

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ST. STEPHEN'S COLLEGE ALUMNI ASSOCIATION LIMITED
聖士提反書院舊生會有限公司

Incorporated the 8th day of August, 2012

No. 1783816

[COPY]
CERTIFICATE OF INCORPORATION

I hereby certify that

ST. STEPHEN'S COLLEGE ALUMNI ASSOCIATION LIMITED
聖士提反書院舊生會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32)
and that this company is limited.

Issued on 8th day of August, 2012

(Sd.) Ms. Ada L. L. Chung

.....
Registrar of Companies
Hong Kong Special Administrative Region

Note :
Registration of a company name with the Companies Registry does not confer any trade mark rights
or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
Not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

ST. STEPHEN'S COLLEGE ALUMNI ASSOCIATION LIMITED
聖士提反書院舊生會有限公司

First:- The name of the Company is "ST. STEPHEN'S COLLEGE ALUMNI ASSOCIATION LIMITED 聖士提反書院舊生會有限公司" (hereinafter referred to as "Association").

Second:- The Registered Office of the Association will be situated in Hong Kong.

Third:- The objects for which the Association is established are:-

1. To acquire and take over the whole of the assets and liabilities of the existing unincorporated institution known as ST. STEPHEN'S COLLEGE ALUMNI ASSOCIATION (聖士提反書院舊生會);
2. To establish, promote and carry on an association for the Alumni of St. Stephen's College and/or St. Stephen's College Preparatory School or other affiliated establishments as established from time to time ("the School") and to maintain and promote unity and fellowship amongst the Alumni of the School;
3. To promote rapport between the Association and the School and its students and to provide assistance, awards and scholarships to the students and graduates of the School;
4. To further or to assist in furthering the interests of Members of the Association and the School;
5. To promote activities among Members of the Association and to establish and maintain contacts with other education institutions in Hong Kong and elsewhere;
6. To raise funds and receive donations for furtherance of the aims of the Association or for the development and advancement of the School, its students, graduates and teaching staff or for such other purposes incidental or conducive to the aims of the Association as the Association deems fit and to make donations or give other support financial or otherwise to the School or any other persons, bodies or organizations for such purposes incidental or conducive to the aims of the Association as the Association deems fit; and
7. To do all such lawful things as are incidental or conducive to the general good of society or to the attainment of the aims of the Association.

For the avoidance of doubt, each of above objects shall be construed independently and shall not in any way be limited or restricted by reference to or inference from any other object or by the name of the Association.

Fourth:- Protection of Assets

1. The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.
2. Notwithstanding the provisions of Clause 4(1) above nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate per annum on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association.

Fifth:- The liability of the Members is limited.

Sixth:- 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 thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding HK\$10.00.

Seventh:- 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 4 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 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.

We, the several persons whose names, addresses and descriptions are hereto given below, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Signatories

(Sd.) Mr. LEE Tat Choy, Samson (李達才)
2C Starview
Discovery Bay
Lantau Island
New Territories
Manager of Insurance and Financial Planning

(Sd.) Mr. PANG Yiu Hung Robert (彭耀鴻)
Flat 8, 8/F., Block E
Kornhill
Quarry Bay
Hong Kong
Barrister

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
Not having a Share Capital

ARTICLES OF ASSOCIATION

OF

ST. STEPHEN'S COLLEGE ALUMNI ASSOCIATION LIMITED

聖士提反書院舊生會有限公司

Preliminary

1. The regulations contained in Table "C" in the First Schedule to the Companies Ordinance (Chapter 32) shall not apply to the Association, save where the content herein otherwise provides or requires.

2. In these Articles, unless there be something in the subject or context inconsistent therewith:-

"Article" or Articles" refers to these Articles of Association or other regulations of the Association for the time being in force.

"The Association" means the above-named company.

"An Alumnus" means any person who has attended St. Stephen's College or St. Stephen's College Preparatory School for at least one full academic year.

