

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
YUEN LONG PUBLIC MIDDLE SCHOOL  
ALUMNI ASSOCIATION  
(元朗公立中學校友會)**

Incorporated the 8th day of March 1988.

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**YUNG, YU, YUEN & CO.**

*Solicitors & Notaries*

HONG KONG

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Approved by Companies Registry on 28 October, 2009  
Revised Resolution passed on 29 November, 2009

**THE COMPANIES ORDINANCE (Chapter 32)**

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

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**MEMORANDUM OF ASSOCIATION  
OF  
YUEN LONG PUBLIC MIDDLE SCHOOL  
ALUMNI ASSOCIATION  
(元朗公立中學校友會)**

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1. The name of the Company is “YUEN LONG PUBLIC MIDDLE SCHOOL ALUMNI ASSOCIATION (元朗公立中學校友會)”. (Herein-after referred to as “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 establish operate and maintain a non-profit making school or schools (hereinafter referred to as “such schools”);
  - (b) To maintain a high standard of professional qualification in teachers of such schools and to improve general education in Hong Kong.
  - (c) To keep in close touch and liaison with the Education Bureau of the Government of Hong Kong and/or the officers of such Bureau. To apply to Government for the grant of land for the building of houses, flats or dormitories for the building of houses, flats or dormitories for the accommodation of teachers of such schools and members of their families on such terms and conditions as may become to between Government and the Association and to erect on such land houses flats or other buildings for the accommodation of such teachers and members of their families, for such purposes with power to take all such steps, do such things, execute, sign, seal and deliver such documents, enter into such contractual obligations, effect such payments and employ such agents as shall or may be deemed necessary for the purpose of carrying through any such housing scheme, but so that any such housing scheme shall be carried out on a nonprofit basis;
  - (d) To establish, maintain, operate, manage and carry on a school or schools or a class or classes where students may obtain free of charges or at moderate fees a sound general education and to provide for the delivery and holding of lectures, exhibitions, meetings, classes and conferences calculated directly or indirectly to advance both general and vocational education;
  - (e) To establish, manage, maintain and operate free or otherwise at moderate charges public relating and/or lending libraries, reading rooms or writing rooms and to furnish the same with stationeries, books, magazines, newspapers and other publications;

- (f) To promote interest in sports and games of all kinds and to organize, train, sponsor, manage and maintain teams to play games and matches among the people of Yuen Long and/or with other organizations and to promote and sponsor competitions, meetings, concerts, balls, plays, dramas, operas and such other activities as shall be conducive to the improvement of amenities of the people of Yuen Long and to provide or contribute prizes, medals and awards for the activities promoted or sponsored by the Association;
- (g) To support any charity or relief or public funds or organizations or institutions in Hong Kong and to make donations to such funds organizations or institutions and in such cases as the Association shall think fit Provided that the Association shall not make any donations or fund to any organization or institution which does not prohibit the distribution of the incomes and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof;
- (h) To procure or acquire land from the Government for the purposes of advancement of education or promotion and encouragement of cultural or athletic activities, whenever and wherever possible,
- (i) To accept donations and endowments whatsoever and by whomsoever for all or any of the objects herein and subject to sub-section (17) of Section 4 of the Summary Offences Ordinance to raise money by public or private subscription or donations;
- (j) To act as custodian trustee or manager of any property or fund for any charitable or other organizations or institutions or for members of the Association;
- (k) To establish, superintend, administer and manage a benevolent fund from which donations or advances may be made to such poor and deserving members of the Association or such other person or persons as the Council of Management of the Association shall consider fit and to accept donations or subscriptions specifically made to such benevolent fund; Provided that the Association shall not pay or donate any of its monies to such benevolent fund;
- (l) To provide a super-annuation fund for the servants of the Association not being a member of the Council of Management , to assist any such servants, their widow and children;
- (m) To support, and to aid in the support of, any other association formed for all or any of the objects of the Association. Where such association must be charitable in nature and its constitution, or memorandum of association must also contain provisions prohibiting distribution of income and property among its menders similar to that of Clause 5 contained herein;
- (n) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association, provided that the Association shall not desire to hold more land than the law shall for the time being permit it to hold .
- (o) To construct, maintain and alter any houses, buildings, or works necessary or convenient for the purpose of the Association;
- (p) To take any gift or property, whether subject to any special trusts or not, for any one or more of the objects of the Association;
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may

from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;

