

**THE COMPANIES ORDINANCE (Chapter 622)**

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**Company Limited by Guarantee and**

**not having a share Capital**

**ARTICLES OF ASSOCIATION**

**of**

**BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED**

**(何明華會督銀禧中學校友會有限公司)**

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**INTERPRETATION**

1. In these Articles, save where the context otherwise requires:
- “Alumni Association” means Bishop Hall Jubilee School Alumni Limited (何明華會督銀禧中學校友會有限公司), a company incorporated in Hong Kong on 6 March 2000
- “Corporate Communication” means any document issued or to be issued by the Alumni Association for the information or action of its members, including but not limited to:—
- (a) the Executive Committee’s report, its annual financial statements together with a copy of the auditors’ report;
  - (b) a notice of meeting;
  - (c) a ballot paper;
  - (d) a circular;
  - (e) an announcement; and
  - (f) a proxy form
- “Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China
- “Office Bearer” means any of the President, Vice Presidents, the Treasurer, the Deputy Treasurer, the Secretary and the Deputy Secretary
- “Ordinance” means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong
- “School” means Bishop Hall Jubilee School, Hong Kong
- “these Articles” means the Articles of Association in their present form or as altered from time to time
- “Voting Member” means an Ordinary Member other than one who at the relevant time, is a student of the School
- “Session” means a period of two years or thereabouts from the conclusion of one annual general meeting where election of

Executive Committee members takes place to the conclusion of the annual general meeting following next

Words and expressions importing the masculine gender include the feminine and neuter genders. Words and expressions in the singular include the plural and vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Alumni Association.

2. The Alumni Association is established for the purposes expressed in the Memorandum of Association.

### **MEMBERS**

3. The members of the Alumni Association shall consist of three classes, namely Ordinary Members, Associate Members and Honorary Members. To the extent as is consistent with and not repugnant to the requirements of the laws of Hong Kong and in particular the relevant provisions contained in the Education Ordinance (Cap. 279)
  - (a) An Ordinary Member is a member who at the time of admission as a member, is a former student of the School and has studied at the School for not less than one academic year or such other shorter period as may be determined by the Executive Committee on its absolute discretion upon taking into account all the relevant circumstances of each individual case.
  - (b) An Associate Member is a member who is a former or present staff (teaching or otherwise) of the School.
  - (c) An Honorary Member is a member who is any person in the opinion of the Executive Committee, worthy of distinction by reason of his achievement or contribution to the Alumni Association, the School or the community. Membership as an Honorary Member shall only be granted upon invitation by the Executive Committee.
4. The number of members of the Alumni Association is unlimited.
5. Subject to Article 6, on payment of the fee prescribed by the Executive Committee from time to time, a person shall be a member of the Alumni Association in accordance with Article 3.
6. To the extent as is consistent with and not repugnant to the requirements of the laws of Hong Kong and in particular the relevant provisions contained in the Education Ordinance (Cap. 279), the Executive Committee shall have absolute power to refuse membership to any applicant whom they consider unfit to become a member or whose admission will, or appears to the Executive Committee likely to, bring the Alumni Association into disrepute.
7. A member may surrender his membership by applying to the Executive Committee in writing and his membership shall cease upon approval of his application by the Executive Committee.

## **MEMBERS' RIGHTS, PRIVILEGE AND OBLIGATIONS**

8. All members may
  - (a) use all facilities provided by the Alumni Association for the general use of its members;
  - (b) attend general meetings of the Alumni Association; and
  - (c) attend all activities organised by the Alumni Association.
9. No member other than a Voting Member may
  - (a) vote in any general meeting of the Alumni Association; or
  - (b) be elected or appointed an Executive Committee member.
10. The rights and privileges of membership shall not be transferable.
11. All members shall fulfill the following obligations:-
  - (a) observe the Articles of Association of the Alumni Association and abide by the resolutions of the Alumni Association; and
  - (b) pay entrance fee and membership fees as prescribed by the Executive Committee from time to time.

