

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As amended by Special Resolutions dated 11th June 2001 & 7th March 2010)

OF

**WAH YAN (HONG KONG) PAST STUDENTS
ASSOCIATION LIMITED**

(香港華仁舊生會有限公司)

Incorporated the 30th day of May 1969

HONG KONG

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY THAT

**WAH YAN (HONG KONG) PAST STUDENTS
ASSOCIATION LIMITED
(香港華仁舊生會有限公司)**

is this day incorporated in Hong Kong under the Companies Ordinance,
and that this company is limited.

Given under my hand this 30th day of May One Thousand Nine
Hundred and Sixty-nine.

(Sd.) R. Kwan

for Registrar of Companies

Hong Kong

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTIONS

WAH YAN (HONG KONG) PAST STUDENTS ASSOCIATION LIMITED
(香港華仁舊生會有限公司)

Passed on the 7th day of March 2010

At an Extraordinary General Meeting of the above Association held on the 7th day of March 2010, the following resolutions were duly passed as Special Resolutions of the Association:-
“THAT the New Articles of Association of the Association (“the Articles”) be and are hereby amended in the following manner:

- (a) By inserting at the beginning of Articles 6 the following words:
- “The Council shall have the power to designate from time to time categories of persons and prescribe in respect thereof methods and procedures of admission of such persons with close relationship with the College as members of the Association in such categories as the Council consider appropriate. Without derogating from the generality of this power,”
- (b) By deleting the words “Form V and Form VI” in Article 7.
- (c) By replacing the words “twenty-five” in the end of Article 48 by the words “thirty-five”, and by adding at the end of the Article a new sentence “For the avoidance of doubt, this is exclusive of the non-executive members of the Council referred to in Article 49”.
- (d) By replacing the last sentence of Article 49 by the following:-
- “Subject to Article 59 hereinafter, all Past Presidents shall become non-executive members of the Council and are entitled to attend and speak at all Council Meetings.”
- (e) By deleting the words “ or Ordinary” in Article 50.
- (f) By inserting the following words to the end of Article 59:-
- “Provided where such a single vote by all the Past Presidents present cannot be cast by reasons of disagreement amongst those Past Presidents present or more than one Past President present should seek to cast a vote, the Chairman shall have the absolute discretion to disregard such vote or votes by any Past President present at such a meeting.” ”

(Sd.) Lai Pak Sang Peter

Lai Pak Sang Peter

Chairman of the EGM

Notice of Special Resolution

Company No. 71547

THE COMPANIES ORDINANCE, CHAPTER 32

RESOLUTION OF

Wah Yan (H.K.) Past Students Association Limited

Passed on the Eleventh day of June 2001

At an Extraordinary General Meeting of the Company held at 7:05 p.m. on 11 th June, 2001 at King Palace Restaurant, Hopewell Centre, Wanchai, Hong Kong the following Special Resolutions was passed:-

“THAT the Memorandum of Association of the Association be altered by deleting clause 2

2. *The registered office of the Association will be situated in the colony of Hong Kong.*

And substituting the following clause 2, viz:-

2. *The registered office of the Association will be in Hong Kong, China.”*

(Sd.) Y. L. Cheung

Y. L. Cheung
Secretary

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

WAH YAN (HONG KONG) PAST SUTDENTS ASSOCIATION LIMITED
(香港華仁舊生會有限公司)

1. The Name of the Association is “**WAH YAN (HONG KONG) PAST SUTDENTS ASSOCIATION LIMITED (香港華仁舊生會有限公司)**”.
2. The registered office of the Association will be in Hong Kong, China.
3. The objects for which the Association is established are:-
 - (a) To promote friendship and co-operations amongst past students of Wah Yan College, Hong Kong.
 - (b) To establish closer relationship between Members of the Association, The College and the existing students thereof.
 - (c) To provide facilities for social intercourse between Members of the Association and their friends and to afford them all or any of the usual privileges, advantages, conveniences and accommodation of a club.
 - (d) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons including scholarship funds to existing students of the College.
 - (e) Subject to the provisions of Section 17 of the Companies Ordinance to purchase, take, lease, exchange, hire or otherwise acquire any lands or buildings and any rights or privileges necessary or convenient for the purposes of the Association.
 - (f) To borrow any money required for the purposes of the Association upon such terms and on such securities as may be determined by the Association in a General Meeting.
 - (g) To invest the moneys of the Association not immediately required upon such securities or otherwise in such manners may from time to time be determined.
4. The liability of the Members is limited.

