

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

Po Chiu Catholic Secondary School Alumni Association Limited
(天主教普照中學校友會有限公司)

DEFINITIONS

1. In these Articles, except where the context otherwise requires:-

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| “Alumni Manager” | means a manager who is nominated for registration in accordance with Section 40AP of Education Ordinance. |
| “Association” | means the Company incorporated as “Po Chiu Catholic Secondary School Alumni Association Limited (天主教普照中學校友會有限公司)”. |
| “Education Ordinance” | means the Education Ordinance, Chapter 279 of the laws of Hong Kong, and any modification thereto. |
| “General Committee” | means the General Committee for the time being of the Association, whose members shall be deemed to be directors for the purposes of the Ordinance. |
| “Hong Kong” | means Hong Kong Special Administrative Region. |
| “Honorary Member” | means a person not being an Ordinary or a Life Member but is either a past or present member of the teaching staff or headmaster of the School or in general agrees with and supports the objectives and purposes of the Association or of any of its committees or sub-committees or who has, in the opinion of the General Committee, rendered distinguished service towards the attainment of the objectives and purposes of the Association or the School or who is, in the opinion of the General Committee, of |

eminent attainment, rank, situation or position and who has been invited by the General Committee to act as an Honorary Member of the Association for such term and upon such terms and conditions as the General Committee may from time to time determine.

- “In writing” means written or printed or partly written or partly printed.
- “IMC” means the Incorporated Management Committee.
- “Life Member” means a person who is a past student of the School (whether resident in Hong Kong or abroad) who has completed at least one (1) day at the School and has been admitted by the General Committee to be a Life Member of the Association and whose name appears on the Register of Members of the Association for the time being.
- “Members” means Ordinary Members, Life Members and Honorary Members.
- “Office” means the registered office, for the time being, of the Association.
- “Ordinance” means the Companies Ordinance, Chapter 32 of the laws of Hong Kong, and any modification thereto.
- “Ordinary Member” means a person who is a past student of the School (whether resident in Hong Kong or abroad) who has completed at least one (1) day at the School and has been admitted by the General Committee to be an Ordinary Member of the Association and whose name appears on the Register of Members of the Association for the time being.
- “President” means the person for the time being elected to hold the office of President of the General Committee, or during his absence the Vice-President.
- “Returning Officer” means a chairperson or a member of the General Committee of the Association as Returning Officer to monitor the nominations and supervise the procedures of nomination and election procedure of Alumni Manager but the Returning Officer must not be a candidate for the alumni manager election.
- “Register” means the Register of Members of the Association to be kept pursuant to Section 95 of the Ordinance.
- “School” means Po Chiu Catholic Secondary School (天主教普照中學) (formerly called Po Chiu College (普照書院)).

“Seal” means the common seal of the Association.

“Secretary” means the person appointed or elected for the time being to perform the duties of the secretary of the Association.

References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.

MEMBERSHIP

2. The number of Members with which the Association proposes to be registered shall be 300.
3. The Association shall consist of Ordinary Members, Life Members and Honorary Members and such other categories of Members as the General Committee shall from time to time think fit provided that such other categories of Members shall not be entitled to receive notice of or attend or vote at general meetings of the association or be eligible to be elected to any offices or other membership of the General Committee provided however that the General Committee shall have the power to invite any one or more of such other categories of Members to attend any general meeting or any meeting of the General Committee or of any committee or of any sub-committee as the General Committee may from time to time think fit.
4. The subscribers to the Memorandum of Association and such other persons falling within Articles 5, 6 and 7 below as the members of the General Committee shall admit to membership shall be Members of the Association. The rights and privileges of a Member shall be personal to himself and shall not be transferable by a Member by his own act or by operation of law and shall cease upon his death or upon his ceasing for any reason to be a Member of the Association.
5. (a) Any past students of the School over the age of 18 years (whether resident in Hong Kong or not) of good character who has completed at least one (1) day at the School is eligible to apply to the General Committee to be admitted as an Ordinary Member of the Association.

(b) Every application to be an Ordinary Member of the Association shall be in writing in such form as the General Committee shall from time to time prescribe. Such applications shall be considered by the General Committee. The General

Committee shall have power to decide whether to accept or reject an application or to postpone such decision and is not bound to assign any reason for making any such decision.