## **FEEES**

12. The Executive Committee may from time to time prescribe entrance and membership fee for each class of members.

## **GENERAL MEETINGS**

13. The Alumni Association shall in respect of each financial 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 notices calling it. The annual general meeting shall be held within 9 months from the Alumni Associations' financial year end date at such time and place as the Executive Committee shall appoint.
14. All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting.
- 15A. General meetings shall also be convened by the Executive Committee on such requisition by Voting Members as provided by section 566 of the Ordinance, or, in default, may be convened by such requisitionists, as provided by section 568 of the Ordinance. If at any time there are not sufficient Executive Committee members capable of acting to form a quorum, any Executive Committee member or any two or more Voting Members may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

## **NOTICE OF GENERAL MEETINGS**

16. An annual general meeting shall be called by 21 days' notice in writing at the least. A general meeting of the Alumni Association other than an annual general meeting shall be called by 14 days' notice in writing at the 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 Alumni

Association in general meeting, to the Alumni Association's auditors and such persons as are, under these Articles, entitled to receive such notices from the Alumni Association:

Provided that a meeting of the Alumni Association 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 not less than 95 per cent of the number of the members having a right to attend and vote at the meeting.
17. The accidental omission to give notice of a general meeting or notice of a resolution intended to be moved at a general meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall be disregarded for the purpose of determining whether notice of the meeting or resolution is duly given.

### **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the financial statements and the reports of the Executive Committee and auditors, the election of Executive Committee members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
19. 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 and continues to be present until the conclusion of the meeting; 15 Voting Members present in person shall be a quorum.
20. 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; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee 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 present shall be a quorum.
21. The President shall preside as chairman at every general meeting of the Alumni Association, or if he 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 or has given notice to the Alumni Association of his intention not to attend the meeting, the Executive Committee members present shall elect one of the Vice-Presidents, or failing him, one of their number to be chairman of the meeting.
22. If at any meeting no Executive Committee member is willing to act as chairman or if no Executive Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
23. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 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.
24. 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; or
  - (b) by at least 5 Voting Members present in person or by proxy.
- Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Alumni 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.
25. If a poll is duly demanded it shall be taken either by open voting or by ballot, 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.
26. 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.
27. 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 AT GENERAL MEETINGS**

28. Every Voting Member shall have one vote.
29. A Voting Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
30. No Voting member shall be entitled to vote at any general meeting unless all moneys payable by him to the Alumni Association in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
31. On a poll votes may be given either personally or by proxy.
32. 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 Voting Member of the Alumni Association.
33. The instrument appointing a proxy (in the form prescribed by the Alumni Association) and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Alumni Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 24 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.

34. The instrument appointing a proxy to vote on a matter shall be deemed to confer authority to demand or join in demanding a poll on that matter.
35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Alumni Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **EXECUTIVE COMMITTEE**

36. The Executive Committee shall be the chief policy making and executive body of the Alumni Association.
37. There shall be no more than 20 members in the Executive Committee.
38. Only a Voting Member may become a candidate for election as an elected Executive Committee member, or be appointed an Executive Committee member pursuant to Articles 57 and 59.
39. The members of the Executive Committee shall, within 14 days from the annual general meeting at which they were elected elect among themselves the following Office Bearers:-
  - (a) One President
  - (b) Two Vice Presidents
  - (c) One Treasurer
  - (d) One Deputy Treasurer
  - (e) One Secretary
  - (f) One Deputy SecretaryProvided that if the President of the immediate preceding Session remains an Executive Committee member and is precluded from being elected President pursuant to Article 42, he shall be a Vice-President ex officio.
40. An Office Bearer shall ipso facto cease to be an Office Bearer upon his ceasing to be an Executive Committee member. An Office Bearer may resign from such office by serving written notice to the Executive Committee. Resignation under this article shall in no way affect the outgoing Office Bearer's office of Executive Committee member. The Executive Committee shall within 14 days from the date on which vacancy arises under this article or in the case of the Secretary, under Article 70, elect among themselves one or more persons (as the case may be) to fill the vacancy Provided always that no person may take more than one office of the Office Bearers.
41. The President shall represent the Alumni Association, conduct all its affairs by the direction of the Executive Committee, and preside over all its meetings whenever he is present.
42. Without prejudice to his right of being elected or appointed an Executive Committee member, no person may be elected President pursuant to Article 39 if the elected
  - (a) at the immediately preceding annual general meeting was the President and if acting as President until the end of the Session during which the election under Article 39 takes place, will have been acting as President continuously for more than two Sessions. In determining whether a person has been acting as President continuously, the time period between the annual general meeting at which he is elected or re-elected an Executive Committee member and his election as President shall be ignored; or

- (b) at the immediately preceding annual general meeting was not the President but has been the President at any time during the immediately preceding two years or a Session.

