

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
TOI SHAN ASSOCIATION EDUCATION
ORGANIZATION LIMITED
(台山商會教育機構有限公司)

Incorporated the 5th day of August 1986

K. C. YUNG & CO.
Solicitors,
Hong Kong

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COMPANIES ORDINANCE (CHAPTER ~~326~~22)

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

~~MEMORANDUM ARTICLES~~ OF ASSOCIATION
OF
TOI SHAN ASSOCIATION EDUCATION
ORGANIZATION LIMITED

(台山商會教育機構有限公司)

Part A

1. The name of the Company is “TOI SHAN ASSOCIATION EDUCATION ORGANIZATION LIMITED (台山商會教育機構有限公司)” (hereinafter referred to as the “Organization”).
2. The Registered Office of the Organization will be situate in Hong Kong.
3. The objects for which the Organization is established are to establish, administer and maintain in Hong Kong a non-profit-making school or schools.
4. The Organization has power to do anything which is calculated to further its objects but not otherwise, or is conducive or incidental to doing so. In particular, the Organization has powers:
 - ~~(a)~~ (a) To establish, administer and maintain in Hong Kong a non-profit-making school or schools.
 - ~~(b)~~ (a) To advance and promote education and to found scholarships, exhibitions and libraries.
 - ~~(c)~~ (b) To grant scholarships and prizes and to organise games.
 - ~~(d)~~ (c) To establish, undertake, superintend, administer and contribute to any benevolent fund from whence may be made donations or advances to

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deserving persons engaged in educational pursuits and to contribute to or otherwise assist any educational undertakings.

- ~~(e)~~(d) To accept and receive contributions, donations, devises and bequests of any movable or immovable property or funds for all or any of the objects of the Organization.
- ~~(f)~~(e) To apply to Hong Kong Government for a free grant of land or school building or loan for the establishment of a non-profit-making school or schools.
- ~~(g)~~(f) To hire and employ all classes of persons necessary for the purposes of the Organization and to pay to them in return for services rendered to the Organization reasonable and proper remuneration.
- ~~(h)~~(g) To engage lawyers, barristers and attorneys to deal with, defend, compromise and resolve any actions, prosecutions and proceedings by or against the Organization of its rights and interests.
- ~~(i)~~(h) To receive or borrow any money required for the purposes of the Organization upon such terms and/or on such securities as may be determined.
- ~~(j)~~(i) To acquire by purchase, exchange, lease, hire or otherwise land, houses, buildings and tenements and personal property which may be deemed necessary or convenient for any of the purpose of the Organization.
- ~~(k)~~(j) To manage, improve, maintain, demise, underlet, lease out, mortgage, charge, sell, transfer or otherwise all or any part of the lands, buildings, easements and properties, immovable or movable, of the Organization for the purpose of the Organization.
- ~~(l)~~(k) To construct, demolish, develop, reconstruct or otherwise deal with the land, buildings, easements and properties, either together or in portions, of the Organization for the purpose of the Organization.
- ~~(m)~~(l) To open and operate banking account or accounts with any bank or banks for the purposes of the Organization and for such purposes, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- ~~(n)~~(m) To raise money by any lawful means for the purposes of the Organization.
- ~~(o)~~(n) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :-

- (i) In case the Organization shall take or hold any property which may be subject to any trusts, the Organization shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Organization shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4.5. No addition, alteration or amendment shall be made to or in ~~this Memorandum of Association or these~~ Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar ~~General of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance.~~

5.6. (a) The income and property of the Organization, ~~whencesoever derived,~~ shall be applied solely towards the promotion of the objects of the Organization as set forth in ~~these Memorandum-Articles~~ of Association.

(b) Subject to sub-article (3) below, ~~none of the income or property of the Organization may 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 any~~ members of the Organization.