- (c) In respect of Ordinary Members, the following categories of ordinary membership shall be established: -

(1) Resident Ordinary Members

All persons over the age of 18 years who are ordinarily resident in Hong Kong shall be eligible for admission as Resident Ordinary Members of the Association. Upon the General Committee receiving notification by a Resident Ordinary Member of his change of correspondence address to an address outside Hong Kong, the membership of such Resident Ordinary Member shall automatically be transferred to the category of Non-Resident Ordinary Members. Resident Ordinary Members who have paid up all membership fees for the time being payable to the Association shall be entitled to receive notice of general meetings and may attend and vote at general meetings and may also propose, elect and be elected as members of the General Committee.

(2) Non-Resident Ordinary Members

All persons over the age of 18 years who are ordinarily resident outside Hong Kong at the time of application shall be eligible for admission as Non-Resident Ordinary Members of the Association. Upon the General Committee receiving notification by a Non-Resident Ordinary Member of his change of correspondence address to an address within Hong Kong, the membership of such Non-Resident Ordinary Member shall automatically be transferred to the category of Resident Ordinary Members. Non-Resident Ordinary Members who have paid up all membership fees for the time being payable to the Association shall be entitled to receive notice of general meetings and may attend and vote at general meetings and may also propose and elect members of the General Committee but, unless sanctioned by a general meeting, shall not be eligible to be elected to the General Committee.

- (d) In respect of Life Members, the following categories of life membership shall be established: -

(1) Resident Ordinary Members

All persons over the age of 18 years who are ordinarily resident in Hong Kong shall be eligible for admission as Resident Life Members of the Association. Upon the General Committee receiving notification by a Resident Life Member of his change of correspondence address to an address outside Hong Kong, the membership of such Resident Life Member shall automatically be transferred to the category of Non-Resident Life Members. Resident Life Members shall be entitled to receive notice of general meetings and may attend and vote at general meetings and may also propose, elect and be elected as members of the General Committee.

(2) Non-Resident Ordinary Members

All persons over the age of 18 years who are ordinarily resident outside Hong Kong at the time of application shall be eligible for admission as Non-Resident Life Members of the Association. Upon the General Committee receiving notification by a Non-Resident Life Member of his change of correspondence address to an address within Hong Kong, the membership of such Non-Resident Life Member shall automatically be transferred to the category of Resident Life Members. Non-Resident Life Members shall be entitled to receive notice of general meetings and may attend and vote at general meetings and may also propose and elect members of the General Committee but, unless sanctioned by a general meeting, shall not be eligible to be elected to the General Committee.

6. Any past student of the School over the age of 18 years (whether resident in Hong Kong or not) of good character who has completed at least one (1) day at the School is eligible to apply to the General Committee to be admitted as a Life Member of the Association.
7. The General Committee shall have the power to invite any past or present member of the teaching staff or headmaster of the School or persons who in general agrees with and supports the objectives and purposes of the Association or of any of its committees or sub-committees or who has, in the opinion of the General Committee, rendered distinguished service towards the attainment of the objectives and purposes of the Association or the School or who is, in the opinion of the General committee, of eminent attainment, rank situation or position to be admitted as Honorary Members of the Association for such term and upon such terms and conditions as the General Committee may from time to time determine Honorary Members shall not be required to pay any membership fees or to contribute to the assets of the Association in the event of its being wound up and shall not be entitled to receive notice of or attend or vote at general meetings of the Association or be eligible to be elected to any offices or other membership

of the General Committee provided however that the General Committee shall have the power to invite any one or more of the Honorary Members to attend any general meeting or any meeting of the General Committee or of any of its committees or sub-committees as the General Committee may from time to time think fit. The General Committee shall have the power to terminate the membership of any Honorary Member if it considers that it is in the interests of the Association to do so.