- (r) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (s) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association for the purpose of the Association;
- (t) To borrow and raise money in such manner as the Association may think fit for the purpose of the Association;
- (u) To invest any moneys of the Association, not immediately required for any of its objects, in such reasonable and prudent manner as may from time to time be determined for the purpose of the Association;
- (v) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the object of the Association,
- (w) To cooperate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association. Where such companies, institutions, societies or associations must be charitable in nature and their constitutions or memorandum of associations must also contain provisions prohibiting distribution of income and property among their members similar to that of Clause 5 contained herein;
- (x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects;

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall 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.
- (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance Cap. 32 are hereby excluded.

- 4. No addition, alteration, or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.
- 5.1. The income and property of the Association whencesoever derived, shall all be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.
- 5.2 Subject to subclauses (4) and (5) 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.
- 5.3 No member of the Council of Management or 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 subclause (5) below) shall be given by the Association to any member of the Council of Management or Governing Body.

- 5.4 Nothing herein shall prevent the payment, in good faith, by the Association 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 of Management or Governing Body of the Association in return for any services actually rendered to the Association.
- 5.5 Nothing herein shall prevent the payment, in good faith, by the Association:-
- (a) to any member of the Council of Management or Governing Body of out-of-pocket expenses;
  - (b) of interest on money lent by any member of the Association or its Council of Management or Governing Body at the rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Association or its Council of Management or Governing Body;
  - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Council of Management or Governing Body 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 one-hundredth part of its votes.
- 5.6. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with subclauses (4) and (5) above.
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 ceased 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 \$10.00 dollars.
8. 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 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 hereof, 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 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.
9. True accounts shall be kept of the sums of money received and expended by the Association,

and the matter in respect of which such receipt and expenditure takes 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 the time being, 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.

10. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

WE, the several persons whose names, address and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Address and Descriptions of Subscribers
(Sd.) S.T. Tang (TANG SIU TONG) ( 鄧兆棠) 2A Hong Ning Building, Hon Lok Road, Yuen Long, New Territories, Hong Kong. Doctor

Dated the 2<sup>nd</sup> day of October, 1987.

WITNESS to the above signature:

(Sd.) Wong Fung Yi  
11/F Wing Lung Bank Bldg.,  
No. 45 Des Voeux Road C.  
Hong Kong.  
Solicitor

WE, the several persons whose names, address and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of the Memorandum of Association.

Names, Address and Descriptions of Subscribers
<p>(Sd.) Tang Pui Hon (TANG PUI HON) (鄧培鈞) 11 Body Road, Kam Tin, New Territories, Hong Kong. Company Director</p>

Dated the 2<sup>nd</sup> day of October, 1987.

WITNESS to the above signature:

(Sd.) Wong Fung Yi  
11/F Wing Lung Bank Bldg.,  
No. 45 Des Voeux Road C.,  
Hong Kong.  
Solicitor

**THE COMPANIES ORDINANCE (Chapter 32)**

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**Company Limited by Guarantee  
and not having a Share Capital**  
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**ARTICLES OF ASSOCIATION  
OF  
YUEN LONG PUBLIC MIDDLE SCHOOL  
ALUMNI ASSOCIATION  
(元朗公立中學校友會)**  
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**Preliminary**

1. In these regulations:-

“the Ordinance” or “Companies Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

“the Association” means the “Yuen Long Public Middle School Alumni Association (元朗公立中學校友會)”.

“school” means a school registered with the Education Bureau of the Government of the HKSAR under the Categories of Private or Subsidized Schools.

“Education Ordinance” means the Education Ordinance, Chapter 279 of the Laws of Hong Kong.

