

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR  
IMMEDIATE ATTENTION**

**BISHOP HALL JUBILEE SCHOOL  
ALUMNI LIMITED**

**(何明華會督銀禧中學校友會有限公司)**

**PROPOSED AMENDMENT  
TO  
ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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*A notice convening an annual general meeting of Bishop Hall Jubilee School Alumni Limited (the "Alumni") be held at 2C Oxford Road, Kowloon, Hong Kong on 28 September 2013 at 11 a.m. is set out on page 7 of this circular. If you are not able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Alumni's registered office at 2C, Oxford Road, Kowloon, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof.*

29 August 2013

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## DEFINITIONS

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*In this circular, the following expressions have the following meaning unless the context otherwise requires.*

“Alumni”	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
“Alumni Manager”	a manager of the School who is nominated by the Alumni for registration as such under section 40AP of the Ordinance
“Articles of Association”	Articles of Association of the Alumni
“Executive Committee”	the Executive Committee of the Alumni
“Annual General Meeting”	the annual general meeting of the Alumni to be held at 2C Oxford Road, Kowloon, Hong Kong on 28 September 2013 at 11 a.m. notice of which is set out on page 7
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Member(s)”	member(s) of the Alumni
“IMC”	incorporated management committee
“Ordinance”	the Education Ordinance (Cap. 279 of the Laws of Hong Kong)
“School”	Bishop Hall Jubilee School

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## LETTER FROM THE EXECUTIVE COMMITTEE

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### BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED

*Executive Committee Members:*

Mr Liong Kwan, Edward (*President*)  
Ms Lin Shiun Wah, Agnes  
Mr Liu Kin Wa, Michael  
Ms Law Wai Yi  
Mr Ip Pak Keung, Danny  
Ms Leung Wing Man  
Mr Shek Yuk Fung  
Mr Au Lap Yin  
Mr Fung Kwok Sing  
Ms Ho Yuen Yi  
Mr Lam Ho Ching  
Ms Leung Ka Po  
Mr Leung Wai Man  
Ms Pak Kwan Sin, Anita  
Mr Tang Wai Hung, Richard  
Mr Wong Man Tai, James  
Ms Wong Mee Mai Emily  
Mr Yip Kim Fung Bill

*Registered Office:*

2C, Oxford Road,  
Kowloon,  
Hong Kong

29 August 2013

Dear Fellow Members,

#### **PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING**

*Introduction*

The purpose of this circular is to provide you with information on the proposed special resolution relating to the amendment to the Articles of Association and to give you the notice and the proxy form for the annual general meeting to be held on 28 September 2013.

*Proposed amendments to the Articles of Association*

The Education (Amendment) Ordinance 2004 (the “Amendment Ordinance”) became effective on 1 January 2005. The Amendment Ordinance amends the Ordinance by, among others, requiring all aided schools be managed by IMCs. Operating aided schools that do not have an IMC are required to submit the draft constitution of the IMC to the Permanent Secretary for Education by 1 July 2011.

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## LETTER FROM THE EXECUTIVE COMMITTEE

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The requirement of establishing IMCs was objected by a number of school sponsoring bodies including the Catholic Diocese of Hong Kong and the Hong Kong Sheng Kung Hui. The Catholic Diocese of Hong Kong brought a legal action against the government for the alleged contradiction of this requirement against the provisions of the Basic Law. In October 2011, the Court of Final Appeal dismissed the case of the Catholic Diocese of Hong Kong. As such, the Hong Kong Sheng Kung Hui, being the sponsoring body of the School, is in the process of establishing the IMC of the School.

Under the Ordinance, the IMC shall be constituted by, among others, Alumni Manager(s) nominated by the “Recognised Alumni Association” i.e. a body of persons recognised by the IMC or the sponsoring body of a school for the purpose of nominating the Alumni Manager(s). The Education Bureau, as the government agency responsible for the enforcement of the Ordinance issued “Guide for Alumni Manager Election” under which the Alumni Manager is required to be elected by alumni of the school concerned. In response to the School’s establishment of the IMC, the Executive Committee considers it necessary to make certain amendments to the Articles of Association to take effect from the date of passing the relevant special resolution at the Annual General Meeting.