"Affiliate Member" means a person admitted as an affiliate member for the time being of the Association as provided for in Clause 9(a) hereof.

"Associate Member" means a person admitted as an associate member for the time being of the Association as provided for in Clause 9(b) hereof.

"Honourary Life Member" means a person admitted as a honorary life member for the time being of the Association as provided for in Clause 9(c) hereof.

"Overseas Member" means a person admitted as an overseas member for the time being of the Association as provided for in Clause 9(d) hereof.

"Ordinary Member" means a person admitted as an ordinary member for the time being of the Association as provided for in Clause 9(e) hereof.

"Life Member" means a person admitted as life member for the time being of the Association as provided for in Clause 9(f) hereof.

"Student Member" means a person admitted as student member for the time being of the Association as provided for in Clause 9(g) hereof.

“Member” means an affiliate, an associate, a life, an overseas, an ordinary or a student member for the time being of the Association.

“Executive Committee” means the Executive Committee for the time being of the Association, whose members shall be deemed to be directors for the purposes of the Ordinance.

“The President” and “The Vice Presidents” means respectively the President and Vice Presidents of the Executive Committee for the time being (as the case may be).

“General Meeting” means a meeting of Voting Members of the Association.

“Entrance Fee” means such sum(s) as prescribed by the Executive Committee from time to time and payable by a person upon admission as a Member of the Association.

“Membership Subscription” means such sum(s) of money payable annually in each calendar year by an ordinary member or student member or associate member or affiliate member as the Executive Committee may from time to time prescribe;

“Voting Member” means an ordinary member or a life member for the time being of the Association who has paid-up his Membership Subscription;

“The Ordinance” means the Companies Ordinance, Chapter 32.

“Registered Office” means the registered office of the Association for the time being.

“The Secretary” means the Honorary Secretary of the Association for the time being.

“School(s)” means St. Stephen’s College, St. Stephen’s College Preparatory School or other affiliated establishments as established from time to time.

Expressions referring to writing shall be constructed as including references to printing and other modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural and vice-versa, words importing the masculine include the feminine, and words importing persons include corporations.

Words or expressions defined in the Ordinance shall bear the same meanings in these Articles.

References to persons shall include bodies corporate, partnership, unincorporated associations and societies.

Clause headings are indicative only and are to be ignored for the purposes of interpretation.

Members

3. The number of members is not more than 30,000.

Members’ Right and Obligations

4. Members shall have the obligation to observe the Articles and to abide by the decision of a General Meeting insofar as the affairs of the Association are concerned.
5. The Voting Members shall have the right to elect the Executive Committee and to hold office, attend and vote at any meetings of the Association which they are entitled to attend.

6. All Membership Subscriptions and Entrance Fees once paid shall not be refundable.
7. If any Member shall fail to pay his Membership Subscription(s) or such other sums which may be due from time to time to the Association for a period of 2 months after the same has become due, a written notice may be sent to him calling his attention thereto, and if he does not pay the outstanding amount within 14 days from the giving of such notice, his name may be removed by the Executive Committee from the books, whereupon he shall cease to be a Member.
8. Save as otherwise determined by the Executive Committee no Member shall be entitled to enjoy the rights attached to his membership until he shall have paid his Entrance Fee, Membership Subscriptions or any other claim the Association may have against him.