5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one hundred dollars.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association: -

Names, Addresses and Descriptions of Subscribers

(Sd.) LAU MAN HIN

LAU MAN HIN
164 JOHNSTON ROAD,
7TH FLOOR
WANCHAI
MEDICAL PRACTITIONER

(Sd.) GEORGE LI KAI FUN

GEORGE LI KA FUN
161 WONG NEI CHNG ROAD,
9TH FLOOR, SPORT MANSION,
MERCHANT

(Sd.) STEPHEN LAW

STEPHEN LAW
505, TAK SHING HOUSE,
HONG KONG
AUTHORISED AUDITOR

Dated the 21st day of May 1969

WITNESS to the above signatures:-

(Sd.) William Kwan

WILLIAM KWAN
Solicitor, Hong Kong

Names, Addresses and Descriptions of Subscribers

(Sd.) LI YIU BOR

LI YIU BOR
57 PORTLAND STREET,
KOWLOON
EDUCATIONIST

(Sd.) JOSEPH NG

JOSEPH NG
25D, ROBINSON ROAD,
3RD FLOOR, HONG KONG
TRAVEL AGENT

(Sd.) WONG CHIN WAH

WONG CHIN WAH
6, LI KWAN AVE.,
2ND FLOOR
TEACHER

(Sd.) CHENG FOOK CHOI

CHENG FOOK CHOI
6 CASTLE TERRACE,
2ND FLOOR, SEYMOUR ROAD,
HONG KONG
MERCHANT

Dated the 21st day of May 1969

WITNESS to the above signatures:-

(Sd.) William Kwan

WILLIAM KWAN
Solicitor, Hong Kong

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

WAH YAN (HONG KONG) PAST STUDENTS ASSOCIATION LIMITED
(香港華仁舊生會有限公司)

GENERAL

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

“The Association” means the Association registered as “Wah Yan (Hong Kong) Past Students Association Limited (香港華仁舊生會有限公司)”.

“College” means Wah Yan College, Hong Kong.

“The Ordinance” means the Companies Ordinance (Chapter 32) and every other Ordinance incorporated therewith, or any Ordinance or Ordinances substituted therefor, and in case of any such substitution the references in these presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances.

“Member” means a member of the Association and includes all classes of members unless specified otherwise in these Articles hereof.

“Voting Members” means those of Life Members and Ordinary Members who are for the time being entitled to vote at General Meeting of the Association.

“The Council” means the Council of the Association for the time being.

“The Council Member” means the “Director” of the Association for the purpose of the Companies Ordinance.

“Past Presidents” means those persons who have in the past served as Presidents of the Association.

“The Honorary Secretary” means the Honorary Secretary of the Association for the time being.

“The Honorary Treasurer” means the Honorary Treasurer for the time being.

“The Annual General Meeting” means the Yearly General Meeting of the members of the Association.

“Extraordinary General Meeting” means a General Meeting of the members of the Association specially summoned under these Articles.

“The Seal” means the Common Seal of the Association.

“The Office” means the office for the time being of the Association.

“Month” means a calendar month.

“In writing” means written or typewritten or printed or partly written or partly typewritten or partly printed.

Words importing the singular number only shall include the plural and the converse shall also apply.

Words importing the masculine gender shall include the feminine gender.

Subject as aforesaid any words or expressions defined in the Ordinance or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles of Association.

2. The Association is declared to consist of an unlimited number of members.
3. The Association is established for the purpose expressed in the Memorandum of Association.