The proposed amendments are detailed in the appendix to this circular.

The amendments to the Articles of Association is subject to approval by not less than 75% of the votes cast by such Members as, being entitled so to do, vote in person, or where proxies are allowed, by proxy in a general meeting of the Alumni.

### *Annual General Meeting*

A notice convening an annual general meeting to be held at 2C Oxford Road, Kowloon, Hong Kong on 28 September 2013 at 11 a.m. at which among others, a special resolution will be proposed to approve the amendments is set out on page 7 of this circular.

A form of proxy for the Annual General Meeting is enclosed with this circular. If you are not able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Alumni, 2C Oxford Road, Kowloon, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

After the conclusion of the Annual General Meeting, the results of the meeting will be announced in the Alumni’s web site [www.bhjsalumni.com](http://www.bhjsalumni.com).

### *Recommendations*

The Executive Committee considers the proposed special resolution for the amendments to the Articles of Association necessary and beneficial to the Alumni and the

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## LETTER FROM THE EXECUTIVE COMMITTEE

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Members as a whole. Accordingly the Executive Committee recommends fellow Members to vote in favour of the special resolution to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Executive Committee  
***Liong Kwan, Edward***  
*President*

*This Appendix summarises the major amendments to the Articles of Association.*

***Interpretation***

Article 1 has been amended to add definition for “Alumni Manager”.

***Members***

Article 3 has been amended by rendering the admission requirement for Ordinary Membership of at least one academic year’s study at the School subject to any legal requirement that may be applicable and to empower the Executive Committee to exercise its discretion in admitting an alumnus with less than one academic year’s study at the School to Ordinary Membership.

Article 6 has been amended by rendering the overriding right of the Executive Committee to refuse applicants whom the Executive Committee considers unfit to become a member or whose admission will, or appears to the Executive Committee likely to, bring the Alumni into disrepute, subject to any legal requirement that may be applicable.

***Members’ rights, privilege and obligations***

Article 9 has been amended to restrict the right of being a candidate or nominator of a candidate for or voting at the Alumni Manager election to Voting Members.

***Heading preceding Articles 28 to 35***

The heading has been amended to clarify that the section that follows is in respect of voting of members at general meetings.

***Nomination of Alumni Manager***

Article 66A has been added to empower the Alumni to nominate persons for registration as Alumni Managers.

Article 66B has been added to specify those persons that under the Ordinance, the Alumni is prohibited from nominating.

Article 66C has been added to provide that unless uncontested, the Alumni shall make its nomination based on the result of an election.

Article 66D has been added to empower the Executive Committee to make, amend or repeal rules on the election.

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**DETAILS OF THE PROPOSED  
AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

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Appendix

Article 66E has been added to provide that if no nomination for election is received, the Alumni shall not nominate any person for registration as Alumni Manager and if the election is uncontested, the Alumni shall nominate all the candidates for such registration.

Article 66F has been added to provide that the Alumni shall within 3 months from the date on which a casual vacancy of Alumni Manager arises, nominate another to fill the vacancy.

Article 66G has been added to provide for the power of the Alumni of and procedures for removing the Alumni Manager.



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## NOTICE OF ANNUAL GENERAL MEETING

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### BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED

(何明華會督銀禧中學校友會有限公司)

*(Incorporated in Hong Kong with limited liability)*

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of the members of Bishop Hall Jubilee School Alumni Limited (the “Alumni”) will be held at 2C Oxford Road, Kowloon, Hong Kong on 28 September 2013 at 11 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Alumni:

#### ORDINARY RESOLUTIONS

- 1 To receive, consider and adopt the audited financial statements and reports of the Executive Committee and Honorary Auditors for the year ended 31 March 2013; and
- 2 To appoint the Honorary Auditor for the coming year.