(c) The requirement under sub-article (2) above does not prevent the payment by the Organization:

- i) of reasonable and proper remuneration to a member of the Organization for any goods or services supplied by him or her to the Organization;
- ii) of reimbursement to a member of the Organization for out-of-pocket expenses properly incurred by him or her for the Organization;
- iii) of interest on money lent by a member of the Organization to the Organization at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- iv) of rent to a member of the Organization for premises let by him or her to the Organization: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which a proposal or the rent or other terms of the lease are under discussion; and
- v) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Organization 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.

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~~Provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any officer or servant of the Organization, or to any member of the Organization, in return for any service actually rendered to the Organization, nor prevent the payment of interest at a rate not exceeding current rates of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Organization: but so that no member of the Governing body of the Organization shall be appointed to any salaried office of the Organization, or any office of the Organization paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Organization to any member of such Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Organization provided that the provision last aforesaid shall not apply to any payment to any company of which a member of such Governing Body may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.~~

~~6.7.~~ The liability of the members is limited.

~~7.8.~~ Every member of the Organization undertakes to contribute to the assets of the Organization, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Organization contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars. Each person who is a member of the Organization undertakes that if the Organization is wound up while the person is a member of the Organization, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding one hundred Hong Kong dollars to the Organization's assets –

- ~~(a) for payment of the Organization's debts and liabilities contracted before the person ceases to be such a member;~~
- ~~(b) for the payment of the costs, charges and expenses of winding up the Organization;~~
- ~~and~~
- ~~(c) for the adjustment, among the contributories, of their rights.~~

~~8.9.~~ If upon the winding up or dissolution of the Organization there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the same net assets shall not be paid to or distributed among the members of the Organization, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Organization, 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 Organization under or by virtue of ~~Clause~~Article 56 of Part A hereof, such institution or institutions to be determined by a resolution of the members of the

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+ 縮排: 3.48 公分

Organization at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in ~~regard to charitable funds~~the matter, and if any and so far as effect cannot be given to the aforesaid provision, ~~then to some charitable object~~ the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of Hong Kong having jurisdiction in the matter.

~~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.) 黃福培
Wong Fook Pui
Block A2, No. 4 Crown Terrace,
Bisney Road, Hong Kong.
Merchant

(Sd.) 陳劍斗
Chan Kim For
Block A, 4/F., 92, Waterloo Road,
Kowloon
Education (School Director)

(Sd.) 劉璧生
Lau Big Sang
Flat D, 5/F., Ching Wah Mansion,
Ching Wah Street, Hong Kong
Private Detective

(Sd.) Yung Kar Chark
Yung Kar Chark
9 Rosmead Road, The Peak, Hong Kong
Solicitor

(to be continued)

(Continued)

Names, Addresses and Descriptions of Subscribers

(Sd.) 黃達道
Wong Tat To
11/F., No. 84C Pokfulam Road,
Hong Kong
Merchant

(Sd.) 李世衍
Lee Sai Yin
Flat A, 25/F., 119-125 Caine
Road
Hong Kong
Merchant

(Sd.) Ng Kup Sun
Ng Kup Sun
Flat J, 5/F., 14, King's Road,
Hong Kong
Merchant

Dated the 25th day of April
1986

WITNESS to the above signatures:

(Sd.) Horatio Wong
Horatio Wong
Solicitor
41D, Seahorse Lane,
Discovery Bay,
Lantau Island
Hong Kong

Part B

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COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not
having a Share Capital

ARTICLES OF ASSOCIATION

OF

TOI SHAN ASSOCIATION EDUCATION
ORGANIZATION LIMITED
(台山商會教育機構有限公司)

1. In these Articles unless there is something in the subject or context inconsistent therewith :-

“Association” means TOI SHAN ASSOCIATION OF HONG KONG LIMITED (香港台山商會有限公司)".

“Board of Governors” means the Board of Governors for the time being of the Organization.

“Education Ordinance” means the Education Ordinance (Cap.279 of the Laws of Hong Kong).

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“In writing” includes printed, lithographed and typewritten.