Membership

9. Membership of the Association shall consist of the following categories of membership:-
 - (a) Affiliate Membership shall be open to former School Teachers and Staff of the School; Parents and/or guardian of a child that previously attended the School; Family members and Friend of a Member upon payment of the Entrance fee payable by an Affiliate Member and the approval of the membership application by the Executive Committee.
 - (b) Associate Membership shall be open to School Teachers and Staff presently employed by the School; Parents and/or guardian of a child presently attending the School upon payment of the Entrance fee payable by an Associate Member and the approval of the membership application by the Executive Committee.
 - (c) Honourable Life Membership shall be open to any person of eminence who has rendered distinguished service to the Association and the School, on the recommendation of the Executive Committee. A motion to confer Honourary membership must be made and approved at a General Meeting.
 - (d) Overseas Membership shall be open to all Alumni residing outside Hong Kong upon payment of the Entrance Fee payable by an Overseas Member and the approval of the membership application by the Executive Committee.
 - (e) Ordinary Membership shall be open to all Alumni and present and former members of the School Council upon payment of the Entrance Fee payable by an Ordinary Member and the approval of the membership application by the Executive Committee.
 - (f) Life Membership shall be open to all persons entitled to become an Ordinary Member residing in Hong Kong upon payment of the Entrance Fee payable by a Life Member and the approval of the membership application by the Executive Committee.
 - (g) Student Membership shall be open to all Students of the School upon payment of the Entrance Fee payable by a Student Member and the approval of the membership application by the Executive Committee.
10. All Members of the unincorporated association known as St. Stephen's College Alumni Association (聖士提反書院舊生會) as at the date of incorporation of the Association shall be automatically admitted to the corresponding category of membership in the Association upon incorporation, notwithstanding the provisions of 9 above.

Resignation of Membership

11. Any Member may resign his membership by giving to the Association notice in writing to that effect.
12. A Member shall, upon ceasing to be a member of the Association, forfeit all rights to and claim upon the Association and its property and funds.

Expulsion of Member

13. If any Member violates any terms of the Articles of the Association or any Member has behaved in a manner which may bring disrepute to the Association or the School, 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 remove his name from the roll of Members or may suspend his membership for such period of time as the Executive Committee deems expedient.

General Meeting

14. The First General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association and at such place, as the Executive Committee may determine.
15. An Annual General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the First General Meeting) and place as may be prescribed and convened by the Executive Committee.
16. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
17. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 113 of the Ordinance.

Notice of General Meetings

18. An Annual General Meeting and a meeting called for passing of a special resolution shall be called by at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), and any other General Meeting shall be called by at least 14 days' written notice, and the notice shall be exclusive both of the day upon which it is served or deemed to be served and of the day for which it is given. A notice 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 the regulations of the Association entitled to receive such notices from the Association, but, with the consent of all the Members entitled to receive notice of the meeting that may be convened by such shorter notice and in such manner as those Members may think fit.
19. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at the meeting.

Proceeding at General Meetings

20. The business of an Annual General Meeting shall be to receive and consider the accounts presented by the Executive Committee and the reports of the Executive Committee and of the Auditors, to elect members of the Executive Committee in place of those retiring by rotation, the appointment and remuneration of the Auditors, and any other business which under the Ordinance or these Articles is required to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
21. No business shall be transacted at any General Meeting unless a quorum of Voting Members of the Association is present at the time when the meeting proceeds to business; save as herein otherwise provided, such number of Members as shall constitute not less than five paid up Members, entitled to vote at such date present in person or by proxy shall be a quorum.
22. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of or by Voting Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and to such time and place as the Chairman may appoint. At any adjourned meeting the Voting Members present, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
23. The President shall preside as the chairman at every General Meeting of the Association. If at any meeting the President shall not be present within 15 minutes after the time appointed for holding the meeting, or if he shall have previously notified the Association of his intention not to be present, one of the members of the Executive Committee shall preside. or if no member of the Executive Committee is present or willing to take the chair, the Voting Members present who are entitled to vote shall choose one of their members to preside.
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 any General 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 14 days or more, notice of the adjourned meeting shall be given in the manner provided by Clause 73 hereof. 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. Minutes of a General Meeting that is signed by the chairman of the meeting shall be conclusive evidence of the proceedings at the meeting.
26. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes, the Chairman shall both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a Voting Member.
27. At any General Meeting, unless a poll is duly demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded by the Chairman, or by at least two Voting Members personally present.

28. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
30. A poll duly demanded on the election of the Chairman of a meeting, or on any question of adjournment, shall be taken at the meeting without adjournment.