8. A Member may terminate his membership at any time upon one month's prior notice in writing to the General Committee but will remain liable to pay to the Association all moneys which, at the time of his ceasing to be a Member shall be due from him to the Association.
9. Every Member on joining the Association impliedly undertakes to comply with these Articles, and any refusal or neglect to do so, or any conduct unworthy of a Member or is materially detrimental to the interests of the Association or the School, shall render a Member liable to expulsion by a resolution of the General Committee or of an annual or extraordinary general meeting provided that at least three weeks before such meeting he shall have had written notice of the meeting and of the allegations made against him and of the intended resolution, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit. A Member expelled under this Article shall forfeit all his rights and privileges in, and claims upon, the Association and its property but will remain liable to pay to the Association all moneys which, at the time of such expulsion shall be due from him to the Association.

MEMBERSHIP FEES

10. Each Ordinary Member shall pay such membership fees as shall from time to time to determined by the General Committee including but not limited to such subscription fees as shall be payable upon the making of an application to be an Ordinary Member of the Association provided that the General Committee has power to waive or reduce the membership fees including the subscription fees payable by any Ordinary Member.
11. Each Life Member shall pay such subscription fees as shall from time to time to determined by the General Committee provided that the General Committee has power to waive or reduce the subscription fees including the subscription fees payable by any Life Member.

GENERAL MEETINGS

12. The Association shall, in each year, hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Association holds its first annual general meeting within 18 months of incorporation, it need not hold an annual general meeting in the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the General Committee shall appoint.
13. Any general meeting, other than an annual, general meeting, shall be called an extraordinary general meeting.
14. The General Committee may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. An extraordinary general meeting shall also be convened on a requisition of the Ordinary and Life Members in accordance with Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient General Committee members capable of acting to form a quorum to convene an extraordinary general meeting, any General Committee member or one-third of the total Ordinary and Life Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the General Committee.
15. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 28 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. 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, date and time of the meeting and, in the case of special business, the general nature of that business and shall be given in any manner specified in these Articles or in such other manner if any as may be prescribed by the Association in general meeting to such persons as are, under these Articles entitled to receive notices from the Association.
16. A meeting of the Association shall, notwithstanding that it is called by shorter notice than prescribed in Article 15, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as an annual general meeting, by all the Ordinary and Life Members entitled to attend and vote at the meeting and, in the case of any other meeting, by a majority in number of the Ordinary and Life Members having a right to attend and

vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Ordinary and Life Members entitled to attend and vote at the meeting.

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

PROCEEDINGS AT GENERAL MEETING

18. The quorum for any general meeting shall be not less than 15% or 30 persons (whichever is lower) of the total Ordinary and Life Members in person and the quorum must continue to be present throughout the 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 except for consideration of the accounts, balance sheets and the reports of the General Committee and auditors, the election of General Committee members in place of those retiring and appointing and fixing the remuneration of the auditors.
20. 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 Ordinary and Life Members, shall be dissolved but, in any other case, it shall be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the General Committee may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Ordinary and Life Members present shall be a quorum.
21. The president shall preside as chairman at every general meeting but if at any meeting he is not present at the time appointed for holding the meeting or is unwilling to preside, the Vice-president or, if he is absent, the members of the General Committee present shall choose one of their members to preside as chairman. If no member of the General Committee is present, the Ordinary and Life Members present shall elect one of their own members as chairman of the meeting.
22. The chairman of a meeting 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, 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.

23. 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 demanded (before or on the declaration of the result of the show of hands):-
- (a) by the chairman of the meeting; or
 - (b) by at least two Members, either Ordinary or Life Members, present in person.

Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

24. Except as provided in Article 26, if a poll is duly demanded it shall be taken in such manner 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.
25. 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.
26. A poll demanded on the election of the chairman of the meeting, 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
27. A resolution in writing signed by 95% of all the Ordinary and Life Members for the time being entitled to receive notice of meeting shall be as valid and effectual as if it had been passed at a meeting of Ordinary and Life Members duly convened and held.
28. The General Committee may invite such persons to attend any general meeting as observers or to exclude any observers from any general meeting or part thereof as the

General Committee may from time to time think fit.

VOTES OF MEMBERS

29. Each Ordinary and Life Member appearing personally in a general meeting of the Association shall have one vote. Voting by proxy is not permitted.