Words importing the masculine gender only include the feminine gender, unless the context otherwise requires.

Words importing the singular only include the plural number and vice versa.

2. These Articles shall be construed with reference to the provisions of the Ordinance, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
3. The Association is established for the objects expressed in the Memorandum of Association.

**Members**

4. (a) The members of the Association shall consist of the following persons only:-

- (1) subscribers of the Memorandum of Association;
- (2) graduates of Yuen Long Public Middle School or Yuen Long Public Secondary School (“the mother school”) and



- (3) former students of the mother school;
- (b) There are 3 categories of members:-
  - (1) Core Member. Every graduate of the mother school shall be eligible to become a core member of the Association. Every person who studied in the mother school and whose application has been nominated by 2 core members and approved by the Council of Management shall also be eligible to become a core member of the Association.
  - (2) Associate Member. Every person who is a current student of the mother school at the time of his application shall be eligible to become an Associate Member of the Association.
  - (3) Permanent Member. Every person who qualifies as a core member and pays a subscription fee for such permanent membership as shall be decided by the Association from time to time shall become a permanent member of the Association.
- (c) For the purposes of registration, the number of member of the Association is declared not to exceed 100,000.
5.
  - (a) Every application for membership of the Association shall be made in such form as the Council of Management shall from time to time prescribe and shall be signed by the applicant and by one proposer who must be a member of the Association.
  - (b) Every application for membership shall be considered by the Council of Management. If the application is approved, the applicant will become a member of the Association upon payment of the current annual subscription within 28 days after having been notified of his such admission. The Council of Management may disapprove any application or withdraw its approval before payment of the requisite fees by the applicant without assigning any reason therefor.
6.
  - (a) The annual subscription and other fees payable by the members shall be in such amounts as shall be decided by the Association from time to time.
  - (b) Core Member who has newly graduated from the mother school shall have a 10-year period, starting from the date of his graduation, to pay his subscription fee and thereafter shall have his full rights and responsibilities as a Permanent Member starting the day his fee is paid up.
7. Every member shall observe and be bound by all the provisions of the Memorandum and Articles of Association, regulations and by-laws of the Association and resolution of the Council of Management for the time being in force provided that such regulations, by-law or resolutions made by the Council of Management may be modified or set aside by members in general meeting.
8. Any member who fail in the observance of any of the provisions of the Memorandum or Articles of Association, regulations, by-laws and resolution of the Council of Management of the Association or whose acts or omissions are obstructive or harmful to the interests activities or objects of the Association shall be liable to expulsion by the Association upon a resolution to such effect being passed by a majority of at least three-fourth of the members of the Council of Management Provided that at least 7 days before the meeting of the Council of

Management at which such resolution is passed, the member who is affected thereby shall be notified in writing by the Association thereof and shall be invited to attend the meeting in person and to give any explanation or defense, in writing or verbal, which he may think fit. He shall have the right to appeal before the members of the Association in writing to the President within 3 weeks after he received the notice from the Council of Management. The President will arrange to deal with this matter in the next annual general meeting or in an extraordinary general meeting convened for such purpose.

### **Friends of the Association**

#### **9. Affiliates (元朗公立中學校友會母校及屬校家長會員)**

Every person who is a parent or guardian of a current student of the mother school or the schools governed and managed by the Association (collectively called “Group of Schools”) at the time of his application shall be eligible to become an Affiliate of the Association.

- (a) For the purposes of registration, the number of Affiliates of the Association is declared not to exceed 100,000.
- (b) Every application for Affiliates of the Association shall be made in such form as the Council of Management shall from time to time prescribe and shall be signed by the applicant and by one proposer who must be a member of the Association.
- (c) Every application for Affiliates shall be considered by the Council of Management. If the application is approved, the applicant will become an Affiliates of the Association upon payment of the current annual subscription within 28 days after having been notified of his said admission. The Council of Management may disapprove any application or withdraw its approval before payment of the requisite fees by the applicant without assigning any reason therefor.
- (d) An Affiliate shall automatically cease his relation with the Association upon the graduation or earlier termination of study for whatever reasons of his child from the Group of Schools. He may also resign from the relation with the Association by giving one month’s notice in writing to the Association of his intention to do so. No annual subscription and other fees paid by the Affiliate shall be repaid to him upon cessation of the Affiliate.
- (e) The annual subscription and other fees payable by the Affiliates shall be in such amounts as shall be decided by the Association from time to time.