MEMBERSHIP

4. The members of the Association shall be divided into the following categories :-
 - (a) Life Members ;
 - (b) Ordinary Members;
 - (c) Student Members ; and
 - (d) Associate Members.
5. Life Membership shall be open to any Ordinary Member who has paid the Life Membership Fee.
6. The Council shall have the power to designate from time to time categories of persons and prescribe in respect thereof methods and procedures of admission of such persons with close relationship with the College as members of the Association in such categories as the Council consider appropriate. Without derogating from the generality of this power, Life and Ordinary Membership shall be open to any of the following persons :-
 - (a) All past students of the College who have attended the same for not less than one academic year ;
 - (b) All members of the teaching staff of the College, past or present, who have taught in the same for not less than one academic year;
 - (c) All past students of Wah Yan College, Kowloon, who have attended such College for not less than one academic year and who left such College on or before the 31st day of July, 1968.
7. Student Membership shall be open to all students of the College.
8. Any Student Member may elect, within five years after he has joined the Association, to become :-
 - (a) An Ordinary Member ; or
 - (b) A Life Member upon payment of Life Membership Fee.

9. Any other persons who are interested to join the Association but are not qualified under Article 6 hereof shall be eligible for admission to Associate Membership of the Association.

RIGHTS AND PRIVILEGES OF MEMBERS

10. Student Members and Associate Members shall enjoy all the privileges of Ordinary Members save and except that they shall have no voting rights and shall take no part in the management of the affairs of the Association.

ENTRANCE FEES, SUBSCRIPTIONS AND CONTRIBUTIONS

11. Every Ordinary Member and Associate Member on admission to membership shall pay an entrance fee. Life Members and Student Members shall not be required to pay an entrance fee on admission to membership. No entrance fee shall be payable when a Student Member elects to become a Life Member or an Ordinary Member under Article 8 hereof.
12. Every Life Member on admission to membership shall pay a Life Membership fee.
13. Every member other than a Life Member shall pay in advance on the first day of each accounting year of the Association an annual subscription. The first annual subscription of any such member admitted during the year is payable at the time of admission. No part of the annual subscription shall be repayable to the member if he ceases to be a member for any reason.
14. The amount of entrance fees, Life Membership fees and annual subscriptions to be payable by members under these Articles shall be determined by the Council from time to time with the sanction of the Association in a General Meeting.
15. The Council may from time to time with the sanction of the Association in a General Meeting call upon the members to contribute funds for the purposes of the Association or any of them or for any charitable purpose or such other purposes as determined in the General Meeting. Every member shall be bound to pay such contributions as prescribed by the Council but in no circumstances, the contributions made in one year shall amount to more than twice the annual subscription payable.

RULES RELATING TO MEMBERS

16. Every member of the Association shall be absolutely bound by these Articles and Bye-Laws as the Council may, with the sanction of the Association in a General Meeting, from time to time determine.
17. Every candidate for membership of the Association, shall be proposed by one Voting Member and seconded by another Voting Member of the Association. Every such application for membership shall be made in appropriate form as shall from time to time be prescribed by the Council.
18. A candidate shall be deemed to become a member of the Association when his application form, duly completed in the manner specified in Article 17, has been approved by the Council. The Council shall have the right of refusing any application without assigning any reasons therefor.
19. The rights and privileges of a member shall be personal to himself. They shall not be transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing from any cause to be a member under these Articles or Bye-Laws.
20. Any member may withdraw from the Association by giving one month's previous notice in writing addressed to the Honorary Secretary but such notice shall not take effect until it is approved by the Council.

21. If any member shall neglect for six months to pay any money due from him to the Association, the Council may forthwith suspend his privileges of membership and may serve upon him a notice in writing appointing a day and place for payment. If he continues in default for one month after service of such notice, his membership shall cease.
22. Any member who is adjudicated a bankrupt or who compounds with his creditors under the provisions of any act or ordinance relating to bankruptcy or who shall be imprisoned for a criminal offence, or who, in the opinion of the Council, shall have left Hong Kong to escape trial, or shall be dismissed from the public service with disgrace, shall ipso facto cease to be a member of the Association.
23. Any person who shall for any cause cease to be a member shall nevertheless remain liable and shall pay to the Association all moneys which at the time of his ceasing to be a member shall be due from him to the Association.