“Members” means the members for the time being of the Organization and includes Life Members.

“Month” means calendar month.

“Ordinance” means the Companies Ordinance (Cap.622 of the Laws of Hong Kong).

“Organization” means the TOI SHAN ASSOCIATION EDUCATION ORGANIZATION LIMITED (台山商會教育機構有限公司)".

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

“Register of Members” means the Register of the Members of the Organization.

“Seal” means the common seal of the Organization.

“Special Resolution” and “Extraordinary Resolution” have the meanings assigned thereto respectively by the Ordinance.

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

Words importing the masculine gender include the feminine gender or neutral gender whenever applicable.

2. 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.
3. For the purpose of registration, the number of members which the Organization proposes to be registered is declared to be unlimited.
4. The Organization is established for the purposes expressed in Part A of the MemorandumArticles of Association.

QUALIFICATION OF MEMBERS

5. In order to qualify and eligible to become a member, he must be a present or past member (including reserve member) of the Executive Committee or the Supervisory Committee of the Association.

MEMBERSHIP

6. The signatories to the Memorandum-Articles of Association, the present members of the Executive Standing Committee of the Association and such other persons as shall be admitted to membership in accordance with these Articles shall be members of the Organization.
7. Every application for membership shall be proposed by a Governor and seconded by another Governor. Every application for membership shall be made in writing signed by the applicant, the proposer and the seconder and shall be in such form as may from time to time be prescribed by the Governors.
8. Every written application for membership shall be placed before the Board of Governors for their decision whose decision shall be final and conclusive. The Governors shall not be under any obligation to give any reason for any such decision. No person, whose application for membership has been refused, shall be eligible to apply again for membership, until the expiration of at least twelve months from the date of such refusal. The Secretary shall notify every applicant the decision of the Governors.

9. Upon payment of his entrance fee and the first annual subscriptions, the applicant shall become a member and the Secretary shall enter his name in the Register of Members, provided nevertheless that, should the applicant fail to make such payment within 2 months from the date his application is accepted, the Governors may, in their discretion, cancel such approval.
10. If, at any time within 3 months after the acceptance of an applicant under Article 9 of Part B above, a majority of the Governors shall be of the opinion that he has been accepted under any misapprehension they shall, after inquiry and notice given to the applicant so accepted, have power to remove his name from the Register of Members and he shall thereupon cease to be a member.

REGISTER OF MEMBERS

11. The Governors shall keep at the Registered Office a book to be called “The Register of Members of TOI SHAN ASSOCIATION EDUCATION ORGANIZATION LIMITED” which shall contain the following particulars:-
 - (a) The name, sex, age, address and occupation of each member; and
 - (b) The date on which the name of each member is entered in the Register of Members as such and the date on which any member ceases to be a member.

The Register of Members shall be open for inspection by members during normal business hours at the Registered Office.

WITHDRAWAL OF MEMBERSHIP

12. Any member may withdraw from the Organization by giving one month’s notice in writing addressed to the Organization and deposited at the Registered Office.

TERMINATION OF MEMBERSHIP

13. The Governors shall have power to expel, at their sole discretion, any member by resolution:-
 - (a) if he is adjudicated a bankrupt or goes into liquidation or compounds with his creditors;
 - (b) if his annual subscriptions have not been paid before the end of October in any year, but he may be re-admitted as member at any meeting of the Governors by resolution and on payment of the subscriptions in arrear;

- (c) if he shall neglect or refuse to comply with any provision of these Articles or any By-laws of the Organization for the time being after written notice has been sent to him by registered post drawing his attention to such neglect or refusal;
- (d) if he becomes a lunatic or of unsound mind;
- (e) if he is engaged directly or indirectly in unlawful or immoral business or transaction;
- (f) if he is convicted of any indictable offence or serving or has served a custodian sentence; or
- (g) if he is guilty of misconduct to the opinion of the Governors likely to be injurious to the Organization.

