

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE QUEEN'S COLLEGE PARENTS-TEACHERS'
ASSOCIATION
(皇仁書院家長教師會)

Incorporated the 15th day of February 1996.

Charles Yeung Clement Lam & Co.
Solicitors & Notaries
Hong Kong

No. 539367
編號

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

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

THE QUEEN'S COLLEGE PARENTS-TEACHERS'
ASSOCIATION

(皇仁書院家長教師會)

(the word 'Limited' being omitted by Licence granted by me) is this day
(本人已發予許可證將「有限公司」字樣刪除) 於

incorporated in Hong Kong under the Companies Ordinance, and that this
本日在香港依據公司條例註冊成為有限公司。

company is limited.

Issued by the undersigned on 15 February 1996.

本證書於一九九六年二月十五日簽發。

(Sd.) Mrs. M. LEE
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任 李余潔清 代行)

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

MEMORANDUM OF ASSOCIATION
OF
THE QUEEN'S COLLEGE PARENTS-TEACHERS'
ASSOCIATION
(皇仁書院家長教師會)

1. The name of the Company is **"THE QUEEN'S COLLEGE PARENTS-TEACHERS' ASSOCIATION (皇仁書院家長教師會)"** (hereinafter called "the Association").
2. The registered office of the Association will be situate in Hong Kong.
3. The objects for which the Association is established are :-
 - (a) To take over the management, assets and liabilities of the unincorporated association known as **"THE QUEEN'S COLLEGE PARENTS-TEACHERS' ASSOCIATION (皇仁書院家長教師會)"**.
 - (b) To establish and maintain a non-profit-making Association for the parents or guardians of the past and present students, and the former and present Principals and teachers of the Queen's College (hereinafter called "the College").
 - (c) To discuss matters of mutual concern in a common effort to improve the welfare of the students of the College.
 - (d) To promote and enhance the mission and goals of the College.
 - (e) To enhance the co-operation and strengthen the relationship between the College and homes of the students as well as foster friendly relations among parents or guardians of past and present students of the College.

- (f) To promote and develop communication, co-operation, mutual fraternity love and friendship among the former and present Principals and teachers of the College and parents or guardians of past and present students.
- (g) To promote cultural, social and sports activities amongst members.
- (h) To maintain a club house providing members with recreational and catering facilities.
- (i) To exchange for information of cultural, educational scientific knowledge in Hong Kong and other parts of the world by publishing, producing and distributing or assisting to publish, produce and distribute literature, books, pamphlets, films, posters, periodicals and journals and in such other manner as may be thought fit.
- (j) To establish and maintain a library and collection of literature, films and other material relating to the study of culture, education and science and to afford facilities for the use of the same.
- (k) To bring together persons interested in the study of the culture, tourism, geography, sociology, human health and food science by such means as conferences and meeting, the reading of papers and the promotion of research.
- (l) To institute, establish and promote training courses, scholarships, grants, awards and prizes; to promote education in the knowledge of the culture, tourism, geography and sociology in Hong Kong and other parts of the world.
- (m) To confer, consult, maintain contact and co-operate with any persons, associations, societies, institutions or bodies of persons established or to be established in Hong Kong or elsewhere having objects in whole or in part similar to those of the Association in respect of matter within the objects of the Association.
- (n) To amalgamate or affiliate with or to acquire or take over the undertaking of any institution or body having objects altogether or in part similar to those of the Association and not formed for profit-making and all or any of the assets thereof which the association may lawfully acquire or take over, provided that any step so taken shall not alter the objects of the Association or

involve any activity or disbursement of funds not conducive to such objects and provided further that such institutions or bodies prohibit the distribution of their income or property among their members to an extent as great as is imposed on the Association under and by virtue of Clause 4 hereof.

- (o) To make arrangements for carrying on the work of the Association and for this purpose to engage and provide in whole or in part for the salaries or maintenance of officers, servants and employees.
- (p) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world which the Association may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings, or erections necessary, convenient or fitted for the work of the Association.
- (q) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the furtherance of its objects.
- (r) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be calculated to further its objects.
- (s) To borrow or raise money for the purposes of the Association on such terms and on such security (if any) as may be thought fit.
- (t) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (u) To establish and support or aid in the establishment and support of any charitable association or institutions having objects similar to those of the Association and to subscribe or guarantee money for charitable purposes being purposes similar to the purposes of the Association or calculated to further its objects Provided that the Association shall not support with its funds any association or institution which pays or transfers directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (v) To accept donations for the purposes of the Association.
- (w) To admit any persons to be members of the Association on such terms and to confer on them such rights and privileges as may

seem expedient.