**AS SPECIAL BUSINESS, to consider and, if thought fit, to pass, with or without amendments, the following resolution as a special resolution of the Alumni:**

#### SPECIAL RESOLUTION

- 3 THAT the Articles of Association of the Alumni be amended as follows:

(A) Article 1

By inserting the following new definition for “Alumni Manager” immediately after the definition of “Alumni”

““Alumni Manager” means a manager of the School who is nominated by the Alumni for registration as such under section 40AP of the Education Ordinance (Cap. 257)

(B) Article 3

By adding the following sentence at the end of the first paragraph

“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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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By adding the following words at the end of sub-paragraph (a)  
“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”

(C) Article 6

By deleting the first word “The” and replacing same with the following  
“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”

(D) Article 9

By deleting in its entirety and substituting therefor the followings:

“9. No member other than a Voting Member may

- (a) vote in any general meeting of the Alumni;
- (b) be elected or appointed an Executive Committee member; or
- (c) be a candidate or nominator of a candidate for, or vote at the Alumni Manager election referred to in Article 66C.”

(E) Heading immediately preceding Article 28

By inserting the words “AT GENERAL MEETINGS” after the word “MEMBERS”

(F) Insertion of new articles

By inserting the followings immediately after Article 66:

“NOMINATION OF ALUMNI MANAGER

66A. Subject to Article 66E, the Alumni shall pursuant to these Articles nominate such number of persons for registration as Alumni Manager of the School and for such tenure as may be provided for in the constitution of the incorporated management committee of the School from time to time.

66B. No person shall be nominated pursuant to the immediate preceding article if he is a serving teacher of the School or does not meet the registration requirements of managers set out in section 30 of the Education Ordinance (Cap. 257).

66C. Without prejudice to Article 66E, the Alumni shall make its nomination based on the result of an election conducted by the Alumni.

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## NOTICE OF ANNUAL GENERAL MEETING

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- 66D. The Executive Committee may from time to time make, amend or repeal such rules as it thinks fit in relation to the election of Alumni Manager referred to in Article 66C.
- 66E. In the event that within the nomination period (and any extension thereof) as prescribed by the Executive Committee pursuant to Article 66D,
- (a) no valid nomination for candidate of the election for Alumni Manager is received by the Alumni, the Alumni shall refrain from nominating any person for registration as Alumni Manager; or
  - (b) the number of valid nomination for candidate of the election for Alumni Manager received by the Alumni is not more than the number of vacancies of Alumni Manager, the Alumni shall, subject to Article 66B, nominate all such nominated candidates for registration as Alumni Manager.
- 66F. Where during the term of office of the Alumni Manager, there exists any vacancy of Alumni Manager in the incorporated management committee of the School, the Alumni shall pursuant to the provisions in these Articles, nominate another to fill the vacancy within three months from the date on which such vacancy arises.
- 66H. The Alumni may on the ground that an Alumni Manager is not suitable to continue to hold office and by an ordinary resolution direct the Executive Committee to make a written request to the incorporated management committee of the School to issue a notice in writing to the relevant authority as regards the cancellation of the registration of the Alumni Manager concerned.
- Provided always that:
- (a) Special notice shall be required for such resolution;
  - (b) On receipt of notice of such an intended resolution the Alumni shall forthwith send a copy thereof to the Alumni Manager concerned;
  - (c) Where notice is given of such a resolution and the Alumni Manager concerned makes with respect to the intended resolution representations in writing to the Alumni (not exceeding a reasonable length) and requests the Alumni's notification to members of the Alumni, the Alumni shall (unless the representations are received by it too late for it to do so)-
    - (i) in any notice of the resolution given to members of the Alumni state the fact of the representations having been made; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) send a copy of the representations to every member of the Alumni to whom notice of the meeting is or has been sent; and
- (d) If a copy of any such representations as are mentioned above is not sent out because received too late or because of the Alumni's default, the Alumni Manager concerned may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting."

By Order of the Executive Committee  
**Leung Wing Man**  
*Executive Committee Member and Secretary*

Hong Kong, 29 August 2013

*Registered Office:*  
2C, Oxford Road,  
Kowloon,  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and, on a poll, to vote in his/her stead. A proxy must be a member qualified to vote.
2. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the registered office of the Alumni, 2C Oxford Road, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.