Votes of Members

31. Every Voting Member shall have one vote, whether on a show of hands or on a poll.
32. A Voting Member shall not have any voting right at any meeting if:-
 - (a) He has not paid his entrance fee or annual subscription fee to the Association for the year in which the meeting is held seven clear days prior to such meeting; or
 - (b) He is no longer a member of the Association; or
 - (c) He has not paid all moneys, if any, payable by him to the Association; or
 - (d) He is of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy.
33. On a poll votes may be given either personally or by proxy.
34. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be lodged with the Honorary Secretary of the Association in accordance with the provisions set out at the Notice of Meeting. If the Notice of Meeting is silent as to the lodging of instruments of proxies, all instruments of appointing a proxy and the power of attorney or other authority shall be deposited at the registered office of the Association not less than forty-eight 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.

Executive Committee

35. The management of the affairs of the Association shall be vested in the Executive Committee which consists of the President, Two Vice Presidents, Honorary Secretary, Honorary Treasurer, Immediate Past President and not more than ten (10) members. All members of the Executive Committee shall be Voting Members of the Association.
36. The term of office of the Executive Committee shall be from the Annual General Meeting at which the Executive Committee was elected until the next Annual General Meeting thereafter. A retiring Executive Committee Member shall be eligible for re-election but no member of the office bearers (President, Vice Presidents, Honorary Secretary, Honorary Treasurer and Immediate Past President) shall remain in the same office for more than four consecutive terms.
37. Notwithstanding Clause 36 above :
 - (a) The President shall not remain in the same office for more than 2 consecutive terms;

- (b) The President to be elected must have served as an Executive Committee Member for not less than one term (one year) immediately prior to being elected as President of the Association, or have previously served as President or Vice-President of the Association or the unincorporated association known as St. Stephen's College Alumni Association.
 - (c) In the event that no member eligible for election to the post of President according to Sub-Clause (b) above offers himself up for election, the post of President shall be open for election from amongst all voting members of the Association
38. The President may be invited by the School to participate in its affairs and if asked to assist shall do so with the utmost integrity and professionalism.
39. The President shall periodically report to the School on the affairs of the Association.
40. Functions:-
- (a) The function of the Executive Committee shall be to formulate the policies of the Association in accordance with its purposes and to carry out resolutions of the Annual and Extraordinary General Meetings.
 - (b) The Executive Committee shall have power to appoint sub-committees when necessary to carry out the work of the Association.
 - (c) The Executive Committee shall be responsible to the Annual and Extraordinary General Meetings for all its actions.
 - (d) The Executive Committee has the power to suspend or dismiss any member of the Association.
41. Unless otherwise determined, the quorum necessary for any meetings of the Executive Committee shall be Five (5) Executive Committee Members personally present or in attendance through electronic means, which shall include telephone-conferencing, video-conferencing or such other electronic means which the Executive Committee deems appropriate from time to time, provided that all Executive Committee Members participating in the meeting are able to hear one another.
42. The continuing Executive Committee Members may act notwithstanding any vacancies in that body. If their number is reduced below the number fixed as necessary quorum, the continuing Executive Committee Members may act for the purpose of (i) admitting persons to membership of the Association (ii) filling up vacancies in the Executive Committee or (iii) summoning a General Meeting of the Association but for no other purpose.
43. The first members of the Executive Committee shall be determined in writing by the founder members.
44. All members of the Executive Committee shall retire at every Annual General Meeting and, save as otherwise provided herein, shall be eligible for re-election.
45. Any vacancy occurring in the Executive Committee may be filled up by the Executive Committee, and the Executive Committee shall further have power at any time, and from time to time, to appoint any person as an additional member of the Executive Committee. Any member so appointed shall retain his office only until the end of the current term of the Executive Committee member replaced, but shall then be eligible for re-election.
46. The Association may by special resolution remove any member of the Executive Committee before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. Any member so appointed shall retain his office only until the end of the current term of the Executive Committee member replaced, but shall be eligible for re-election.