GENERAL COMMITTEE

30. The management of the Association and of its property and funds shall be vested in the General Committee which shall comprise not less than 10 and not more than 17 persons. A member of the General Committee must be a Resident Ordinary Member or a Resident Life Member of the Association. The General Committee shall consist of the following officers :

- (a) a President who (except the first and second Presidents) must have served on the General Committee for at least two (2) years (from the date he was first appointed or elected);
- (b) 2 Vice-presidents, each of whom (except the first Vice-Presidents) must have served on the General Committee for at least two (2) years (from the date he was first appointed or elected);
- (c) 2 Secretaries
- (d) 2 Treasurers

and at least 4 but not more than 10 other members appointed or elected in accordance with Article 31.

31. The first officers and members of the General Committee shall be nominated in writing by the subscribers to these Articles and, thereafter, shall be elected by ordinary resolution of the Ordinary and Life Members at each annual general meeting or extraordinary general meeting (as the case may be) for a term of two (2) years. The officers and members to retire in every two (2) years shall be those who have been longest in office since their last appointment or election, but as between persons who became officers or members of the General Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The officers and members retired shall be eligible for re-election.

32. Any nomination for membership of the General Committee shall be proposed by 3 Ordinary and/or Life Members. Such nomination shall be in writing and signed by all the 3 proposers and shall be submitted to the General Committee not less than 14 days before the relevant general meeting. The number of persons who may be proposed by the same

Ordinary and/or Life Member shall not (unless otherwise determined by the General Committee) exceed 11 at any one time.

33. If the total number of persons duly nominated for each vacancy for office as set out in Article 30 and for each vacancy for the other members of the General Committee does not exceed the number required to fill such vacancies for offices or vacancies for the other members, then the persons so nominated may be elected by resolution en bloc.
34. In the case of each vacancy for office as set out in Article 30, if there are multiple nominations for the same post, a balloting list shall be prepared for the relevant post and, in the case of vacancies for the other members of the General Committee, if the number of persons nominated exceeds the number of vacancies, there shall be a single balloting list for all vacancies for the other members of the General Committee. Such balloting lists shall in all cases contain the names of candidates in alphabetical order and the names of the proposers of each of the candidates and shall be sent to all Ordinary and Life Members not less than 5 days before the date of the annual general meeting or extraordinary general meeting (as the case may be).
35. The ballot shall take place at the annual general meeting or extraordinary general meeting (as the case may be) and every Ordinary and Life Member who has the right to vote then present in person shall be entitled to vote at such meeting for as many candidates as there are vacancies to be filled but not more.
36. Vacancies for the officers of the General Committee shall (if possible) be elected to the post first followed by vacancies for the other members of the General Committee. Vacancies shall be filled by those candidates receiving the most votes. In the case of two or more candidates receiving an equal number of votes, the candidate entitled to fill the vacancy shall be determined by lot.
37. Any ballot paper on which votes are cast for more candidates than there are relevant vacancies shall be invalid.
38. Amongst the candidates elected, the total number of candidates who graduated from the School in the same year shall not exceed two. In the case of more than two candidates graduated from the same year being elected, the two candidates receiving the highest number of votes shall fill the vacancies. In the case of two or more candidates receiving an equal number of votes, the candidate entitled to fill the vacancy shall be determined by lot.
39. An officer or other member of the General Committee may at any time during the period

of his office or other membership of the General Committee resign his position as such officer or other member of the General Committee by giving notice in writing to the Association in accordance with Section 157D(3)(a) of the Ordinance.

40. The General Committee members shall have power at any time and from time to time to appoint any person to be a General Committee member, either to fill a casual vacancy or as an addition to the existing General Committee, but so that the total number of General Committee members shall not at any time exceed the number fixed in accordance with these Articles. Any person so appointed shall hold office only until the next annual general meeting of the Association and shall be eligible for re-election but shall not be taken into account in determining the officers and members of the Association who are to retire by rotation at such annual general meeting.
41. The Association may also from time to time by ordinary resolution increase or reduce the number of members of the General Committee.

POWERS OF THE GENERAL COMMITTEE

42. The General Committee may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the Association in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Association in general meeting, provided that no such regulation shall invalidate any prior act of the General Committee which would have been valid if such regulation had not been made.
43. All cheques drawn on the Association's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Association, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the General Committee shall from time to time by resolution determine.
44. The members of the General Committee may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property, or any part thereof.
45. The General Committee shall have power to employ and dismiss staff of the Association and to make provision for pensions, gratuities, retirement and other benefits for such staff.