10. An ordinary resolution passed by the members of the Association in the next annual general meeting or in an extraordinary general meeting convened for such purpose shall be conclusive and final in deciding the appeal of the member as in Article 8. The ordinary resolution so passed may either confirm the expulsion for life or for a fixed period or up to a specified date as the resolution shall specify. Any such member may be re-admitted as a member of the Association in accordance to article 5 after the expiry of the fixed period or the specified date.

11. Upon the expulsion or the cessation of a member as aforesaid he shall be forfeited of all rights in or claims upon the Association without prejudice to any right the Association may have against the said member.

12. Any member may resign from membership by giving one month’s notice in writing to the Association of his intention so to do, and upon the expiration of such notice, he shall cease to

be a member but shall nevertheless remain liable for and shall pay to the Association and moneys which at the time of his ceasing to be a member shall be due from him to the Association. Such member shall on his resignation return to the Association the membership card, certificate or badge issued to him by the Association.

### **Rights of Member**

13. With the exception of Associate Members and Affiliates of the Association, all Permanent Member who have paid up all fees for the time being payable to the Association shall be entitled to attend and vote at all general meetings of the Association and to elect and be elected as members of the Council of Management.

### **General Meetings**

14. 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 notices 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 it in the year of its incorporation or the following year. The annual general meeting shall be held at such time and place as the Council of Management shall appoint.
15. The above mentioned General Meetings shall be called Annual General Meetings, all other general meetings shall be called Extraordinary General Meetings.
16. The Council of Management may, whenever they think 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 directors capable of acting to form a quorum, any director or any two 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 Council of Management.

### **Notice of General Meetings**

17. 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 it 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 meeting and, in case of special business, the general nature of that business and 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 the articles of the Association, 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-
  - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

18. 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 of any meeting.

### **Proceedings at General Meeting**

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Council of Management and auditors, the election of Councilors and auditors in the place of those retiring and the fixing of the remuneration of the auditors.

20. 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 at least 50 voting members who shall be present either personally or by proxy shall be a quorum.

21. 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 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, the members present, shall be a quorum.

22. The President of the Council of Management shall preside as chairman at every General Meeting of the Association.

23. If there is no such President, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the members present shall choose some one of their member to be chairman.

24. 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. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. 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 by the chairman or at least two members present in person or by proxy entitled to vote and unless a poll is 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 of proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.

26. Subject to Article 27 hereinafter, 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.
27. 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.
28. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken as such time as the chairman of the meeting directs.

### **Votes of Members**

29. Every Permanent Member shall have one vote. Associate Member and Affiliates of the Association are not entitled to vote at any meeting of the Association.
30. A member of unsound mind, or in respect of whom an order has been made, by any Court having jurisdiction in lunacy, shall have no vote.
31. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
32. On a poll votes may be given either personally or by proxy.
33. The instrument appointing a proxy shall be in writing under the hands of the appointor. A proxy need not be a member of the Association.
34. The instrument appointing a proxy shall be deposited with the Honorary Secretary of the Association not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
35. An instrument appointing a proxy may be in the form specified hereunder, or any other form which the Council of Management approve:-

### **YUEN LONG PUBLIC MIDDLE SCHOOL ALUMNI ASSOCIATION (元朗公立中學校友會)**

“I, \_\_\_\_\_, of \_\_\_\_\_

being a member of the Yuen Long Public Middle School Alumni Association (元朗公立中學校友會) hereby appoint

\_\_\_\_\_, of or failing him/her, of as my proxy, to vote for the end on my shall at the (annual or extraordinary as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.”