A former President may not be elected President under Article 40 until the shorter of two years or a Session has lapsed after his ceasing to be the President.

- 43. The Vice President shall assist the President in undertaking the affairs of the Alumni Association. In case the President is absent, on leave or has vacated his post, any one of the Vice Presidents, by election amongst the Executive Committee members, may act in his place.
- 44. The Secretary, or in his absence the Deputy Secretary, shall perform all the secretarial duties of the Alumni Association, and shall carry out the directions of the Executive Committee. He shall also keep minutes of all general meetings and Executive Committee meetings.
- 45. The Treasurer, or in his absence the Deputy Treasurer, shall attend to all financial matters including payments and receipts of the Alumni Association. He shall compile, before the annual general meeting, financial statements which, after being approved by the Executive Committee and duly audited, shall be submitted to the annual general meeting for adoption.

#### **POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 46. The business of the Alumni Association shall be managed by the Executive Committee, which may pay all expenses incurred in promoting and registering the Alumni Association, and may exercise all such powers of the Alumni Association as are not, by the Ordinance or by these Articles, required to be exercised by the Alumni Association in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Alumni Association in general meeting; but no regulation made by the Alumni Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
- 47. In furtherance and without limiting the general powers conferred by the foregoing article, the Executive Committee may:
  - (a) from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Executive Committee, to be the attorney or attorneys of the Alumni Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these Articles) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him;
  - (b) from time to time appoint or terminate the appointment of any person as an employee or servant of the Alumni Association; and
  - (c) from time to time make such rules, regulations and by laws for ensuring and carrying into effect the objects of the Alumni Association as it may think fit, not involving any such alteration of or addition to these Articles as may only

legally be made by special resolution and not being contrary to the Memorandum of Association.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Alumni Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.
49. The Secretary shall cause minutes to be made in books provided for the purpose-
  - (a) of all appointments of officers made by the Executive Committee;
  - (b) of the names of the Executive Committee member present at each meeting of the Executive Committee;
  - (c) of all resolutions and proceedings at all meetings of the Alumni Association and of the Executive Committee, and every Executive Committee member present at any meeting of the Executive Committee shall sign his name in a book to be kept for that purpose.

### **DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS**

50. The office of Executive Committee member shall be vacated if the Executive Committee member-
  - (a) without the consent of the Alumni Association in general meeting holds any other office of profit under the Alumni Association; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Alumni Association given in accordance with section 464(5) of the Ordinance; or
  - (f) shall have been absent without permission of the Executive Committee from three consecutive meetings of the Executive Committee; or
  - (g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Alumni Association's business) with the Alumni Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by sections 536 to 538 of the Ordinance.

An Executive Committee member shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

### **TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS**

51. At the third annual general meeting and at every other annual general meeting thereafter all the Executive Committee members for the time being shall retire from office.
52. A retiring Executive Committee member shall be eligible for re-election.
53. No person shall be eligible for election to the office of Executive Committee member at any general meeting unless, prior to a date announced by the Alumni Association in each year, there shall have been left at the registered office of the Alumni Association or such other place or places as the Executive Committee thinks fit notice in writing,