- (x) Save as hereinbefore provided to refrain from all and any commercial business and speculation and from interfering in or having any connection with unlawful activities in Hong Kong or elsewhere.
- (y) To do all such other lawful things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

Provided that :-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. (a) The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.
- (b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Executive Committee 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 (e) below] shall be given by the Association to any member of the Executive Committee.
- (d) 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 Executive Committee of the Association in return for any services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the

Association :-

- (i) to any member of its Executive Committee of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the Association or its Executive Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong Association of Banks;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Executive Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

5. No addition, alteration or amendment shall be made to or in the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies.

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 1 year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and 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 HK\$10.00.

8. If upon the winding up 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 among 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 before the time of dissolution, or in default thereof

by a judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions, then to some charitable objects.

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 in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more Authorized Auditor or Auditors.

10. The powers contained in the Seventh Schedule to the Companies Ordinance, Cap.32 shall not apply to the Association.

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

Names, Addresses and Descriptions of Subscribers

(sd.) CHAU WING (鄒榮)
Flat A, 15th Floor
Block 9, Provident Centre
North Point
Hong Kong
Solicitor

(sd.) LEE KAR HUNG (李家鴻)
Flat D, 18th Floor
Begonia Mansion
Taikoo Shing
Hong Kong
Principal

Dated the 2nd day of January 1996.

WITNESS to the above signatures :-

(sd.) Charles H. Y. Yeung
Solicitor
10/F., Wing On Life Building
22 Des Voeux Road Central
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

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

ARTICLES OF ASSOCIATION
OF
THE QUEEN'S COLLEGE PARENTS-TEACHERS'
ASSOCIATION
(皇仁書院家長教師會)

Preliminary

1. In these regulations -

“Ordinance” means the Companies Ordinance, Chapter 32.

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Association, shall have the meanings so defined.

Members

2. The number of members of the Association is Two Thousand (2000).

3. The Subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership in accordance with these regulations shall be members of the Association.

4. Membership is open to the parents or guardians of past and present students of the College, and the former and present Principals and teachers of the College, irrespective of sex and nationality, who is of good conduct and is willing to abide by the Memorandum and Articles of Association, any by-laws and regulations of the Association. In applying for membership, an applicant shall submit to the Association a completed application form. He

shall become a member when his application is approved by the Executive Committee and the prescribed fees are paid.

5. There shall be four classes of members, namely :-

- (a) Honorary Ex-officio Members consisting of former Principals, Assistant Principals and Senior Masters of the College; former Chairman and Vice-Chairman of the Executive Committee; and those who may be invited by the Executive Committee to be Honorary Ex-officio Members.
- (b) Ex-officio Members consisting of present Principal, Assistant Principals and teaching staff of the College.
- (c) Ordinary Members consisting of parents and guardians of present students of the College.
- (d) Affiliated Members consisting of former teaching staff, parents and guardians of former students of the College.

6. (a) Ordinary and Ex-officio Members shall have the right to elect and to be elected to hold any office of the Association and to propose motions, and are entitled to receive notices of General Assemblies of the Association and to vote thereat.

(b) Honorary Ex-officio Members and Affiliated members shall have the same rights of the Ordinary and Ex-officio Members save and except the right to be elected to hold office of the Association.

7. The amount of Annual Subscription fees payable by each class of the members of the Association shall be such as the Executive Committee shall from time to time prescribe.

8. The Executive Committee may, on behalf of the Association present letters of commendation to those who have offered meritorious services to the Association.

9. Every member shall be bound to further to the best of his ability the objects and influence of the Association, to abide by the decisions made in the General Assembly, and shall observe all regulations and by-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

10. Members who commit any one of the following acts may be warned or expelled from the Association by the Executive Committee :-

- (a) Infringement of the Memorandum and Articles of Association

and/or the resolutions passed by the Association at any general or Extraordinary General Assembly.