47. The Executive Committee may from time to time prescribe the amount of Entrance Fee and/or Membership Subscriptions. Notwithstanding any provision herein, the Executive Committee shall have the power to waive such fee(s) or subscription(s) in whole or in part payable by any person(s) or Member(s) or class of Members.
48. A member of the Executive Committee shall be indemnified out of the funds of the Association in respect of traveling and other expenditure properly incurred in and about the affairs of the Association but shall receive no salary or remuneration.

Disqualification of Executive Committee Members

49. The office of a member of the Executive Committee shall be vacated if the member:-
 - (a) becomes bankrupt or suspends payment or compounds with his creditors,
 - (b) is found lunatic or becomes of unsound mind;
 - (c) resigns office by notice in writing to the Association;
 - (d) is prohibited from acting by any order made under any law;
 - (e) is removed from office by a resolution duly passed pursuant to Section 157B of the Ordinance;
 - (f) absents from the meeting of the Executive Committee for twelve consecutive months without special leave of absence from the Executive Committee and the Executive Committee resolves to remove him;
 - (g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fail to declare the nature of his interest in manner required by Section 162 of the Ordinance.
50. A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Power of the Executive Committee

51. The business of the Association shall be managed by the Executive Committee, who may pay all expenses incurred in setting up 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 any regulations of these Articles, to the provisions of the Ordinance, and to such regulations not being inconsistent with the aforesaid regulations or 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 Executive Committee which would have been valid if that regulation had not been made.
52. 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 Articles, the Executive Committee shall have the following powers, namely:-
 - (a) 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 seem 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;
 - (b) to acquire in the name of the Association, build up, 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;
 - (c) to enter into contracts on behalf of the Association;
 - (d) 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;

- (e) to delegate all or any of their powers to any officer or officers of the Association for the carrying on of his or their duty or duties;
 - (f) 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 Executive Committee, or as to any of the matters or things within the powers or under the control of the Executive Committee provided that the same shall not be inconsistent with the Memorandum or Articles of Association; and
 - (g) generally to do all things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.
53. The Executive Committee shall cause minutes to be duly entered in the books provided for the following purposes:-
- (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of members present at each meeting of the Executive Committee;
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Executive Committee; and
 - (d) every member present at any meeting of Executive Committee shall sign his name in a book to be kept for that purpose.
54. All members of Executive Committee of the Association shall serve the Association without remuneration or any benefit directly or indirectly.

Sub-Committee

55. The Executive Committee shall nominate a sub-committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office.
56. The Executive Committee may remove or dismiss a member of a sub-committee from office.
57. The Executive Committee shall nominate another member to replace a member of a sub-committee who has been removed or dismissed or whose term of office has expired.
58. A member of a sub-committee may be but need not necessarily be a member of the Executive Committee.
59. The Executive Committee may delegate any of their powers to the sub-committee as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on them by the Executive Committee.

Formal Defects

60. All acts done at any meeting of the Executive Committee, or of a sub-committee of the Executive Committee, or by any person acting as a member of the Executive Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such member of the Executive Committee, or person 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 member of the Executive Committee.

Proceedings of Executive Committee

61. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, five shall be a quorum. The President of the Executive Committee may at any time, and the Secretary, upon the request of any three members of the Executive Committee, shall convene a meeting of the Executive Committee. Questions arising at any meeting shall be decided by a majority of votes, the Chairman shall have a second or casting vote.
62. The Executive Committee may, if they think fit, transact any of their business by circulation of papers, and a resolution in writing approved by not less than three-quarters of Executive Committee Members shall be valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Executive Committee Members. An electronic mail, facsimile transmission or record of on-line internet or intranet communication sent by an Executive Committee Member shall be deemed to be a document signed by him for the purposes of this clause.