EXPULSION OF MEMBERS

24. If, in the opinion of any five or more members, any member has violated any of these Articles or Bye-laws of the Association or his conduct has been injurious to the character or interests of the Association or derogatory to the members' status, they may forward to the Honorary Secretary a statement signed by them setting out the grounds for the consideration of the Council. The Council may also, if it thinks fit, initiate such statement of grounds.
25. The statement of ground shall be read by the Chairman at the next Council meeting. If the Council resolves then or later not to proceed in the matter, such statement shall have no effect and in such case the name of the member in question shall not be entered in the minutes. If the Council resolves to investigate further it may at its discretion remit the matter to not less than three of its own body for enquiry and report.
26. If the Council finds prima facie grounds for further proceedings either upon its first consideration of the statement of grounds or its report and resolves to proceed, it shall be the duty of the Honorary Secretary to notify the member concerned that a Council meeting is about to be held in reference to the said statement of grounds, particulars of which shall accompany such notification, and that he has the option either of resigning within fourteen days from the date of notice, or of appearing in person before the said Council meeting to answer the allegation or allegations contained in the said statement.
27. If within the said fourteen days, the member sends in his resignation in writing he shall cease to be a member. If the member appears in the said Council meeting and the Council is not satisfied with the explanation offered by the member, his name shall be removed forthwith from the list of members and he shall thereupon cease to be a member of the Association, provided always that the decision of removal shall be supported by at least three-fourths of the members of the Council present at the meeting.
28. A member of the Association shall not act as a member of the Council nor vote in any Council meeting which is held to investigate any case in which he is a complainant.

GENERAL MEETINGS

29. A General Meeting shall be held once in every calendar year as an Annual General Meeting at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Council.
30. If the Council fails to call the Annual General Meeting within the specific time, any two of the Past Presidents may jointly convene the same.
31. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting.

32. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on the requisition of not less than ten Voting Members or in default, Section 113 of the Ordinance applies.

NOTICE OF GENERAL MEETINGS

33. Twenty-one days' notice in writing at the least of every General Meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Ordinance entitled to receive such notices but with the consent of all the members entitled to receive notice of some particular meeting, or of such proportion of them as is prescribed by the Ordinance in the case of meetings other than Annual General Meetings, a meeting may be convened by such shorter notice and in such manner as those members may think fit.
34. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETING

35. All business shall be deemed special that is transacted at an Extraordinary Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Council and auditors, the election of members of the Council and the appointment of the auditors and the fixing of their remuneration.
36. No business shall be transacted at any General Meeting unless a quorum of Voting Members is present and such quorum shall consist of not less than twenty such members personally present and shall be maintained in the General Meeting or any adjournment thereof.
37. 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, and if at the adjourned meeting a quorum is not present any two Voting Members present shall be a quorum.
38. The President or in his absence the Vice-President shall preside as Chairman at every General Meeting. If at any meeting the President or Vice-President shall not be present within fifteen minutes after the time appointed for holding the meeting, or if they shall have previously notified the Association of their intention of not being present, one of the members of the Council shall preside, or if no member of the Council be present or willing to take the chair, the Voting Members present shall choose one of their number to be Chairman of the meeting.
39. 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 ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article 33 hereof. 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.

40. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Voting Members, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten Voting Members present in person and, unless a poll is 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 of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
41. 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.
42. 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.
43. 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.

VOTES OF MEMBERS

44. (a) On a show of hands every Voting Member shall be entitled to one vote.

(b) In the case of a poll, every Life Member shall have two votes and every Ordinary Member shall have one vote.

(c) Student Member and Associate Member shall have no voting right at any General Meeting.
45. A Voting Member shall not be entitled to vote on any question at any General Meeting whether on a show of hands or upon a poll or be reckoned in a quorum, whilst his privileges of membership have been suspended by the Council under Article 21.
46. On a poll, votes of members must be given personally.