- (b) Violation of the local criminal law and having been convicted.
- (c) False use of the name of the Association in unlawful acts, thereby impairing its reputation.
- (d) Arrears of payment of the Annual Subscription fee for one year.
- (e) Misconduct which is capable of degrading the Association.

Provided that any member who is expelled for reason mentioned in Clause 10(d) hereinabove shall be reinstated upon payment of all arrears.

11. (a) Prior to a member is expelled from the Association he shall be given a fair hearing by the Executive Committee whose decision shall be final.

(b) Notwithstanding anything herein contained, any member who is expelled from the Association by the Executive Committee may appeal to the Association against the decision of the Executive Committee. He shall set out in writing any explanation or defence as he shall think fit and shall lodge such appeal with the Chairman of the Executive Committee within 7 days from the date of his expulsion as determined by the Executive Committee. After receiving the appeal, the Executive Committee shall as soon as practicable convene an Extraordinary General Assembly of the Association to consider the appeal. The decision of the Association shall be final.

General Assembly

12. A General Assembly shall be held annually in the month of October and it shall be convened by the Chairman of the Executive Committee.

13. The above-mentioned General Assembly shall be called an ordinary General Assembly; all other General Assemblies shall be called Extraordinary General Assemblies. If necessary, an Extraordinary General Assembly may be held upon the request of twenty members of the Association who shall raise such a request in a written form, bearing their signatures and addressed to the Chairman. Upon the receipt of such request, the Chairman shall cause the meeting to be held within 21 days; if he does not proceed to convene the same within 21 days from the date of requisition, the requisitionists may themselves convene a meeting. However, the Extraordinary General Assembly so convened shall be confined to the business listed in the request.

Notice of General Assemblies

14. Subject to the provisions of section 114(1) of the Ordinance relating to Annual General Assembly and section 116(1) of the Ordinance relating to special resolutions which require 21 days' notice, notice in respect of all other General Assemblies shall be 14 days at the least (exclusive of the day on which the notice is served or deemed to be served, and of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in General Assembly, to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association, but with the consent of, in the case of Annual General Assembly, all the members, in the case of any other General Assembly, 95 per cent of the members, entitled to receive notice of the meeting and vote thereat, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

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

Proceedings at General Assemblies

16. All business shall be deemed special that is transacted at an Extraordinary General Assembly, and all that is transacted at an ordinary General Assembly, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and Auditors, the election of Committee members and other officers in the place of those retiring by rotation and the fixing of the remuneration of the Auditors.

17. The quorum of the Annual General Assembly and Extraordinary General Assembly shall consist of fifty (50) members whether in person or by proxy. In the absence of a quorum, the meeting shall be automatically adjourned for two weeks at the same day, place and time and the chairman shall notify the members of the adjourned meeting five days before the adjourned meeting in writing. At this adjourned meeting, any number of members present shall be a quorum.

18. The Chairman, if any, of the Executive Committee shall preside as chairman at every General Assembly of the Association.

19. If the Chairman is absent from a meeting, any one of the two Vice-Chairmen shall preside as chairman at that meeting. If both the Chairman and the two Vice-Chairmen are absent from a meeting, those Committee members present shall elect among themselves a temporary chairman to preside over the meeting.

20. 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

21. At any General Assembly 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 at least 2 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 the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

22. 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.

23. 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.

24. 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 at such time as the chairman of the meeting directs.

Votes of Members

25. All members shall each have one vote.

26. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, curator bonis, or other person in the nature of a committee, or curator bonis, appointed by that court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.

27. No member shall be entitled to vote at any General Assembly unless all moneys presently payable by him to the Association have been paid.

28. On a poll votes may be given by members either in person or by proxy.

29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a member of the Association.

30. 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 or authority shall be deposited at the registered office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

31. An instrument appointing a proxy may be in the following form or any other form which the Executive Committee shall approve :-

**THE QUEEN'S COLLEGE PARENTS-TEACHERS'
ASSOCIATION**
(皇仁書院家長教師會)

“I

of
being a member of THE QUEEN'S COLLEGE PARENTS-
TEACHERS' ASSOCIATION, hereby appoint
as my proxy to vote for me and on behalf at the
[Ordinary or Extraordinary, as the case may be] General
Assembly of the Association to be held on the day of
and at any adjournment thereof.”