Provided that no member shall be expelled until not less than 7 days' notice of the charge or complaint made against him shall have been sent to him and an opportunity of being heard in his defence shall have been given to him as well. Provided further that at the meeting convened for considering the matter no counsel shall be allowed to appear on behalf of the member. The Governors' decision shall be final and conclusive and they shall not be required to assign any reason for their decision or disclose the details of their investigations.

- 14. The Governors may in all cases reconsider any determination regarding the expulsion of any member.
- 15. A member who withdrew in accordance with Article 12 of Part B above or was expelled under Article 14 of Part B above shall cease to have any further interest in the property and funds of the Organization and shall not be entitled to a refund of subscriptions paid.

ENTRANCE FEE AND SUBSCRIPTIONS

- 16. The entrance fee and annual subscriptions payable by members shall be such as the Organization in general meeting shall from time to time determine Provided that until the Organization in general meeting shall otherwise resolve such entrance fee and annual subscriptions shall be as follows:-
 - (a) A Life Member shall pay an entrance fee of \$50.00 and shall not be required thereafter to pay any annual subscriptions.
 - (b) An Ordinary Member shall pay an entrance fee of \$10.00 and shall thereafter pay an annual subscriptions of \$5.00 Provided that such member may become a Life Member upon his paying to the Organization an additional sum of \$40.00.
- 17. All annual subscription shall become due and payable in advance on the 1st day of January in every year.

18. The entrance fee and/or the first annual subscriptions shall be payable within thirty days from the date on which the applicant's application for membership is approved by the Governors.
19. No applicant whose application for membership is approved shall be entitled to exercise or shall exercise any of the rights and privileges of a member until he shall have paid to the Organization the entrance fee and/or the first annual subscriptions payable as aforesaid.

OBSERVANCE OF RULES

20. Acceptance of membership binds each member to the observance of these Articles and of all By-laws, if any, for the time being in force of the Organization.

GENERAL MEETING OF MEMBERS

21. A general meeting shall be held at least once in every calendar year (not being more than fifteen months after the holding of the last preceding general meeting) at such time and place as the Governors may determine. Such general meetings shall be called Annual General Meetings.
22. All other general meetings shall be called Extraordinary General Meetings. The Governors shall convene Extraordinary General Meetings in accordance with the provisions of the Ordinance on the requisition in writing of the majority members of the Board of Governors or 20 members of the Organization or on such requisition as provided by ~~S~~section ~~443~~566 of the Ordinance.

NOTICE OF GENERAL MEETING

23. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at least, and a meeting of the Organization other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Organization in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Organization.

Provided that a meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 percent of the total voting rights of all the members entitled to attend and vote at that meeting.
24. 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 notice shall not invalidate the proceedings at that meetings.

PROCEEDINGS AT GENERAL MEETINGS

25. All business shall be deemed special that is transacted at an Extraordinary General Meeting, or an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Governors and the auditors, the election of members of the Board of Governors and other officers in place of those retiring or the fixing of the remuneration of the auditors.
26. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as hereinafter otherwise provided the quorum for any general meeting shall be 10 members present.
27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, and, in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
28. The Chairman of the Board of Governors shall preside as chairman at every general meeting of the Organization.
29. If at any general meeting the Chairman of the Board of Governors shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong, either of the Vice-Chairmen of the Board of Governors shall take the chair, and, failing them, the Governors present shall elect one of their number to be the chairman, and, if none, the members present shall elect one of their number to be the chairman.
30. The Chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from

place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote and, unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Organization 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.
32. 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.
33. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
34. No member except with the permission of the Chairman may address the meeting for more than 10 minutes at a time.

VOTES OF MEMBERS

35. Every member shall have one vote. On a poll votes may be given personally or by proxy.
36. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Organization have been paid.
37. The instrument appointing a proxy shall be in writing under the hand of the appointor or, if the appointor is a corporation, either under seal or under the hand of an officer duly authorized. Only members of Organization can become a proxy.
38. The instrument appointing a proxy shall be deposited at the Registered Office not less than 48 hours before the time for holding the general 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.