COUNCIL

47. The management of the affairs of the Association shall be vested in the Council.
48. Until otherwise determined by the Association in General Meeting, the number of the members of the Council shall not be less than nine nor more than thirty-five. For the avoidance of doubt, this is exclusive of the non-executive members of the Council referred to in Article 49.
49. The Council Members shall be elected at the Annual General Meetings and shall then immediately elect from among themselves a Chairman, a Vice-Chairman, an Honorary Secretary and an Honorary Treasurer and the whole Council shall hold office until the conclusion of the Annual General Meeting next following their election. All retiring members of the Council shall be eligible for re-election. Subject to Article 59 hereinafter, all Past Presidents shall become non-executive members of the Council and are entitled to attend and speak at all Council Meetings.
50. No member shall be eligible to hold office as a member of the Council unless he is a Life Member of the Association.

51. No member shall be eligible for election to membership of the Council at any Annual General Meeting unless not less than fourteen days before the day appointed for the meeting, there shall have been given to the Honorary Secretary notice in writing and signed by two members duly qualified to be present and vote at the meeting such notice of their intention to propose such member for election.
52. Any casual vacancy occurring in the Council may be filled up by the Council, and the Council shall further have power at any time, and from time to time, to appoint any qualified member as an additional Council Member. Any member so appointed shall retain his office only until the following Annual General Meeting, but shall then be eligible for re-election.
53. The Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office and may by Ordinary Resolution appoint another qualified member in his stead. Any member so appointed shall retain his office only until the following Annual General Meeting but shall be eligible for re-election.
54. A member of the Council shall not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association.

PROCEEDINGS OF THE COUNCIL

55. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings and business as it may think fit. Meetings of the Council may be convened on the request of its Chairman, Vice-Chairman or by requisition in writing signed by seven members of the Council stating the objects for which such meetings are to be convened and forwarded to the Honorary Secretary. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.
56. The Chairman or in his absence the Vice Chairman shall preside at meetings of the Council and if at any meeting not one of them be present within fifteen minutes after the time appointed, those present shall choose one of their number to be Chairman of the meeting.
57. The quorum necessary for the transaction of the business of the Council shall be five members of the Council and must be maintained throughout the meeting or any adjournment thereof.
58. Questions arising at any meeting of the Council shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
59. All the Past Presidents present at any meeting of the Council shall jointly have one vote only unless they or any of them shall also be elected members of the Council in which event the provisions of Article 58 shall apply. Provided where such a single vote by all the Past Presidents present cannot be cast by reasons of disagreement amongst those Past Presidents present or more than one Past President present should seek to cast a vote, the Chairman shall have the absolute discretion to disregard such vote or votes by any Past President present at such a meeting.
60. The continuing members of the Council may act notwithstanding any vacancy in its body but if and so long as its number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members, the continuing members of the Council may act for the purpose of (a) admitting persons to membership of the Association (b) filling up vacancies in its body or (c) summoning a General Meeting of the Association, but for no other purpose.
61. The Council may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by all the members thereof shall be valid and effectual as if it had been passed at a meeting of the Council.