Patron

63. Any person of distinction may be invited by the Executive Committee (subject to the School's approval in writing) to become a patron of the Association. The person who has agreed to be a patron of the Association shall remain as patron until he resigns or leaves Hong Kong for good.

Accounts

64. The Executive Committee shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association and the matter of which the receipt and expenditure takes place and the assets and liabilities of the Association. The books of account shall be kept at the registered office of the Association or at such other place or places as the Executive Committee think fit.
65. The Association may from time to time in General Meeting make or impose reasonable conditions or restrictions as to the time and manner at and in which the accounts and books of the Association shall be open to the inspection of the Members, and subject to any such conditions or restrictions the accounts and books of the Association shall be open to the inspection of the Members upon reasonable notice at all reasonable times during the usual business hours.
66. At the Annual General Meeting in every year, the Executive Committee shall lay before the meeting an income and expenditure account, and a balance sheet, containing a summary of the property and liabilities of the Association made up to a date not more than nine months before the meeting, from the time when the last preceding account and balance sheet were made up, and in the case of first account and balance sheet from the incorporation of the Association, and such balance sheet and account shall comply with the provisions of Sections 122 and 129B of the Ordinance.
67. Every such account and balance sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Association and the account, report and balance sheet shall be signed by the President and any one of the Executive Committee of the Association.
68. 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 seven days before the date of the meeting, be sent to all Members entitled to receive notices of General Meeting of the Association.

Seal and Cheques

69. The Seal of the Association shall be kept by the Executive Committee and shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee. Every document required to be sealed with the Seal of the Association shall be deemed to be properly executed if sealed with the Seal of the Association and signed by the Chairman of the Executive Committee, or such person or persons as the Executive Committee may from time to time authorise for such purpose.
70. All cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all contracts and instruments entered into by the Association shall be signed by the President and the Honorary Treasurer or the President and the Honorary Secretary or such persons as the Executive Committee may from time to time appoint.

Auditors

71. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.

Notices

72. 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 or both.
73. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, or by facsimile communications or electronic mail, addressed to such Member at his last known address.
74. 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 48 hours after the letter containing the same was posted.
75. 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 or its website 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.

Secretary

76. The first Secretary of the Association shall be **Mr. PANG Yiu Hung Robert (彭耀鴻)** who may resign from this office upon giving notice to the Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

Observance

77. 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 for the time being in force.

78. Any Member who shall fail in the observance of any of the provisions of the Memorandum and Articles of Association or of regulations or by-laws of the Association or whose acts or omissions are in the opinion of the Executive Committee obstructive or harmful to the interests, activities or objects of the Association shall be liable to expulsion from the Association upon a resolution to such effect being passed by a majority of three-quarters of all the members of the Executive Committee. A Member so expelled may (within fourteen days after notice of the said resolution has been given to him by the Secretary for the time being of the Association) appeal against such expulsion to the Association in General Meeting, in which case the Executive Committee shall with all reasonable dispatch convene a General Meeting to consider the matter and in the event the Association in General Meeting allows the appeal of such expelled Member, the expulsion of the Member shall be (and shall be deemed to be) void ab initio.

Indemnity and Responsibility

79. Subject to relevant provisions of the Ordinance, every Officer, member of Executive Committee and servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Executive Committee out of the funds of the Association to pay, all costs, losses and expenses (including travelling expenses) which any such Officer, member of Executive Committee or servant may incur or become liable for by reason of any contract entered into or any act or deed done by him in the proper course of his duties as such Officer, member of Executive Committee or servant or in any way in the discharge of his duties.

Winding-Up

80. The provision of clause 7 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.

Names, Addresses and Descriptions of Signatories

(Sd.) Mr. LEE Tat Choy, Samson (李達才)
2C Starview
Discovery Bay
Lantau Island
New Territories
Manager of Insurance and Financial Planning

(Sd.) Mr. PANG Yiu Hung Robert (彭耀鴻)
Flat 8, 8/F., Block E
Kornhill
Quarry Bay
Hong Kong
Barrister