
Company Limited by Guarantee
and not having a Share Capital

Articles of Association

of

Shung Tak English College Alumni Association Limited

(崇德英文書院校友會有限公司)

1. In the Memorandum of Association and the Articles of Association of Shung Tak English College Alumni Association Limited, if the context so permits or requires and where not inapplicable the following terms shall have the following meaning:

"Annual General Meeting"	means the yearly general meeting of the Members of the Association including the First General Meeting of the Members.
"Association"	means Shung Tak English College Alumni Association Limited
"Chairman"	means the chairman of the Association for the time being.
"College"	means Shung Tak English College
"Executive Committee"	means the governing body of the Association.
"Executive Member"	means a member of the Executive Committee.
"General Meeting"	means a general meeting of the Members of the Association whether annual or extra ordinary.
"He"	means he or she.

"His"	means his or her.
"Himself"	means himself or herself.
"Secretary"	means the secretary of the Association for the time being.
"Treasurer"	means the treasurer of the Association for the time being.
"Members"	means Ordinary Members; Associate Members; Student Members; Honorary Members; Subscribing Members; and Life Members of the Association.
"Membership"	means the status conferred as a result of becoming a Member of the Association following the payment of the subscription appropriate to the category of Membership.
"Ordinance"	means the Companies Ordinance (Chapter 32).
"Public Relations Officer"	means the public relations officer of the Association for the time being.
"Registered Office"	means the registered office of the Association.
"Seal"	means the common seal of the Association.
"Vice Chairman"	means the vice chairman of the Association for the time being.
"Vice Treasurer"	means the vice treasurer of the Association for the time being.

- 2 For the purpose of registration, the number of Members of the Association is declared to be 200.
- 3 These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 32, and, notwithstanding Article 1 above, terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
- 4 The Association is established for the objects expressed in the Memorandum of Association.

Categories of Membership

5 The following shall be the categories of Membership:

- (a) Ordinary Members
- (b) Associate Members
- (c) Student Members
- (d) Honorary Members
- (e) Subscribing Members
- (f) Life Members

Eligibility for Membership

- 6
- (a) A Form 5 graduate, a student who has completed the Form 6 class, or a person who has completed one academic year of study and left the College shall be eligible for Ordinary Membership.
 - (b) A member of the teaching staff of the College shall be eligible to apply for Associate Membership.
 - (c) A student who has completed Form 1 class shall be eligible to apply for Student Membership.
 - (d) A person upon whom the Association has conferred the privilege of Membership as a mark of honour or respect shall be eligible to take up Honorary Membership.
 - (e) A person invited by the Executive Committee to become a Member of the Association shall be eligible to take up Subscribing Membership.
 - (f) A person who is eligible to apply for Ordinary Membership and wishes to pay an one-off subscription fee equivalent to ten years' annual subscription fee prevailing that time, shall be eligible to apply for Life Membership instead.
- 7 The first batch of Ordinary Members of the Association shall be the signatories to the Memorandum of Association and these Articles of Association.

Admission and Retirement of Membership

- 8 Membership shall only become effective upon registration with the Secretary of the Association, which action shall be construed as admission to Membership.
- 9 The power of admitting Members other than Ordinary Members shall be vested in the Executive Committee under such rules and conditions as the Association shall from time to time determine.
- 10 Every Member shall upon admission into Membership receive a copy of the Memorandum of Association and the Articles of Association and shall be bound by their provisions.

- 11 Every Member shall pay the subscription appropriate to His category of Membership under such arrangements as the Executive Committee shall from time to time determine.
- 12 A Member may at any time resign His Membership by notice in writing to the Secretary and the resignation shall take immediate effect.
- 13 Membership of the Association shall be lost in any of the following circumstances:
- (a) by resignation in writing of the Member;
 - (b) by expulsion of, the Member in accordance with the provisions of Article 14 hereof;
 - (c) by failure of the Member to pay any subscription or other dues incurred as a result of Membership more than three months after the subscription or other dues have become payable. The Membership shall be reinstated if any outstanding subscriptions and other dues are settled.
- 14 (a) Any Member who wilfully refuses or neglects to comply with any of the provisions of the Memorandum of Association or the Articles of Association or contrary to the interests of the Association shall render Himself liable to expulsion from Membership of the Association.
- (b) For the purpose of deciding upon the expulsion of a Member, a special meeting comprising at least 8 Members or two-thirds of the Members of the Executive Committee (whichever is the lower) shall be convened, and a resolution shall only be passed with a majority of at least three-fourths of the Members of the Executive Committee present and voting at the meeting. The Member in question shall be given at least 7 days notice in writing of the meeting and shall be entitled to attend the same and make written or oral representation of His case, but shall not be entitled to vote thereat. If the meeting shall pass a resolution to expel a Member, He shall have the right to appeal to the Association at a General Meeting within 7 days of the date of the notice to expel Him.
- 15 No person ceasing to be a Member of the Association shall have any right or claim upon the Association or its property and funds.