62. Except as provided in Article 60 a meeting of the members of the Council for the time being at which a quorum is present shall be competent to exercise all the authority, powers and discretion by or under the regulations of the Association for the time being vested in the Council generally.
63. Any member of the Council may at any time and from time to time appoint a Voting Member as an alternate Council Member in his place and may at any time remove from office the alternate Council Member so appointed by him and appoint another Voting Member in his place. An alternate Council Member shall subject to his giving to the Association an address within Hong Kong at which notice may be served upon him be entitled to receive notices of all meetings of the Council and to attend and vote as a Council Member at any meeting at which the member by whom he was appointed is not personally present and generally in the absence of such appointor to perform all the functions of his appointor as Council Member. An alternate Council Member shall ipso facto cease to be an alternate Council Member if his appointor ceases for any reason to be a Council Member. All appointments and removals of alternate Council Member shall be effected by notice in writing sent to or left with the Council and signed by the member making or revoking such appointment.
64. The Council may, from time to time, appoint such Committee as it considers necessary for securing the efficient discharge of its functions, and may delegate to any such Committee any of its powers and duties provided that no delegation made hereunder shall preclude the Council from exercising or performing or resuming at any time any of the powers and duties so delegated.
65. Any Voting Member may be appointed a member of any such Committee notwithstanding that he is not a member of the Council.
66. The Chairman and/or the Vice-Chairman shall be an ex-officio member of all Committees.
67. Any Committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council.
68. Any occasional vacancy or vacancies in any Committee may be filled up by the Council, but the continuing members of such committee may act notwithstanding any vacancy or vacancies, so long as their number does not fall below three.
69. The quorum for a meeting of any Committee shall be three members personally present unless otherwise determined by the Council.
70. Minutes of the proceedings of every Council meeting and Committee meeting, and of attendance thereat, shall be recorded by the Honorary Secretary in a book kept for that purpose. Every such minutes, when so recorded and signed by the Chairman of the meeting or of the next meeting shall, in the absence of proof of error therein, be considered a correct record and an original proceeding.
71. All acts done by any meeting of the Council or a Committee or by any person acting as a member of the Council or Committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or Committee 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 or was qualified to be a member of the Council or Committee.

POWER OF THE COUNCIL

72. The business of the Association shall be managed by the Council, which may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statutes or by these Articles required to be exercised or done by the Association in General Meeting subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Association which would have been valid if such regulation had not been made.
73. Without prejudice to the general powers conferred by Article 72 hereof the Council shall have power :-
- (a) To lease, purchase or otherwise acquire for the Association any property, rights and privileges at such terms and condition as it thinks fit and to pay for the same either in cash, debentures or other securities of the Association;
 - (b) To enter into such contracts and do all such acts and things as it may think expedient for the purposes of the Association;
 - (c) To invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as it may from time to time determine;
 - (d) To make any grants to scholarship, charitable and benevolent funds, funds for capital expenditure or otherwise of the College or any charitable, cultural, educational, sports or benevolent institution or project;
 - (e) To exercise all the borrowing powers of the Association not required by the Ordinance or these Articles to be exercised by the Association in General Meeting;
 - (f) To reserve or set apart out of the moneys of the Association, such sum as it thinks fit, in providing a sinking fund to pay off debentures or incumbrances of the Association, or for any other purposes of the Association, but no part of the reserve fund shall be employed in carrying on the current business of the Association, except in pursuance of an unanimous resolution of a meeting of the Council, unless or until the claims, liabilities, debentures and incumbrances or other purpose for which such reserve fund was set apart shall have been fully discharged, satisfied or ended;
 - (g) To make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Council may think desirable in carrying on the business of the Association;
 - (h) To appoint and at its discretion remove or suspend managers, agents, secretaries, clerks, servants and workmen for carrying on the business of the Association, and to determine the powers and duties of such persons and fix their salaries or emoluments and to sanction the payment of the same out of the funds of the Association;
 - (i) To appoint any company, firm or person or body of persons to be the attorney or attorneys of the Association for such purposes and with such powers, authority and discretion and for such period and subject to such conditions as it may think fit;
 - (j) To investigate any charge of misconduct against any member of the Association;
 - (k) To call upon any member of the Association for an explanation of any conduct of such member which may in the opinion of the Council, appear to be dishonourable and improper.
74. The Council shall have the power to delegate the Honorary Treasurer to be responsible for the receipts of all entrance fees, annual subscriptions and other moneys payable to the Association. The Council shall have power to appoint one of its number to act in place of the Honorary Treasurer if there be no Honorary Treasurer or no Honorary Treasurer capable of acting.

75. All moneys received shall be kept in an appointed bank, and all cheques shall be signed by any two of the following officers, namely, the Chairman, the Vice-Chairman, the Honorary Treasurer and the Honorary Secretary. The Honorary Treasurer is empowered to keep cash of an amount not exceeding one thousand dollars to meet petty cash payments. The receipt of the Honorary Treasurer or in the absence of the Honorary Treasurer the Honorary Secretary for all moneys coming to the Association shall be a sufficient discharge.