Signed this day of

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

The Executive Committee

33. Subject to Article 36, the number of Committee members shall not be less than nineteen.

34. All the Committee members of the Association shall serve gratis. The Committee members shall not become the salaried staff of the Association, nor shall they receive from it any remuneration.

35. The names of the first Committee members of the Association shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them.

36. The number of Committee members shall be determined in writing by the Association in General Assembly.

Powers and Duties of The Executive Committee

37. The business of the Association shall be managed by the Committee members, who may pay all expenses incurred in respect thereof 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 Assembly, subject nevertheless to any regulation of these Articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Assembly; but no regulation made by the Association in General Assembly shall invalidate any prior act of the Committee members which would have been valid if that regulation had not been made.

38. Without prejudice to the other powers conferred by these presents, it is hereby expressly declared that the Executive Committee shall have the following powers, that is to say,

- (a) to implement the resolutions passed by the General Assembly and Extraordinary General Assemblies,
- (b) to attend to the daily affairs of the Association,
- (c) to decide on the employment, discharge, and salaries of the employees,
- (d) to make recommendations to the General Assembly,
- (e) to determine the admission of members,
- (f) to organise training courses, lectures,
- (g) to set up sub-committee to attend various functions of the Association,

- (h) to formulate by-laws and regulations Provided that such by-laws and regulations shall be subject to repeal by the Association in General Assembly, and
- (i) to appoint and authorise Committee member or members to represent the Association to join any other association or institution having objects similar to the objects of the Association and to participate in their activities from time to time.

39. The Honorary Secretary shall cause minutes to be made in books provided for the purpose

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

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

Disqualifications of Committee Members

40. The office of Committee member shall be vacated, if the Committee member :-

- (a) without the consent of the Association in General Assembly holds any other office of profit under the Association; or
- (b) becomes bankrupt; or
- (c) is found lunatic or becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Association; or
- (e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

A Committee member 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.

Election of Committee Members

41. (a) At the first General Assembly of the Association, and at the General Assembly in every subsequent year, all the Committee members for the time being, save and except the Principal and the two Assistant Principals of the Ex-officio Members of the Association, shall retire from office.

(b) The Committee members who are Ex-officio Members shall retire from office if he ceases to be an Ex-officio Member of the Association.

42. A retiring Committee member shall be eligible for re-election.

43. Only Ordinary and Ex-officio Members are eligible for election as Committee members.

44. (a) The number of Committee members shall be nineteen (19), twelve of whom shall be elected from Ordinary Members and seven of them shall be Ex-officio Members (pursuant to sub-clause (c) below).

(b) Of the twelve Committee members that are elected from Ordinary Members, six of whom shall be nominated and invited by the outgoing Executive Committee and the other six shall be elected at the General Assembly of the Association.

The appointments of those six Ordinary members nominated and invited by the outgoing Executive Committee shall need to be confirmed by members at the General Assembly Provided that if the appointment or appointments of any of those six Ordinary Members is or are not confirmed by the members, such Ordinary member or members shall be eligible to be elected at the General Assembly in accordance with the procedures set out in the following paragraph.

Nominations for the aforesaid election must be supported by a nominator and a seconder who must be members of the Association and shall be received by the outgoing Executive Committee at the General Assembly. The election shall be conducted by secret balloting by all members present at the General Assembly. The ballot box shall be opened and counted under the supervision of the outgoing Executive Committee at the General Assembly where the results of the election shall be announced. Those who receive the highest number of votes shall become the Committee members.

(c) The following Ex-officio Members shall automatically become the Committee members:-

- (i) The Principal of the College;
- (ii) Two Assistant Principals of the College; and
- (iii) Four teaching staff of the College as recommended by the Principal

Provided always that the appointments of the Principal and Assistant Principals as Committee members need not be confirmed by members at the General Assembly whereas the appointments of the teaching staff (as recommended by the Principal) shall need to be confirmed by members at the General Assembly.