36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in

demanding a poll.

37. The election of year representative

- (1) In the year of election, being the year of even number, the Council of Management shall, not later than December prior to the year of election, appoint an Election Committee. The Election Committee shall send by post the poll to each member. Each member shall vote for only 1 member of his year of graduation, being the year as recorded in the members register, as his year representative and return to the association by post or by hand not later than March of the year of election. A member with the highest vote shall be elected if the members of that year of graduation are 50 or less than 50 in number. A member with the second highest vote shall also be elected if the members of that year of graduation are more than 50 in number. If there are 2 members with the equal vote, the Council of Management shall have a last and casting vote. If no member is elected on the deadline, the Council of Management shall be empowered to appoint one or two of the members of that year of graduation to be their year representative(s).
- (2) The name(s) of the class representative(s) of the year of graduation concurrent with the year of general election shall be submitted to the Election Committee as soon as after graduation.

**Constitution of the Council of Management**

38. The number of Councilors shall not be more than 15 and not less than 10. The Council of Management who are the honorary officers of the Association shall consist of the following:-

- (1) A President;
- (2) Two Vice-Presidents;
- (3) A Chinese language Secretary;
- (4) An English Language Secretary;
- (5) A Treasurer;
- (6) An Accounts-Keeper;
- (7) An Officer of Culture;
- (8) An Officer of Education;
- (9) An Officer of Public Relation;
- (10) An Officer of Welfare;
- (11) An Officer of General Affairs;
- (12) An Officer of Registration of Membership;
- (13) An Officer of Information Technology
- (14) The last President.

39. Constitution of the Councilors

(1) President:-

- (i) Candidates:-
  - (a) year representatives with their written consent;
  - (b) nomination of any member by the Councilors of Management that the Councilors of Management can nominate not more than 2 candidates.

- (ii) Election: The President shall be elected in the Annual General Meeting of the year of election. Candidate with the highest vote shall be elected.
- (2) The 1st Vice-President, the Chinese Language Secretary and the English Language Secretary:-
- (a) Candidates:- (a) year representatives with their written consent;  
(b) Nomination of any members by the Council of Management.
- (b) Election: The 1st Vice-President, the Chinese Language Secretary and the English Language Secretary shall be elected in the Annual General Meeting of the year of election. Candidate with the highest vote shall be elected.
- (3) The 2nd Vice-President and other Councilors:-
- (i) Candidates: year representatives with their written consent;
- (ii) Election: To be elected in the Annual General Meeting in the year of election. The 10 candidates with the highest votes shall be elected and the remaining candidates shall, in the order of the votes, be reserved Councilors, provided that the number of Councilors in any age group shall not be more than 6, and the Councilors shall be classified into 2 age groups, one being as at the year of election, graduated for more than 33 years and the other is 33 or less than 33 years. The Council of Management may at the end of each decade, by resolution amend the number of years after graduation for demarcating the age groups for elections of the following decade. The decision of the Council of Management on the demarcation of age group shall be subject to the confirmation of the members of the Association in general meeting.

For example:

1 means candidate with highest votes and 25 means candidate with lowest votes;

S means the candidate graduated for more than 33 years and Y means the candidate graduated for 33 or less than 33 years.

Votes	Age Group	Result
1	Y	Elected
2	S	Elected
3	Y	Elected
4	Y	Elected
5	Y	Elected
6	S	Elected
7	Y	Elected
8	Y	Elected
9	Y	Reserved
10	Y	Reserved
11	Y	Reserved
12	S	Elected
13	Y	Reserved
14	S	Elected
15	S	Reserved
16	Y	Reserved

17	Y	Reserved
18	Y	Reserved
19	S	Reserved
20	S	Reserved
21	Y	Reserved
22	Y	Reserved
23	Y	Reserved
24	Y	Reserved
25	Y	Reserved