- signed by two Voting Members of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
54. A motion for the appointment of two or more persons as Executive Committee members by a single resolution shall not be made. A resolution moved in contravention of this article shall be void.
  55. If the number of candidates nominated for election to the Executive Committee at an annual general meeting exceeds 20, the election shall be determined by ballot and the candidates so elected shall hold office as elected Executive Committee members with effect from immediately after the conclusion of the annual general meeting.
  56. If election of Executive Committee members is to be determined by ballot pursuant to the immediately preceding article,
    - (a) the Alumni Association shall not less than 21 days prior to the annual general meeting, send a ballot paper to each Voting Member. The ballot paper shall contain the names of the candidates, in alphabetical order of surnames, for election as Executive Committee member.
    - (b) A Voting Member shall be entitled to cast one vote in respect of each of the 20 vacancies.
    - (c) Completed ballot papers shall be returned to the registered office of the Alumni Association or to such other place within Hong Kong as is specified for that purpose in the ballot paper not less than 72 hours before the annual general meeting at which the election is to be held.
    - (d) The auditor of the Alumni Association shall count the number of votes cast for each candidate and shall furnish to the Executive Committee a confidential report in writing on the number of votes so cast.
    - (e) The Executive Committee shall meet before the annual general meeting to receive from the auditor of the Alumni Association the confidential report referred to in paragraph (d) and to eliminate the candidates receiving the lowest number of votes until the number of candidates left equals 20, and those candidates shall be deemed to have been elected.
    - (f) 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 President shall have a casting vote to determine which of such candidates shall be deemed to have been elected.
    - (g) If an Executive Committee member elected fails to accept such office, the Executive Committee shall appoint among the candidates eliminated pursuant to paragraph (e), the one receiving the highest number of votes as an Executive Committee member.
  57. The Executive Committee shall have power at any time, and from time to time, to appoint any Voting Member to be an Executive Committee member, either to fill a casual vacancy or as an addition to the existing Executive Committee members, but so that the total number of Executive Committee members so appointed otherwise than appointed to fill a casual vacancy shall not at any time exceed four.
  58. The Alumni Association may by ordinary resolution remove any Executive Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Alumni Association and such Executive Committee member.
  59. The Alumni Association may by ordinary resolution appoint another Voting Member in place of an Executive Committee member removed from office under the immediately preceding article. Without prejudice to the powers of the Executive Committee under Articles 56 and 57 the Alumni Association in general meeting may

appoint any Voting Member to be an Executive Committee member either to fill a casual vacancy or as an additional Executive Committee member.

### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

60. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. The President, the Secretary or the Deputy Secretary may, and the Secretary on the requisition of any two Executive Committee members shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any Executive Committee member for the time being absent from Hong Kong. A meeting of the Executive Committee shall notwithstanding that it is called by shorter notice than that resolved by the Executive Committee be deemed to have been properly called if it is so agreed by more than half of the Executive Committee members for the time being entitled to receive notice of an Executive Committee meeting.
61. The quorum necessary for the transaction of the business of the Executive Committee shall be five. At a meeting of the Executive Committee transacting business other than the election of Office Bearers pursuant to Articles 39 and 40 the quorum shall include
  - (a) the President or any one of the Vice-Presidents; and
  - (b) any one of the Treasurer, Deputy Treasurer, Secretary or Deputy Secretary.
62. The continuing Executive Committee members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Executive Committee members, the continuing Executive Committee members or Executive Committee member may act for the purpose of increasing the number of Executive Committee members to that number, or of summoning a general meeting of the Alumni Association, but for no other purpose.
63. The President, or in his absence any Vice President, shall take the chair at all meetings of the Executive Committee, and if at any Meeting not one of them is present within fifteen minutes after the time appointed, those present shall elect amongst those members present any one to be chairman of the meeting.
64. All acts done by any meeting of the Executive Committee or by any person acting as an Executive Committee member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Committee member.
65. Minutes shall be kept for meetings of the Executive Committee. After approval the minutes shall be signed by the chairman of the meeting at which they are read. Every such minutes when so recorded and signed shall in the absence of proof of error therein, be considered a correct record of the original proceedings
66. A resolution in writing, signed by more than half of the Executive Committee 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 held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Executive Committee members. A

facsimile transmitted message sent by an Executive Committee member shall be deemed to be a document signed by him for the purpose of this article.

### **TASK GROUPS**

67. The Executive Committee may from time to time and as it thinks fit establish task groups to work on defined tasks or activities.
68. Each task group shall be headed by a convenor who shall be an Executive Committee member or such other person as the Executive Committee may appoint and authorise and such convenor shall at all times report to and be answerable to the Executive Committee.
69. The convenor of each task group may appoint his own task group members from the members of the Alumni Association.

### **SECRETARY**

70. The Executive Committee may remove the Secretary from such office. For the avoidance of doubt, the removal does not affect the Secretary's office as Executive Committee member.
71. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to an Executive Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as an Executive Committee member and as, or in place of, the Secretary.