Subscriptions

- 16 The amounts of the subscriptions to be levied on the various categories of Membership shall be as determined from time to time by the Members of the Executive Committee. Unless and until the Executive Committee shall otherwise determine, the subscriptions payable shall be as follows:

Categories of Membership	Subscriptions (HK\$ per annum)
Ordinary Member	100
Associate Member	100
Student Member	30
Honorary Member	exempted
Subscribing Member	100
Life Member	1000

Meetings

- 17 The Association shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined and notified by the Executive Committee.
- 18 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 19 The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened as provided by Section 113 of the Ordinance.
- 20 21 days notice in writing of every General Meeting shall be given by the Secretary specifying the date, place and time of the meeting.
- 21 Accidental omission to give notice of a meeting to any Member shall not invalidate any resolutions passed at, or the proceedings of, General Meetings.

Proceedings at General Meetings

- 22 The business transacted at an Annual General Meeting shall normally include the election or re-election of Members of the Executive Committee, consideration of the income and expenditure account and balance sheet, the reports of the Executive Committee and of the auditor and the fixing of the remuneration of the auditor.
- 23 No business shall be transacted at any General Meeting unless a quorum is present and continues to be present until conclusion of the meeting. A quorum shall be constituted by 20 Ordinary Members including at least one-half of the Executive Members or one-half of the Ordinary Members of the Association, present in person or by proxy.
- 24 (a) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day at the same time in the next week, or to such other day and time as the Executive Committee shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned to such other day and time as the Executive Committee shall determine, until a quorum is present and ditto.

(b) In the event that a General Meeting has proceeded to business with a quorum but before its conclusion a quorum is no longer present, the meeting shall be adjourned immediately to such other day and time as the Executive Committee shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned to such other day and time as the Executive Committee shall determine, until a quorum is present and ditto.

25 The Chairman or failing Him the Vice Chairman of the Executive Committee shall preside as chairman at every General Meeting, but if at any meeting neither the Chairman nor the Vice Chairman of the Executive Committee is present half an hour after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Members present shall choose a Member of the Association present to preside.

26 The chairman of the meeting may, with the consent of Members present at any General Meeting, adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

27 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

(a) by the chairman of the meeting; or

(b) by at least 20 Ordinary Members present in person or by proxy.

Unless a poll be 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 Minutes book of the Association, shall be conclusive evidence of the fact.

28 Except as provided in Article 30, 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.

29 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote.

30 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

- 31 Every Ordinary Member shall have one vote. Members in other categories shall be entitled to attend a General Meeting but shall not be entitled to vote.
- 32 No Ordinary Member shall be entitled to vote at any General Meeting unless all moneys payable by Him to the Association in His capacity as Member, and which have been outstanding for more than 3 months after they fell due for payment, have been paid.
- 33 On a poll votes may be given either personally or by proxy.
- 34 The instrument appointing a proxy shall be in writing under the hand of the appointer or of His attorney duly authorized in writing. A proxy must be a Member of the Association.
- 35 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office or at other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 36 An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit
- " Shung Tak English College Alumni Association Limited
I, _____, of _____,
being an Ordinary Member of the above
named Association, hereby appoint _____
of _____ or failing him
_____ of _____
as my proxy to vote for me on my behalf at the (Annual or
Extraordinary, as the case may be) General Meeting of the
Association to be held on the _____ day of _____, 19____,
and at any adjournment thereof.
Signed this _____ day of _____, 19____. "
- 37 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Composition of the Executive Committee

- 38 (a) The affairs of the Association shall be managed by the Executive Committee consisting of not more than 17 members who are duly elected at an Annual General Meeting by and from the Ordinary Members of the Association. The first office-bearers of the Executive Committee shall be appointed by the subscribers to the Memorandum and Articles of Association.

- (b) The standing posts of the Executive Committee are
- 1 Chairman
 - 2 Vice Chairmen
 - 1 Secretary
 - 1 Treasurer
 - 1 Vice Treasurer
 - 1 Public Relations Officer

Qualification for becoming a member and Tenure of Office of the Executive Committee

- 39
- (a) Any person who has been an Ordinary Member for two full years is eligible to be elected as a member of the Executive Committee.
 - (b) The term of office of the members of the Executive Committee is two years. Members who retire from office are eligible for re-election.
 - (c) The Chairman of the Executive Committee can only serve two consecutive terms.