46. The General Committee may, subject to such conditions as it may from time to time think fit, delegate in writing any of its powers including, without limitation, powers to establish, undertake, superintend, raise, administer, invest, utilize and manage any fund or funds of the Association, to committees or sub-committees to be appointed by it, consisting of such persons (whether or not Members of the Association) as the General Committee may think fit , and may from time to time revise such conditions and/or revoke such delegation or revoke the appointment of and discharge any such committees or sub-committees either wholly or in part and either as to persons or purposes. Any committees or sub-committees so formed shall, in the exercise of the powers so delegated, conform to these Articles and any regulations that may from time to time be imposed on them by the General Committee. Such committees and sub-committees shall also advise the General Committee on such matters as may be requested by the General Committee from time to time and shall report periodically to the General Committee and be responsible and accountable at all times to the General Committee in respect of the exercise by them of the powers delegated to them by the General Committee.
47. The General Committee may, subject to such conditions as it may from time to time think fit, set up such branches, branch registers, sub-groups, clubs and/or interest groups, whether within or outside Hong Kong, as the General Committee may from time to time think fit, including authorizing any of them to fix and/or levy payment of such fees and/or such rules for membership thereof subject always to them being responsible and accountable to the General Committee.
48. The General Committee shall have power from time to time to make, amend and repeal all such rules as it may deem necessary or convenient for the carrying out of the objects of the Association and for the proper conduct and management of the Association. No rules shall be inconsistent with, nor shall they affect or repeal anything contained in the Memorandum or Articles of Association and any rule may be repealed by an ordinary resolution passed at a general meeting of the Association.
49. The General Committee shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by authority of a resolution of the General Committee. Every instrument to which the Seal is affixed shall be signed by the President and shall be countersigned by one of the Treasurers or by a General Committee member or by some other person appointed by the General Committee for this purpose.
50. The members of the General Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the members of the General Committee;
 - (b) of the names of the members of the General Committee present at each meeting of the General Committee and of any committee or sub-committee of the General Committee; and
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the General committee and of any committee or sub-committee of the General Committee.
51. Notwithstanding anything herein contained, the General Committee shall have power from time to time to send notices of general meetings and/or circulars of the Association to such persons not being Ordinary or Life Members of the Association or otherwise entitled thereto as the General Committee may deem appropriate.

PROCEEDINGS OF THE GENERAL COMMITTEE

52. The General Committee may meet and regulate its business as it thinks fit.
53. The quorum for a meeting of the General Committee shall be half of the members of the General Committee provided that if, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members of the General Committee present, provided there are not less than 2 such members present, shall be a quorum.
54. Questions arising at any meeting of the General Committee shall be decided by a majority of votes. In the case of an equality of votes, the chairman of meeting shall have a casting vote.
55. A member of the General Committee may, and the Secretary at any time on the requisition of a member of the General Committee shall, convene a meeting of the General Committee. It shall not be necessary to give notice of a meeting of the General Committee to any member of the General Committee for the time being absent from Hong Kong.
56. The continuing General Committee members may continue to act, and to carry out all the functions of the General Committee notwithstanding any vacancy.
57. If, at any meeting of the General Committee, the President, is not present at the time

appointed for holding the same, any Vice-President shall be chairman of the meeting. If neither the President nor a Vice-President is present at the time appointed for holding the meeting, the members of the General Committee present shall choose one of their members to be chairman of the meeting.

58. A resolution in writing (which shall include a facsimile transmission) signed by all members of the General Committee for the time being present in Hong Kong shall be as effective as a resolution passed at a meeting of the General Committee duly convened and held any may consist of several documents, each signed by one or more of the members of the General Committee.
59. All acts done at any meeting of General Committee members or of a committee or sub-committee of the General Committee or by any person acting as a General Committee member shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such General Committee member or committee member or sub-committee member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such member or person had been duly appointed and was qualified to be a member of the General Committee or the committee or the sub-committee (as the case may be).
60. Notwithstanding anything in these Articles, the Association may by special resolution remove any General Committee member before the expiration of his period of office in accordance with Section 157B of the Ordinance.
61. The Association may by ordinary resolution appoint another person in place of a General Committee member removed from office under the immediately preceding Article. Without prejudice to the powers of the General Committee members under Article 40, the Association in general meeting may appoint any person to be a General Committee member either to fill a casual vacancy or as an additional General Committee member but so that the total number of General Committee members shall not at any time exceed the number fixed in accordance with these Articles. Any person so appointed shall hold office only until the next annual general meeting of the Association and shall be eligible for re-election but shall not be taken into account in determining the officers and members of the Association who are to retire by rotation at such annual general meeting.