### **ACCOUNTS**

72. The Executive Committee shall cause sufficient accounting records containing
  - (a) daily entries of all sums of money received and expended by the Alumni Association, and the matters in respect of which the receipt and expenditure takes place; and
  - (b) a record of the Alumni Association's assets and liabilitiesbe kept
  - (a) to show and explain the Alumni Association's transactions;
  - (b) to disclose with reasonable accuracy, at any time, the Alumni Association's financial position and financial performance; and
  - (c) to enable the Executive Committee to ensure that the financial statements comply with the Ordinance.
73. The accounting records shall be kept at the registered office of the Alumni Association, or, subject to sections 374(2) and (3) of the Ordinance, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee members.
74. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Alumni Association or any of them shall be open to the inspection of members not being Executive Committee members, and no member (not being an Executive Committee member) shall have any right of inspecting any accounting record or document of the Alumni Association except as conferred by statute or authorized by the Executive Committee or by the Alumni Association in general meeting.

75. The Executive Committee shall from time to time prepare the financial statements and report of the Executive Committee and to cause same together with the relevant report of the auditors be laid before the Alumni Association in general meeting.
76. A copy of every financial statements, Executive Committee's report and auditor's report which are to be laid before the Alumni Association in general meeting, shall not less than 21 days before the date of the meeting be sent to every member: Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Alumni Association is not aware.

### **AUDIT**

77. Auditors shall be appointed and their duties regulated in accordance with sections 392 to 428 of the Ordinance.

### **NOTICES**

78. Every member shall from time to time notify the Secretary a place of business or residence to be registered as his address and the address so registered from time to time shall for the purposes of the Ordinance and these Presents be deemed his registered address.
79. If a member shall fail to give an address he shall not be entitled to receive notice in advance of any of the general meetings or other proceedings of the Alumni Association, and no meeting or other proceeding shall be invalidated by reason of him not having received such notice as aforesaid.
80. A notice may be given by the Alumni Association 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 Alumni Association 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 receipt of same shall be deemed to have been effected on the second business day after the day the letter containing the same is posted.
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 Alumni Association an address within Hong Kong for the giving of notices to them; and
  - (b) the auditors for the time being of the Alumni Association.
- No other person shall be entitled to receive notices of general meetings.

### **USE OF WEBSITE**

82. Any requirement in these Articles for the Alumni Association to send, mail, dispatch, issue, publish or otherwise make available any Corporate Communication may, to the extent permitted under all applicable laws and regulations, be satisfied by the Alumni Association sending or otherwise making available the Corporate Communication to the relevant members using website in which case the Alumni Association shall notify the intended recipient of:
- (a) the presence of the Corporate Communication on the Alumni Association's website;

- (b) if the Corporate Communication is not available on the website on the date of the notification, the date on which it will be so available;
  - (c) the address of the website;
  - (d) the place on the website where the Corporate Communication may be accessed; and
  - (e) how to access the Corporate Communication.
83. The Corporate Communication is taken to be sent:
- (a) on the date on which the notification required under this article is sent; or
  - (b) if later, the date on which the Corporate Communication first appears on the website after that notification is sent.

### **INDEMNITY**

84. Every Executive Committee member, agent, auditor, secretary and other officer for the time being of the Alumni Association shall be indemnified out of the assets of the Alumni Association against any third party liability incurred by him in relation to the Alumni 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 connexion with any application under sections 903 or 904 of the Ordinance in which relief is granted to him by the court.

### **DISCIPLINE**

85. The Executive Committee may issue warning to or at an extraordinary general meeting specially convened to expel a member or an Executive Committee member who is found by the Executive Committee to have been guilty of any one of the following:-
- (a) infringement of the constitution or resolutions of the Alumni Association;
  - (b) committing any corrupt, immoral, illegal or criminal acts either in his own name or in the name of the Alumni Association, or otherwise conducting himself in such a way as to impair the reputation of the Alumni Association.

### **WINDING UP**

86. If upon the winding up of the Alumni Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the excess shall not be paid to or distributed among the members of the Alumni Association, but shall be given, transferred or donated to the School or failing which, to Hong Kong Sheng Kung Hui (香港聖公會).

### **FIRST SECRETARY**

87. The first secretary of the Alumni Association shall be Linkfair Nominees Limited.