Election of the Executive Committee

- 40
- (a) If the number of Ordinary Members nominated as candidates for election to the Executive Committee at an Annual General Meeting of the Association –
 - (i) does not exceed 17, the candidates shall be deemed to have been elected to the Executive Committee with effect from immediately before the conclusion of the Annual General Meeting at which the election is to be held; or
 - (ii) exceeds 17, the election shall be determined by ballot at the Annual General Meeting at which the election is to be held and the candidates so elected shall hold office as Executive Members with effect from immediately before the conclusion of the Annual General Meeting.
 - (b) The Secretary shall, not less than two months before the Annual General Meeting, send to each Ordinary Member a notice inviting candidates to run for election as an Executive Member.
 - (c) Every candidate for election as an Executive Member must be nominated by two Ordinary Members in writing, signed by the Members nominating, and must be accompanied by the written consent signed by the candidate that He is willing to offer Himself for election to the Executive Committee. Every such nomination and confirmation of acceptance must reach the Secretary not later than 28 days prior to the Annual General Meeting.

- (d) A candidate may withdraw at any time before the election is held. A candidate who does not present in person at the Annual General Meeting at which the election is to be held is deemed to withdraw from the election.
- (e) The Secretary shall, not less than 21 days prior to the Annual General Meeting, send to each Member, to whom notice has been given of the Annual General Meeting, a notice containing the names of the candidates who have been nominated for election.
- (f) (i) If a ballot is to be held under (a) (ii) above, ballot paper containing the names of the candidates, in alphabetical order of surnames, for election as members of the Executive Committee will be prepared. A ballot paper will be given to each Ordinary Member or His proxy present at the Annual General Meeting.
 - (ii) An Ordinary Member or His proxy shall be entitled to cast one vote in respect of each vacancy.
 - (iii) If an equality of votes is found to exist between any candidates, and the addition of one vote would entitle any candidate to be declared elected, the Executive Committee shall determine which of such candidates shall be deemed to have been elected.

- 41 (a) A member of the Executive Committee may propose an elected member to hold office of any of the standing posts if the elected member is willing to serve if elected.
- (b) A proposal under paragraph (a) shall be seconded by another member of the Executive Committee.
- (c) No debate shall be allowed on such a proposal.
- (d) If more than one member of the Executive Committee is proposed for election as any one of the standing posts, the election shall be determined by ballot.

Powers of the Executive Committee

- 42 The business of the Association shall be managed by the Executive Committee which may exercise all powers of the Association save those powers expressly required to be exercised by the Association in General Meeting.

Rules

- 43 The Executive Committee may make rules for regulating the affairs of the Association which shall be binding on all Members, and may from time to time revoke, alter or replace any such rules. In particular the Executive Committee may make such rules in regard to all or any of the following matters:

- (a) the rights and privileges which shall be accorded to Members of the Association, and the particulars to be supplied by applicants for Membership.
- (b) the use of the Association's premises and facilities.
- (c) the organization, management and conduct of social events arranged by the Association.
- (d) the arrangements for mutual benefits or other matters with other clubs or associations.
- (e) any other matter relating to the operation of the Association not already provided for by the Memorandum and Articles of Association, provided always:
 - (1) that no rule shall be inconsistent with anything contained in the Memorandum and Articles of the Association.
 - (ii) that any rule may be cancelled, modified or amended by resolution of the Association in a General Meeting.

The Seal

44 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the Chairman or the Vice Chairman and of the Secretary who shall jointly sign every instrument to which the Seal shall be so affixed.

Vacation of Office by members of the Executive Committee 45

Any member of the Executive Committee shall be deemed to have vacated His office of the Executive Committee:

- (a) if He becomes bankrupt;
- (b) if He becomes of unsound mind;
- (c) if He ceases to be an Ordinary Member of the Association;
- (d) if He is absent from 3 consecutive meetings of the Executive Committee without 3 days notice in advance and the Executive Committee resolves that His office is thereby vacated;
- (e) if by notice in writing to the Association He resigns office;
- (f) if He ceases to hold office by reason of an order made under Section 157E or 157F of the Ordinance.

46 The Executive Committee shall have power at any time, and from time to time, to appoint any Ordinary Member, either to fill a casual vacancy or as an addition to the existing Executive Members, but so that the total number of Executive Members shall not at any time exceed the number fixed in accordance with these regulations. Any Executive Member so appointed shall hold office

only until the next following Annual General Meeting at which election of the Executive Committee is to take place.