DISQUALIFICATION OF GENERAL COMMITTEE MEMBERS

62. The office of a member of the General Committee shall be vacated if such member:-
 - (a) ceases to be a Resident Ordinary Member or Life Member (as the case may be); or

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited by law or court order from being a director of a company; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Association given in accordance with Section 157D(3)(a) of the Ordinance; or
 - (f) shall for more than 6 months have been absent without permission of the General Committee from meetings of the General Committee held during that period; or
 - (g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance and is removed by the Association by a procedure similar to that provided by Section 157B of the Ordinance; or
 - (h) is removed by the Association pursuant to Article 60.
63. A member of the General Committee who is, in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Association's business) shall declare the nature of his interest at a meeting of the General Committee in accordance with Section 162 of the Ordinance.
64. A member of the General Committee shall not vote in respect of any contract or matter in which he is personally interested otherwise than as a Member of the Association or any matter arising therefrom, and if he does so vote his vote shall not be counted.

ALUMNI MANAGER

65. One Alumni Manager shall be nominated in writing by the Ordinary and Life Member of the Association to represent the Association to attend the IMC for a term of two (2) years.
66. All current Committee Members of the Association are eligible to become candidates of the Alumni Manager and such candidate shall serve the Association as Committee Members more than two (2) years.
67. A Alumni Manager should not be nominated in the event of the following situations :-
- (a) he/she is serving teacher of the School;
 - (b) he/she does not meet the registration requirements of Alumni Managers set out in Section 30 of the Education Ordinance;
 - (c) he/she shall serve in an IMC in more than one capacity;

- (d) he/she is serving as an Alumni Manager and a parent manager at the same time;
- (e) he/she 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/her interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance and is removed by the Association by a procedure similar to that provided by Section 157B of the Ordinance; or
- (f) he/she is removed by the Association pursuant to Article 60.

68. The term of the Alumni Manager shall be two (2) years and come into effect on 1 September and terminate on 31 August.

NOMINATION AND ELECTION PROCEDURES OF THE ALUMNI MANAGER

69. The Association may assign the chairperson or a member of General Committee as Returning Officer to monitor the nominations and supervise the issue of ballot papers and counting of vote,
70. The Returning Officer should inform all Members of the nomination of alumni manager vacancy, the period of nomination, method of nomination, date of voting and counting, date of announcement of results and other relevant information.
71. The Returning Officer should inform all Members of the eligibility as set out in Articles 66 and 67 and the responsibilities of candidate.
72. A Member may nominate oneself or another eligible Committee Member to stand for the election.
73. Each nominated candidate should supply a brief written statement of his/her personal information to the Returning Officer not more than 100 words at least fourteen (14) days before the relevant general meeting and/or extraordinary general meeting (as the case may be).
74. Not less than 7 days before the election day, the Returning Officer should issue a letter to all Life Members and Ordinary Members listing the names of the candidates being nominated and the brief introductory statements of the candidates including their declaration should be attached.
75. The Returning Officer may arrange a meeting for the candidates to introduce themselves

to all alumni and answer questions from them during the annual general meeting or extraordinary general meeting (as the case may be).