39. Every instrument appointing a proxy shall, as nearly as circumstances will permit, be in such form as the Governors shall from time to time prescribe.

BOARD OF GOVERNORS

40. The Organization shall have a Board of Governors consisting of not less than 5 and not more than 18 members. No person shall become a Governor unless he is a member of the Organization.
41. Subject to Article 40 [of Part B](#) above, a member of the Executive Standing Committee and the Chairman and any Vice-Chairmen of the Supervisory Committee of the Association, on his notifying the Organization in writing of his consent to so becoming but without any further formality, becomes an ex-officio member of the Board of Governors, until the next Annual General Meeting of the Organization following the date he ceases to be a member of such Executive Standing Committee or, as the case may be, the Chairman or Vice-Chairman of the Supervisory Committee, of the Association. The Chairman and the two Vice-Chairmen of the Executive Committee of the Association shall be ex-officio Chairman and Vice-Chairmen of the Board of Governors, until the next Annual General Meeting of the Organization following the dates they cease to hold their respective offices of Chairman and Vice-Chairmen (as the case may be) of the Executive Committee of the Association. A retiring Governor shall act throughout the meeting at which he retires.
42. Subject to Article 41 [of Part B](#) above, the names of the first Governors shall be determined in writing by the subscribers of the [Memorandum-Articles](#) of Association or a majority of them.
43. A retiring Governor shall be eligible for re-election. No person other than a Governor retiring at the meeting shall unless recommended by the Governors be eligible for election to the office of Governor at any general meeting unless, not less than 7 nor more than 21 days before the date appointed for the meeting, there shall have been left at the Registered Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
44. No salary, remuneration or allowance shall be paid to any Governor, but he shall be reimbursed the out-of-pocket expenses that may be incurred by him in the business of the Organization.
45. At the first Annual General Meeting, all members of the Board of Governors (other than the ex-officio members thereof) shall retire from office, and at the Annual General Meeting in every subsequent year one-half of the Governors (other than the ex-officio

members thereof) for the time being, or, if their number is not 2 or a multiple of 2, then the number nearest one-half, shall retire from office.

46. The Governors to retire in every year shall be those who have been longest in office since their last election, but between persons who became Governors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
47. The Organization may from time to time by ordinary resolution increase or reduce the number of Governors, and may also determine in what rotation the increased or reduced number is to go out of office.
48. The Organization may by special resolution remove any Governor before the expiration of his period of office notwithstanding anything to the contrary in these Articles contained.
49. The Organization may by ordinary resolution appoint another person in place of a Governor removed from office under Article 48 [of Part B](#) above. Without prejudice to the powers of the Governors under Article 50 [of Part B](#) below, the Organization in general meeting may appoint any person to be a Governor to fill the vacancy or as additional Governor. Any Governor so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Governors who are to retire by rotation at such meeting.

VACANCIES ON BOARD OF GOVERNORS

50. The Governors shall have power at any time, and from time to time, to appoint any person to be a Governor, either to fill a vacancy or as an addition to the existing Governors. Any Governor so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Governors who are to retire by rotation at such meeting.
51. The Governors may act notwithstanding any vacancy in their body, but, if the number of Governors falls below the minimum fixed by these Articles, the Governors shall not, except for the purpose of filling up vacancies or of summoning a general meeting of the Organization, act so long as the number is below the minimum.

DISQUALIFICATION OF GOVERNORS

52. The office of a Governor, shall be vacated if he:-
 - (a) becomes bankrupt or compounds with his creditors;
 - (b) is found lunatic or becomes of unsound mind;

- (c) ceases to be a member of the Organization;
- (d) resigns his office by notice in writing to the Organization; or
- (e) is removed by a resolution of members in a general meeting.