40. All the members of the Council of Management mentioned in Article 37 shall be elected in the year of election, being the year of even number, at the Annual General Meeting, and shall retire at the end of their year of office, but eligible for re-election. The President and Vice-Presidents are not eligible to be re-elected to the same office for more than two consecutive terms. The last retired President will automatically become a member of the Council of Management.
- 40(a) Any casual vacancy occurring in the Council of Management shall be filled up by the Council of Management, but the person so chosen shall be subject to retirement at the same time as if he had become a councilor on the day on which the councilor in whose place he is appointed was last elected a councilor.. The vacancy of the post as mentioned in Article 39(2) and 39(3) shall be filled up by reserved members of the Council of Management in accordance with the priority list of the reserved members.
- 40(b). Any councilor who fails to attend for more than 3 consecutive Council meetings without reason acceptable to the Council will automatically be terminated and his vacancy shall be filled pursuant to Article 40(a).

### **Powers and Duties of the Council of Management**

41. The business of the Association shall be managed by the Councilors, who 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 Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the 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 councilors which would have been valid if that regulation had not been made.
42. In addition to all powers hereby expressly conferred upon them, and without detracting from the generality of their powers under the last preceding or any other Article, the Council of Management shall have the following powers for the purpose of furthering the objects of the Association but not otherwise, namely:-
- (a) to engage all such officers and servants, not being members of the Council of Management, as they may consider necessary, and shall regulate their duties and fix their salaries;
- (b) 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 investment and to expend the proceeds of any such sale for the purposes of the Association.



- (c) to acquire in the name of the Association build, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings, or premises for the use of the Association;
  - (d) to enter into contracts on behalf of the Association;
  - (e) to borrow money upon the security of any of the property of the Association and to grant or direct to be granted mortgages or debentures for securing the same;
  - (f) to cause the common seal of the Association to be affixed to any document they may think proper and to provide for the custody of the common seal;
  - (g) to delegate all or any of their powers to any sub-committee provided that such sub-committee shall be comprised of the members of the Association and that it shall exercise its power so delegated in conformity with the directions of the Council of Management;
  - (h) to make and from time to time to repeal or alter regulations as to the management of the Association and the affairs thereof, and as to the duties of any officers or servants of the Association and as to the conduct of business by the Council of Management or any sub-committee, or as to any of the matters or things within the powers or under the control of the Council of Management provided that the same shall not be inconsistent with the Memorandum or Articles of Association and the same may be set aside or modified by members in general meeting;
  - (i) generally to exercise such power of the Association as necessary or expedient for the due conduct of the affairs of the Association as are not by the Ordinance or these Articles required to be exercised by the Association in general meeting.
- 43.(a) The Council of Management of the Association shall cause minutes to be duly entered in books provided for purpose:
- (i) of all appointments of officers made by the Council of Management of the Association, and ;
  - (ii)of the names of councilors present at each meeting of the Council of Management and of any sub-committee of the Council of Management of the Association, and;
  - (iii) of all resolutions and proceedings at all meetings of the Association, and of the Council of Management and of any sub-committee of Council of Management of the Association.
- 43.(b) Every councilor present at any meeting of the Council of Management or sub-committee of the Council of Management shall sign his name in a book to be kept for that purpose.

### **Resignation of Councilors**

44. A councilor may resign by notice in writing addressed to the President of the Council of Management.

### **Proceedings of Council of Management**

45. The Council of Management may meet together every 2-months for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the President shall have a second or casting vote. The President or half number of the members of the Council of Management if deem necessary may at any time summon a meeting of the Council of Management.
46. The Quorum necessary for the transaction of the business of the Council of Management shall be 7.
47. The President shall be the chairman of the meetings of the Council of Management. If at any time the President is not present within fifteen minutes after the time appointed for holding the same, the councilors present may choose one of the 2 Vice-Presidents as the chairman of the meeting. In the absence of both Vice-Presidents, the Council of Management may elect one of the members to chair the meeting.
48. A resolution made on without any meeting of Council of Management but evidenced by writing under the hands of all the councilors shall be as valid and effectual as a resolution duly passed at a meeting of the Council of Management.
49. The Council of Management may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council of Management.
50. A Sub-committee may elect a chairman of its meeting. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same the members present may choose one of their member to be chairman of the meeting.
51. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of their members present, and in case of an equality of votes the chairman shall have a second or casting vote.
52. All acts done by any meeting of the Council of Management or a sub-committee, or by any person acting as a councilor, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such councilors 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 and was qualified to be a councilor.