PRESIDENT AND VICE-PRESIDENTS

76. The Council shall nominate three persons who have signified their willingness to serve for election by the Association at the Annual General Meeting as President and Vice-Presidents of the Association to hold office until the next Annual General Meeting. However, one of the Vice-Presidents shall be the Principal of the College for the time being.

HONORARY ADVISERS

77. The Council shall nominate such persons who have signified their willingness to serve for election by the Association at the Annual General Meeting as Honorary Advisers of the Association to hold office until the next Annual General Meeting.

BYE-LAWS

78. The Council may subject to the terms of these Articles and with the sanction of the Association in a General Meeting from time to time make, add to, alter and/or repeal bye-laws for the regulation of the Association.

THE SEAL

79. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of the Chairman of the Council, or of the Vice-Chairman and of the Honorary Secretary; and the Chairman or Vice-Chairman and the Honorary Secretary shall sign every instrument to which the Seal of the Association is so affixed in their presence.

ACCOUNTS

80. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place and the assets and liabilities of the Association.
81. The books of account shall be kept at the office of the Association, or at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.
82. The Council shall from time to time determine at which times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Voting Members not being members of the Council and no Voting Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by the Memorandum of Association or authorised by the Council or by the Association in General Meeting.
83. The Council shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.

84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the auditors' report shall not less than fourteen days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings of the Association.

AUDIT

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

NOTICES

86. Every member entitled to receive notice of General Meetings shall register with the Association an address in Hong Kong to which notices can be sent. If a member shall fail to give such an address, he shall not be entitled to receive notice of any General Meeting and no General Meeting shall be invalidated by reason of his not having received such notice as aforesaid.
87. A notice may be given by the Association to any member either personally or by sending it by post to him to his registered address.
88. When a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same was posted.

INDEMNITY

89. The members of the Council and the agents and officers for the time being of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages and expenses which they or any of them shall respectively incur or be put to on account of any contract, act, deed, matter, or thing, which shall be made, done, entered into or executed by them respectively on behalf of the Association, and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Association or otherwise in the execution of their respective office except as herein otherwise provided, and excepted such costs, damages and expenses as shall happen through their respective wilful neglect or default. And they or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default of any other officer, nor for any banker, broker, collector, agent, or other person appointed by the Association with whom or into whose hands any property or moneys of the Association shall be deposited, nor for the insufficiency of any security upon which any of the moneys of the Association shall be invested, nor any loss or damage which may happen except the same shall happen by or through their or his own wilful neglect or default.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association: -

Names, Addresses and Descriptions of Subscribers

(Sd.) LAU MAN HIN

LAU MAN HIN
164 JOHNSTON ROAD,
7TH FLOOR
WANCHAI
MEDICAL PRACTITIONER

(Sd.) GEORGE LI KAI FUN

GEORGE LI KA FUN
161 WONG NEI CHNG ROAD,
9TH FLOOR, SPORT MANSION,
MERCHANT

(Sd.) STEPHEN LAW

STEPHEN LAW
505, TAK SHING HOUSE,
HONG KONG
AUTHORISED AUDITOR

Dated the 21st day of May 1969

WITNESS to the above signatures:-

(Sd.) William Kwan

WILLIAM KWAN
Solicitor, Hong Kong

Names, Addresses and Descriptions of Subscribers

(Sd.) LI YIU BOR

LI YIU BOR
57 PORTLAND STREET,
KOWLOON
EDUCATIONIST

(Sd.) JOSEPH NG

JOSEPH NG
25D, ROBINSON ROAD,
3RD FLOOR, HONG KONG
TRAVEL AGENT

(Sd.) WONG CHIN WAH

WONG CHIN WAH
6, LI KWAN AVE.,
2ND FLOOR
TEACHER

(Sd.) CHENG FOOK CHOI

CHENG FOOK CHOI
6 CASTLE TERRACE,
2ND FLOOR, SEYMOUR ROAD,
HONG KONG
MERCHANT

Dated the 21st day of May 1969

WITNESS to the above signatures:-

(Sd.) William Kwan

WILLIAM KWAN
Solicitor, Hong Kong