76. The period between the date of voting for Alumni Manager election and the deadline of nomination should at least be two (2) weeks.
77. Any nomination for Alumni Manager shall be proposed by 3 Ordinary and/or Life Members. Such nomination shall be in writing and signed by all the 3 proposers and shall be submitted to the Returning Officer and the General Committee not less than fourteen (14) days before the relevant general meeting. The number of persons who may be proposed by the same Ordinary and/or Life Member shall not exceed 5 at any one time.
78. If the number of persons nominated exceeds the number of vacancy, such balloting lists shall in all cases contain the names of candidates in alphabetical order and the names of the proposers of each of the candidates and shall be sent to all Ordinary and Life Members not less than five (5) days before the date of the annual general meeting or extraordinary general meeting (as the case may be).
79. The ballot shall take place at the annual general meeting or extraordinary general meeting (as the case may be) and every Ordinary and Life Member who has the right to vote then present in person shall be entitled to vote at such meeting for as many candidates as there are vacancies to be filled but not more.
80. Vacancy shall be filled by this candidate receiving the most votes. In the case of two or more candidates receiving an equal number of votes, the candidate entitled to fill the vacancy shall be determined by lot.
81. Any ballot paper on which votes are cast for more candidates than there is relevant vacancy shall be invalid.
82. The Returning Officer should inform all Members of the result of the election.
83. Unsuccessful candidate may, within one (1) week of the announcement, appeal to the Association in writing together with the reasons. The Association should stipulate in its constitution the appeal mechanism for the election of alumni managers.
84. The Association should nominate to the IMC the alumnus elected as an alumni manager of the School. The IMC shall apply to the Permanent Secretary for registration of the

alumnus elected as an Alumni Manager of the Association.

85. If an Alumni Manager vacancy arises as a result of an alumni manager resigning during his/her term of office, the Association shall conduct a by-election in the same manner to elect another alumni manager to fill the vacancy within three (3) months. If the Association cannot conduct the by-election accordingly, the IMC shall apply on good grounds to the Permanent Secretary for further extension of the period for filing the vacancy.

ACCOUNTS

86. The General Committee shall cause proper books of account to be kept with respect to:-
- (a) all sums of moneys received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) the assets and liabilities of the Association;
 - (c) all sales and purchases of goods and services by the Association; and
 - (d) all other matters necessary to show a true and fair view of the financial state and affairs of the Association.
87. The books of account shall be kept at the Office or at such other place as the General Committee thinks fit and shall always be open to the inspection of the members of the General Committee.
88. 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 General Committee's report and a copy of the auditors' report, shall not less than twenty-one days before the date of the meeting be sent to every Member of the Association entitled to receive notices of general meetings of the Association provided that this Article shall not require a copy of those documents to be sent to any person of whose address in Hong Kong the Association is not aware.
89. The members of the General 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 meeting such income and expenditure statement, balance sheets, group accounts (if any), reports and such other relevant accounts as are referred to in those sections.
90. The financial year of the Association shall commence on the first day of April in each year and terminate on the last day of March of the next year.

91. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

NOTICES

92. Every Member shall upon becoming a Member of the Association inform the General Committee of his correspondence address, contacting telephone numbers, facsimile number and e-mail address (if any). A Member changing his correspondence address and/or contacting telephone numbers and/or facsimile number and/or e-mail address shall give due notice to the General Committee of such changes.
93. A notice may be served by the Association upon any Member by personal delivery at or by sending it through the post to the address of the Member appearing in the Register (which shall be an address in Hong Kong) or by facsimile transmission or by e-mail transmission. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of a facsimile transmission or an e-mail transmission shall be deemed to have been served at the time of dispatch. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this Article and sent as a prepaid letter and, in the case of a notice sent by facsimile transmission or e-mail transmission that the facsimile number or e-mail address used was that of the Member being served with such notice.

PERSONAL DATA

94. Personal data regarding Members shall be kept confidential by the Association in accordance with prevailing laws. Unless otherwise determined by the Association in General Meeting, such data may be used only for activities of the School, the Association and any subsidiaries, or associates or affiliates, local or overseas, in furtherance of their respective objects and to whom such data may be transferred. Changes in personal data, and requests for access to or correction of data should unless otherwise determined by the General Committee and notified to Members, be addressed to the Membership Secretary of the Association at its registered office.

INDEMNITY

95. Every member of the General Committee, and any officer, servant or agent for the time being of the Association shall be indemnified out of assets of the Association against any

liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour 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.

WINDING UP

96. The provisions 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 Subscribers

POON SIU KUEN (潘少權)

EDITOR

CHOI WAI YIN (蔡偉賢)

FINANCIAL CONTROLER

CHONG TAK KWONG (莊得光)

TEACHER

Dated the 7th day of September 2007.

WITNESS to the above signatures :

LEE KIM WAH
No.1 Po Chiu Road,
Yau Tong, Kowloon
PRINCIPAL