45. After the election of the Committee members, the newly elected Executive Committee shall hold a meeting jointly with the outgoing Executive Committee within 7 days from the General Assembly to elect from the newly elected Executive Committee members the following office-bearers :-

- (a) A Chairman provided that only Committee members who are Ordinary Members are eligible to hold such office.
- (b) Two Vice-Chairmen provided that :-
 - (i) the Principal shall automatically be one of the Vice-Chairmen; and
 - (ii) the other one shall be elected from Committee members who are Ordinary Members.
- (c) Two Honorary Secretaries provided that :-
 - (i) one shall be elected from Committee members who are Ex-officio Members; and
 - (ii) one shall be elected from Committee members who are Ordinary Members.
- (d) Two Honorary Treasurers provided that :-
 - (i) the Chief Honorary Treasurer shall be elected from Committee members who are Ordinary Members; and
 - (ii) the Deputy Honorary Treasurer shall be elected from Committee members who are Ex-officio Members.

46. The Association may from time to time in General Assembly increase or reduce the number of Committee members.

47. Any casual vacancy occurring in the Executive Committee may be co-opted by the Executive Committee but the person so chosen shall be subject to retirement at the same time as if he had become a Committee member on the day on which the Executive Committee in whose place he is appointed was last elected Committee member.

48. The Executive Committee shall have power at any time, and from time to time, to co-opt a member as an additional Committee member, but so that the total number of Committee members shall not at any time exceed the number fixed in accordance with these Articles. Any Committee members so appointed shall retire from office at the next following ordinary General Assembly, but shall be eligible for election by the Association at that meeting as an additional Committee member.

49. The Executive Committee shall have power at any time, and from time to time, to appoint any person to help a specific area of the Association's work in an advisory capacity.

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

Proceedings of Executive Committee

51. The Executive Committee may meet together 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 Chairman shall have a second or casting vote. The Chairman may, and the Honorary Secretary on the requisition of a Committee member shall, at any time summon a meeting of the Executive Committee. For every meeting of the Executive Committee, the Committee members shall be notified of the meeting seven days in advance in writing.

52. The quorum of the Executive Committee Meeting shall consist of 7 Committee members of whom 4 shall be Ordinary Members and 3 shall be Ex-officio members.

53. The Executive Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number pursuant to the Articles of the Association as the necessary quorum of the Executive Committee, the continuing Committee members may act for the purpose of increasing the number of the Executive Committee to that number, or of summoning a General Assembly of the Association, but for no other purpose.

54. If at any meeting the Chairman is not present within 15 minutes

after the time appointed for holding the same the Committee members present may choose one of their members to be chairman of the meeting.

55. The Executive Committee 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 Executive Committee.

56. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

57. 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 the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

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

The Seal

59. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the Chairman and of any one of the two Vice-Chairmen or such other person as the Executive Committee may appoint for that purpose; and the Chairman and the Vice-Chairman or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by two of the following officers, namely, the Chairman, Vice-Chairman and Honorary Treasurer and the two signatories shall comprise one Ordinary Member and one Ex-officio Member.

Accounts

61. The Executive Committee shall cause proper books of account to be kept with respect to

- (a) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and
- (b) and sales and purchases of goods by the Association; and 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's affairs and to explain its transactions.

62. 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 thinks fit, and shall always be open to the inspection of the Committee members.

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

64. The Executive Committee shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

65. 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 Assembly, together with a copy of the Executive Committee's report and a copy of the auditors' report, shall not less than 21 days before the date of the meeting be sent to every member of the Association.

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

Audit

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

Notices

67. A notice may be given by the Association to any member either personally or by sending it by post or by fax to him to his registered address, or (if he has no registered address in Hong Kong) to the address, if any, in Hong Kong or overseas supplied by him to the Association for the giving of notices to him.

When a notice is sent by post, services 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.

Provided always that a member who is in default of payment of his annual subscription, shall not be entitled to notices of the Association.

68. As regards those members who have no registered place of address in Hong Kong, a notice addressed to him and posted up in the office of the Association shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

69. Notice of every General Assembly shall be given in same manner hereinbefore authorized to

- (a) every member except those members who (having no registered address in Hong Kong) have not supplied to the Association an address in Hong Kong or overseas for the giving of notices to them, and
- (b) the auditors for the time being of the Association.

No other persons shall be entitled to receive notices of General Assembly.

Winding-Up

70. The Provision of clause 8 of the Memorandum of Association

relating to the winding up of the Association shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

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Solicitor

(sd.) LEE KAR HUNG (李家鴻)
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Principal

Dated the 2nd day of January 1996.

WITNESS to the above signatures :-

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Hong Kong