in all respects act as the Chairman in the latter's absence and assist the Chairman in the dispatch of all matters and affairs of the Association.
72. In case the First Vice-Chairman of the Executive Committee is not able or not willing to act as the Chairman in the latter's absence, the Second Vice-Chairman of the Executive Committee shall in all respects act as the Chairman in the latter's absence and assist the Chairman in the dispatch of all matters and affairs of the Association.
73. The Honorary Treasurer shall have the custody of and handle all the funds and securities of the Association on its behalf in accordance with the directions given by the Executive Committee. He shall assist the Executive Committee to keep proper books of accounts of the Association. He shall plan the expenditure and income and assume the responsibility for preparing the budget of the Association. He shall also prepare annual statements of accounts of the Association.

74. The Honorary Secretary shall keep the records of the Association under the supervision of the Chairman and the Executive Committee, including a permanent record of all minutes of meetings of the Executive Committee and of all minutes of meetings of the Members, which minutes shall be signed by the Chairman and placed by him in a minute book kept for that purpose.
75. The Membership Affairs Officer shall keep the Register of Members setting forth the names and addresses of the Members. He shall liaise and maintain close contacts with all Members and update the correspondence addresses and contact methods of the Members in the Register of Members. He shall promote and enhance the relationship between the Association and all Members. The Associate Membership Affairs Officer shall assist the Membership Affairs Officer in discharging his duties.
76. The Recreation Officer shall plan, organize and hold activities to foster, promote and further friendship, relationship and fellowship amongst the Members. The Associate Recreation Officer shall assist the Recreation Officer in discharging his duties.

Filling of Casual Vacancy of Committee Members

77. A casual vacancy in the membership of the Executive Committee shall be filled by a Life Member or an Ordinary Member appointed by the Executive Committee. Any Committee Member so appointed shall hold office only for the residue of the term of the vacant office of that Committee Member.
78. The Association in general meeting may by special resolution remove any Committee Member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Committee Member and the Executive Committee may appoint another Life Member or another Ordinary Member in his stead as a Committee Member. The person so appointed aforesaid shall hold office only for the residue of the term of the vacant office of that Committee Member.

Powers of the Executive Committee

79. The management and control of the affairs of the Association and of the funds and property belonging to the Association shall be vested in the Executive Committee. The Executive Committee may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Companies Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Companies Ordinance or these Articles and to such regulations, being not inconsistent with these 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 Committee Members which would have been valid if that regulation had not been made. The Executive Committee shall have the authority to adopt, amend or repeal any of the Bye-laws.

80. The Executive Committee shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Executive Committee;
- (b) of the names of the Committee Members present at each meeting of the Executive Committee and of any of its sub-committees;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and of any of its sub-committees,

and every Committee Member present at any meeting of the Executive Committee or of any of its sub-committee shall sign his name in a book to be kept for that purpose.

81. Without prejudice to the general powers conferred in these Articles, the Executive Committee shall have power:-

- (a) To appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Executive Committee, to be the attorney of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney or other instrument may contain such provisions for the protection and convenience of person dealing with any such attorney as they may think fit, and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him;
- (b) To employ and dismiss clerks and employees to be employed by the Association for the purposes of carrying out and furthering the aims, objects and functions of the Association, and to determine the powers and duties of such persons and fix their salaries or remunerations and to sanction the payment of the same out of the funds of the Association;
- (c) To expend the funds of the Association in such manner as they shall consider most beneficial for the purposes of the Association and to invest in the name of the Association such part thereof as they may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the Association;
- (d) To build upon, pull down, rebuild, add to, alter, repair, maintain, improve or dispose of, or otherwise deal with any land, building or messuage for the use of the Association;
- (e) To enter into such contracts and do all such acts and things as they may think expedient for the purposes of the Association;
- (f) To exercise all the powers of the Association to borrow moneys in such manner and on such terms as they may from time to time determine;

- (g) To exercise all the powers of the Association to raise moneys in such manner and on such terms as they may from time to time determine;
- (h) To exercise all the powers of the Association to collect moneys due to the Association in such manner as they may from time to time determine;
- (i) To sign, draw, make, give, accept, endorse, transfer and negotiate such cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association as they may from time to time determine to be desirable in carrying out the objects of the Association;
- (j) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as they may from time to time determine;
- (k) To cause proper minutes to be made of all the names of the Committee Members, of all orders made by them and all sub-committees of the Executive Committee, and of all resolutions and proceedings of all meetings of the Association and of the Executive Committee and of all sub-committees of the Executive Committee, and all business transacted at such meetings, and any minutes of any such meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated;
- (l) To bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon, or refer to arbitration, any such proceedings, or any claim by or against the Association and to give time to any debtor of the Association;
- (m) To make, vary and repeal rules for the regulation of the affairs of the educational bodies operated by the Association, their officers and staff;
- (n) To pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Association is established; and
- (o) Generally to do all things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.