- 47 The Executive Committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit not less than once every three months. No business shall be transacted at any meeting of the Executive Committee unless a quorum is present. Any 7 members or one-half of the Executive Committee, whichever is the less, present in person shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a casting vote.
- 48 A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee generally. The quorum shall continue to be present until the conclusion of the meeting and if not the provisions in Article 24(b) shall apply.
- 49 (a) The Chairman, or failing Him, the Vice Chairman may summon a meeting of the Executive Committee at any time by notice served upon the Executive Members.
- (b) A meeting of the Executive Committee may be called at the request in writing, addressed to the Secretary, of five Executive Members.
- (c) The Secretary shall give to each Executive Member
- (i) not less than 7 days notice in writing of an ordinary meeting of the Executive Committee; and
 - (ii) not less than 2 days notice of a special meeting.
- (d) A notice given under paragraph (c) shall specify the time and place for the holding of the meeting and the business to be transacted thereat.
- (e) The Chairman, or in his absence the Vice Chairman, shall be chairman at a meeting of the Executive Committee.
- (f) If, half an hour after the time appointed for any meeting of the Executive Committee, neither the Chairman nor the Vice Chairman is present, the members of the Executive Committee present may elect one of their number to be chairman of the meeting.
- 50 The Executive Committee may delegate any of its powers to committee(s) consisting of such members as the Executive Committee may think fit under any special conditions as it shall from time to time determine. Such committee(s) shall comprise at least two Executive Members.
- 51 All acts of the Executive Committee or any person acting on its authority shall, notwithstanding it be afterwards discovered that there were some defects in the appointment or continuance in office of any such Executive Member or person acting as aforesaid, so that they or any of them are disqualified or had vacated

office, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Executive Member as the case may be.

- 52 The Executive Committee shall cause proper minutes to be made of the proceedings of meetings of the Association and of the Executive Committee and all business transacted at such meetings, and any such minutes of any meeting, purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated.
- 53 Minutes of any Executive Committee meeting shall be kept at such place as the Executive Committee shall think fit, and shall always be open to all Members of the Association.
- 54 A resolution in writing signed by all Executive Members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.
- 55 The Executive Committee shall cause proper books of accounts to be kept with respect to:
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods, lands and other things whatsoever by the Association; and
 - (c) the assets and liabilities of the Association.
- 56 The Treasurer shall receive all subscriptions and all other monies coming to the Association. His receipts shall be the only sufficient discharge, and He shall pay into a bank, to be named by the Executive Committee, all monies received.
- 57 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, jointly by any three from the following: the Chairman, the Vice Chairmen, the Treasurer, the Vice Treasurer, the Secretary or the Public Relations Officer.
- 58 The books of account shall be kept at such place as the Executive Committee shall think fit, and shall always be open to the inspection of the Executive Members.
- 59 At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account made up to date not more than four months before such meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper reports of the Executive Committee and the auditor, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same

shall not less than 14 days before the date of the Annual General Meeting be sent to the auditor and to all other persons entitled to receive notices of General Meetings. The auditor's report shall be open to inspection and be read before the Annual General Meeting.

- 60 The Executive Committee, out of the funds of the Association, shall pay all costs, losses and expenses which any Executive Member or servant may incur or become liable for by reason of any contract entered into, or act or deed done by Him as such member or servant or in any way in the discharge of His duties.
- 61 At least once in a year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by an authorised auditor.
- 62 Auditor shall be appointed and his duties regulated in accordance with the Ordinance.

Notices

- 63 A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at His registered address appearing in the Register of Members except that only Members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.
- 64 Any notice sent by post shall be deemed to have been served on the day following that on which the letter containing the same was put into the post.

Winding Up

- 65 The provisions of Clause 7 of the Memorandum of Association relating to the winding up and 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:

- | | |
|------------------------------------------------------|----------------------------------------------------------------------------------------|
| 1) TSE, cheung tong, Robert
(謝長朗)
Accountant | House 69, 18th Street,
Hong Lok Yuen,
Tai Po,
New Territories |
| 2) KO, sou Yan
(高守仁)
Bank Manager | No. 59, Third Street,
Section K,
Fairview Park,
Yuen Long,
New Territories |

Dated the 19th day of June, 1992

WITNESS to the above signatures:

EDWARD WONG KWONG WING
Solicitor,
Messrs. Edward Wang & Ng,
Solicitors, Hong Kong.

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Yuen Long, New Territories**