### **Secretary**

53. The Secretary if any, in addition to the English Language Secretary and Chinese Language Secretary shall be appointed by the Council of Management for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.
54. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a director member or councilor and the Secretary shall not be satisfied by its being done by or to the same person acting both as councilor and as, or in place of, the Secretary.

### **Seal, Cheques, etc.**

55. The Council of Management shall provide for the safe custody of the seal, which shall only be used by the authority of the Council of Management or of a committee of Councilors authorized by the Council of Management in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Councilor and shall be countersigned by the secretary or by a second Councilor.
56. All cheques, drafts or orders for payment shall be signed by two authorized councilors.

### **Accounts**

57. The Councilors shall cause proper books of account to be kept with respect to :-
- (1) all sums of money received and expended by the Association and matters in respect of which the receipt and expenditure takes place;
  - (2) all sales and purchases of goods by the Association; and
  - (3) 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 Association.

58. The books of accounts shall be kept at the registered office of the Association, or subject to section 121(3) of the Ordinance at such other place or places as the Council of Management may think fit, and shall always be open to the inspection of any councilor.
59. The Council of Management 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 councilors, and no member (not being a councilor) 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 Management or by the Association in general meeting.
60. The Council of Management shall from time to time in accordance with Sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting a duly audited income and expenditure account and balance sheet made up to the 31st day of March in each year and signed by two councilors and the reports as are referred to in those sections.
61. 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 auditor's report, shall, not less than twenty-one days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Association

### **Audit.**

62. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132 and 133 of the Ordinance

### **Notices.**

63. Unless otherwise required by the provisions of the Companies Ordinance, all books and documents kept by the Association and all notices given by the Association may be either in the English language or in the Chinese language.

64. A notice may be given by the Association to any member either by advertisement in the local press or personally, or by sending it by post to him to his registered address or his last known 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 notices to him.
65. 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 was posted.
66. A member who has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him, shall be deemed to have received any notice which shall have been displayed at the Association and shall have remained there for the space of 24 hours, and such notice shall be deemed to have been received by such member at the expiration of 24 hours from the time when it shall have been so first displayed.

### **Indemnity**

67. Subject to the provision of section 165 of the Ordinance, every councilor, 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 the proper and reasonable discharge of his duties in relation to the Association in defending any proceedings, whether civil or criminal in which judgment is given in his favor or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the Court. Provided further that none of the assets of the Association shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon such person by sentence or order of a Court of Justice.

### **Winding Up**

68. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

### **Management Committee/incorporated Management Committee**

69. 1. (i) The Council of Management shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Association a management committee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.  
  
(ii) Subject to the provisions of the Education Ordinance, the Council of Management may remove or dismiss a member of a management committee from office and a member of an incorporated management committee may be removed or dismissed in accordance with the Education Ordinance. Any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended shall forthwith tender his resignation in writing to the Permanent Secretary for Education as a registered manager under the Education Ordinance.

(iii) The Council of Management or the management committee or the incorporated management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee or an incorporated management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the provisions of the Education Ordinance.

(iv) A member of a management committee may be but need not necessarily be a Councilor. The composition of an incorporated management committee shall comply with the provision of the Education Ordinance.

69.2. It shall be the special responsibility of a management committee or an incorporated management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.

Names, Address and Descriptions of Subscribers.

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Doctor

Dated the 2nd day of October, 1987.

WITNESS to the above signature:

(Sd.) Wong Fung Yi  
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Hong Kong.  
Solicitor

Names, Address and Descriptions of Subscribers.

(Sd.) Tang Pui Hon  
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Company Director

Dated the 2nd day of October, 1987.

WITNESS to the above signature:

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