Disqualification of Committee Members

82. The office of a Committee Member shall ipso facto be vacated if the Committee Member:-

- (a) holds any office of profit in the Association; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) dies; or

- (d) becomes prohibited from being a Committee Member by law or court order; or
- (e) is proved to be of unsound mind by at least two qualified medical practitioners; 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 business of the Association) 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 Companies Ordinance; a Committee Member shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted; or
- (h) is convicted of an indictable offence; or
- (i) is removed by a special resolution of the Association.

Interests of Committee Members

83. A Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest in accordance with the provisions of the Companies Ordinance. A general notice given to the Executive Committee by a Committee Member to the effect that he is a member or a director of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.
84. A Committee Member may hold any other office under the Association (other than the office of Auditor), and he or any firm of which he is a member may act in a professional capacity for the Association in conjunction with his office of Committee Member, for such period and on such terms (as to remuneration and otherwise) as the Committee may determine provided that any remuneration payable to any such Committee Member shall be reasonable and proper and be made in good faith. No Committee Member or intending Committee Member shall be disqualified by his office from contracting with the Association, nor shall any contract or arrangement entered into by or on behalf of the Association with any Committee Member or any firm or company in which any Committee Member is in any way interested be liable to be avoided, nor shall any Committee Member so contracting or being so interested be liable to account to the Association for any profit, remuneration or other benefits realised by any such contract or arrangement by reason only of such Committee Member holding that office, or of any fiduciary relationship thereby established.

85. A Committee Member shall not be entitled to vote as a Committee Member in respect of any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, and he shall not be taken into account in determining the quorum for the meeting at which any such contract or arrangement is to be considered.
86. A Committee Member may hold office as a director in or manager of any other company in which the Association is a shareholder or is otherwise interested, and (subject to any agreement with the Association to the contrary) shall not be liable to account to the Association for any remuneration or other benefits receivable by him from such other company. The Executive Committee may exercise the voting powers conferred by the shares in any company held or owned by the Association in such manner in all respects as the Executive Committee thinks fit (including the exercise thereof in favour of any resolution appointing the Committee Members or any of them directors or other officers of such company or voting or providing for the payment of remuneration to the directors of such company) and any Committee Member may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or is about to be, appointed a director or other officer of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

Proceedings of the Executive Committee

87. The Executive Committee will meet at least three (3) times a year on such dates and at such place as the Executive Committee may decide for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit.
88. The Chairman may call meetings of the Executive Committee as often as he deems it fit and on the written request of a Committee Member, the Honorary Secretary shall at any time summon a meeting of the Executive Committee by notice served upon all Committee Members.
89. The quorum necessary for a meeting of the Executive Committee shall, save as otherwise determined by the Executive Committee, be six (6) Committee Members personally present.
90. The Chairman, or in his absence, the First Vice-Chairman, or in the absence of both of the Chairman and the First Vice-Chairman, the Second Vice-Chairman shall preside at meetings of the Executive Committee.
91. The continuing Committee Members may act notwithstanding any vacancy in the Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of the Executive Committee, the continuing Committee Members may act for the purpose of increasing the number of Committee Members to that number, or of summoning a general meeting of the Association or of admitting persons to membership of the Association, but for no other purpose. If there shall be no Committee Member able or willing to act, then notwithstanding anything herein contained to the contrary, any one

Member may summon a general meeting of the Association for the purpose of appointing Committee Members.

92. Notice of a meeting of the Executive Committee shall be deemed to be duly given to a Committee Member if it is given to him personally, in writing or by word of mouth, or sent to him at his last known address or any other address given by him to the Association for this purpose. A Committee Member may consent to short notice of and may waive notice of any meeting of the Executive Committee and any such waiver may be retrospective. A Committee Member who is absent abroad shall not be entitled to notice of a meeting of the Executive Committee.
93. Any meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Executive Committee.
94. If at any meeting of the Executive Committee a quorum is not present within half an hour from the time appointed, another meeting shall be convened within the next seven days. If at such meeting a quorum is not present within an hour from the time appointed for the meeting, the Committee Members present shall be a quorum.
95. Questions arising at any meeting of the Executive Committee shall be decided by the majority of votes on a show of hands. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
96. A resolution in writing signed by all the Committee Members shall be as valid and effectual as a resolution of the Executive Committee passed at a meeting of the Executive Committee duly convened, held and constituted. A written notification of confirmation of such resolution in writing sent by a Committee Member shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents, each signed by one or more Committee Members.
97. The Executive Committee may from time to time appoint sub-committees consisting of such person or persons as they think fit, and may delegate any of their powers to any such sub-committees and from time to time revoke any such delegation and discharge any such sub-committees wholly or in part. Any sub-committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations which may from time to time be imposed on it by the Executive Committee. The meetings and proceedings of any such sub-committees shall be governed by the provisions of these Articles of regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same are not superseded by any regulations made by the Executive Committee.
98. All acts bona fide done by any meeting of the Executive Committee or of a sub-committee, or by any person acting as a member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly

appointed or had duly continued in office and was qualified to be a Committee Member or a member of any sub-committee.

99. A Committee Member may not receive any salary from the Association but he shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association.

Bye-laws

100. The Executive Committee may from time to time make, add to, alter or repeal any Bye-laws as they may deem necessary or expedient or convenient for the efficient running of the Association and for the regulation of the Association, its members, officers and agents provided that no Bye-laws shall be inconsistent with the Companies Ordinance and these Articles.
101. All Bye-laws made by the Executive Committee and any alteration, suspension or rescission thereof shall be entered in a book to be kept by the Honorary Secretary for that purpose, and such book shall be open at all reasonable times to the inspection of all Members and shall be presented at annual general meetings.
102. The Bye-laws or any part thereof may be set aside in a general meeting properly convened under these Articles for such purpose by a special resolution of the Members present and entitled to vote thereat.

The Seal

103. The Executive Committee shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Executive Committee and every instrument to which the Seal shall be affixed shall be signed by the Chairman and shall be countersigned by the First Vice-Chairman or the Second Vice-Chairman or the Honorary Secretary.

Accounts

104. The Executive Committee shall cause proper books of account to be kept with respect to:
- (a) all sums of moneys received and expended by the Association and the matters in respect of which such receipt and expenditure takes place;
 - (b) all sales and purchases by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

105. The books of account shall be kept at the registered office of the Association, or, subject to the Companies Ordinance, at such other place or places as the Executive Committee thinks fit and shall always be open to the inspection of the Committee Members.
106. The Executive Committee 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 Committee Members and no Member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting.
107. The Executive Committee shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.
108. A copy of every 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 report of the Executive Committee and a copy of the report of the Auditor, shall not less than 14 days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Association Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Association is not aware of.

Auditor

109. The Auditor shall be appointed and their duties regulated in accordance with the provisions of the Companies Ordinance or any statutory modification thereof for the time being in force.

Honorary Legal Advisor

110. The Executive Committee may from time to time appoint a barrister (as defined in the Legal Practitioners Ordinance (Chapter 159) of the Laws of Hong Kong or a solicitor (as defined in the said Legal Practitioners Ordinance) to be the Honorary Legal Advisor of the Association. The term of the Honorary Legal Advisor shall be determined by the Executive Committee save that a consecutive term exceeding three (3) years shall be approved by the Association in general meeting.
111. The Honorary Legal Advisor shall be entitled to attend and speak at all general meetings of the Association but he shall not be entitled to vote at such meetings.
112. The Honorary Legal Advisor shall have no executive power or function, nor shall have any of the liabilities of a Member.

Notices

113. A notice may be given by the Association to any Member either personally or by sending it by prepaid post to him to the address, if any, within Hong Kong supplied by

him to the Association for the giving of notice to him. Where a notice is sent 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 at the expiration of 24 hours after the letter containing the same is posted.

114. As regards those Members who have no registered place of address in Hong Kong, a notice addressed to them and posted up in the registered office of the Association shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.
115. Any summons, notice, order or other document required to be sent to or served upon the Association, or upon any officer of the Association, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Association or to such officer at the registered office of the Association.
116. The signature to any notice to be given by the Association may be written or printed.
117. In reckoning the period for any notice given under these Articles, the day on which notice is served, or deemed to be served, and the day of which such notice is given shall be excluded.

Indemnity

118. Subject to the provisions of Section 165 of the Companies Ordinance, if any prosecution, action or suit at law be commenced against any Committee Member or any officer or agent of the Association or the Honorary Legal Advisor for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time, provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Winding-Up

119. The provisions of Clauses 6 and 7 of the Memorandum relating to the winding up and dissolution of the Association shall have effect and be observed as if the provisions thereof were repeated in these Articles and herein set out at length.

Signing of Cheques etc.

120. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be made, signed, drawn, accepted and endorsed or otherwise executed in such manner as shall be determined by the Executive Committee from time to time.