MANAGEMENT

- 53. The Governors shall have absolute power to regulate, manage and control all the affairs of the Organization and to carry out its objects subject only to the ~~Memorandum and~~ Articles of Association and may exercise all such powers and do all such acts and things as may be exercised or done by the Organization and are not hereby or by law expressly directed or required to be exercised or done by a general meeting and no resolution passed at any such general meeting shall invalidate any prior act of the Governors which would have been valid if such resolution had not been made.

PROCEEDINGS OF GOVERNORS

- 54. The Governors 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 on a show of hands. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Chairman may, and on the requisition of three Governors shall, at any time convene a meeting of the Governors.
- 55. The quorum necessary for the transaction of the business of the Governors may be fixed by the Governors, and unless so fixed shall be 5.
- 56. The Chairman of the Board of Governors shall preside as Chairman at every meeting of the Governors, but, if at any meeting, the Chairman is not present within 15 minutes after the time appointed for holding the same, either Vice-Chairmen present shall preside, and, if none of the Chairman and Vice-Chairmen shall be present, then those present shall choose one of their number to be Chairman of the meeting.
- 57. All acts done by any meeting of the Board of Governors, or of a Committee or Sub-Committee, or by any person acting as a member thereof, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members of 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 member of such Board of Governors or of such Committee or Sub-Committee.
- 58. A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a meeting of the Governors, shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held.

SECRETARY

59. The Governors shall appoint a secretary for such terms, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

COMMITTEES

60. The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Governors.
61. Questions arising at any meeting of the committee shall be decided by a majority of votes of the members present, and in case of any equality of votes the chairman of the meeting shall have a second or casting vote.

SCHOOL MANAGEMENT COMMITTEE / INCORPORATED MANAGEMENT COMMITTEE

62. The Governors shall in accordance with the provisions of the Education Ordinance, nominate set up for each school established or carried on by the Organization a School Management Ccommittee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, whose the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and such the nominees shall make application to the Director-Permanent Secretary of Education for registration as managers under the provisions of the Education Ordinance.
63. Subject to the provisions of the Education Ordinance, Fthe Governors may remove or dismiss a member of a School Mmanagement Ccommittee from office. For an incorporated management committee, the vacation of office of managers shall be in accordance with the procedures stipulated in the Education Ordinance. The Supervisor of a school shall, within one month, give notice in writing to the Permanent Secretary for Education if any member ceases to be a manager of the school, and any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the Governors shall forthwith tender his resignation in writing to the Director of Education as a registered manager under the Education Ordinance.
64. The Governors or the management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a School Mmanagement Ccommittee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Director-Permanent Secretary of Education for registration as a manager under the provisions of the Education

Ordinance. For an incorporated management committee, a member shall be appointed or elected as appropriate in accordance with the provisions of the Education Ordinance to replace a member who has been removed or dismissed or whose term of office has expired.

65. A member of a School Management Committee may be, but need not necessarily be, a member of the Board of Governors. The composition of an incorporated management committee shall comply with the provisions of the Education Ordinance
66. It shall be the special responsibility of a ~~School Management C~~committee to ~~conduct manage~~ the ~~relevant~~ school in accordance with the Education Ordinance, and in all respects to the satisfaction of the ~~Director~~ Permanent Secretary of Education.
67. Unless otherwise determined by the Organization at general meeting, the following office bearers of the Association shall be ex-officio members of the School Management Committee for so long as they hold their respective offices:-
 - (a) the Chairman of the Executive Committee;
 - (b) the two Vice-Chairmen of the Executive Committee;
 - (c) the Chairman of the Supervisory Committee; and
 - (d) the Officer of the Educational Affairs Section of the Association.

SCHOOL SUPERVISOR

68. The Governors shall, with the agreement of the majority of the members of a School Management Committee, nominate a member of the School Management Committee to be the Supervisor of the school either for a fixed term or without any limitation as the period for which he is to hold such office and thereupon the School Management Committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.
69. The Governors may remove or dismiss a Supervisor from office and any Supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Governors shall tender forthwith his resignation in writing to the Director of Education as an approved Supervisor under the Education Ordinance.
70. The Governors, with the agreement of the majority of the members of a School Management Committee, shall nominate another Supervisor to replace one who has been removed or dismissed or whose term of office has expired and thereupon the School Management Committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.
71. Unless otherwise determined by the Organization at general meeting, the Chairman of the Executive Committee of the Association shall be the ex-officio Supervisor of the School

for so long as he holds his office as such Chairman of the Executive Committee of the Association.

SEAL AND AUTHENTICATION OF DEEDS AND DOCUMENTS

72. The seal shall not be affixed to any instrument except by the authority of a resolution of the Governors and in the presence of such person or persons as the Governors may from time to time direct, all of whom shall sign the instrument to which the Seal is so affixed. All other contracts, for which the Seal is not required, shall be signed by such person or persons as the Governors may from time to time appoint.

ACCOUNTS

73. The Governors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Organization and the matters in respect of which the receipt and expenditure take place; and
 - (b) the assets and liabilities of the Organization

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 Organization's affairs and to explain its transactions.

74. The books of account shall be kept at the Registered Office or, subject to ~~Section 121(3)~~the provisions of the Ordinance, at such other place or places as the Governors think fit, and shall always be open to the inspection of the Governors.
75. The Governors 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 Organization or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Organization except as conferred by statute or authorized by the Governors or by the Organization in general meeting.
76. The Governors shall from time to time in accordance with ~~Sections 122, 124 and 129D~~the provisions of the Ordinance, cause to be prepared and to be laid before the Organization in general meeting the reporting documents as are required by the Ordinance such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in these sections.

77. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Organization in general meeting, together with a copy of the Governors' report and copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Organization.

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Organization is not aware or to more than one of the joint holders of any debentures.

AUDIT

78. Auditors shall be appointed and their duties regulated in accordance with ~~Sections 131, 132, 133, 140, 140A, 140B and 141~~ the relevant provisions of the Ordinance.

BY-LAWS

79. The Governors shall have the power from time to time to make such by-laws as may be necessary provided they be not repugnant to or inconsistent with the terms of the ~~Memorandum-Articles~~ of Association ~~or these Articles~~. The Governors may at any time or from time to time revoke or alter any of the said by-laws.

NOTICES

80. A notice may be given by the Organization to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Organization for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
81. Notice of every general meeting shall be given in any manner hereinbefore authorized to:-
- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Organization an address within Hong Kong for the giving of notices to them; and
 - (b) the auditors for the time being of the Organization.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

82. Every Governor, agent, auditor, secretary and other officer for the time being of the Organization shall be indemnified out of the assets of the Organization against any liability incurred by him in relation to the Organization in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connexion with any application under Section 358 Division 3 of Part 20 of the Ordinance in which relief is granted to him by the court.

WINDING-UP

83. The provisions of Clause Article 89 of Part A of the Memorandum Articles of Association relating to the winding-up or dissolution of the Organization shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

{Sd.) 黃福培
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Bisney Road, Hong Kong.
Merchant

(Sd.) 陳劍科 Chan Kim For
Block A, 4/F., 92, Waterloo Road,
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Education (School Director)

(Sd.) 劉璧生
Lau Big Sang
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Private Detective

(Sd.) Yung Kar Chark
Yung Kar Chark
9 Rosmead Road, The Peak,
Hong Kong
Solicitor

(to be continued)

Names, Addresses and Descriptions of Subscribers

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(Sd.) Ng Kup Sun
Ng Kup Sun
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Merchant

Dated the 25th day of April 1986
WITNESS to the above signatures:

(Sd.) Horatio Wong
Horatio Wong
Solicitor
41D, Seahorse Lane,
Discovery Bay,
Lantau Island
Hong Kong