

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

HONG KONG ASSOCIATION FOR SCIENCE AND
MATHEMATICS EDUCATION LIMITED
香港數理教育學會有限公司

Incorporated the 18th day of May 1984

(Amended by Special Resolutions passed on 15th May 2010)

P.C. WOO & CO.
Solicitors & Notaries
Hong Kong
104182:LH:TYP:SWM

No. 136812

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

HONG KONG ASSOCIATION FOR SCIENCE AND
MATHEMATICS EDUCATION LIMITED
香港數理教育學會有限公司

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

GIVEN under my hand this Eighteenth day of May One Thousand Nine Hundred and Eighty-four.

(sd.) J. Almeida
For Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

*MEMORANDUM OF ASSOCIATION

OF

HONG KONG ASSOCIATION FOR SCIENCE AND
MATHEMATICS EDUCATION LIMITED
香港數理教育學會有限公司

*First:- The name of the Association is " HONG KONG ASSOCIATION FOR SCIENCE AND MATHEMATICS EDUCATION LIMITED 香港數理教育學會有限公司".

Second:- The Registered Office of the Association is situate in Hong Kong.

*Third:- The objects of which the Association is established are:

1. To promote education at all levels, and in particular to promote the quality of science and mathematics education generally in Hong Kong.
2. To improve the quality of science and mathematics education in Hong Kong or elsewhere in the world.
3. To conduct research in, collect and disseminate information pertaining to science and mathematics to the public.
4. To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them.

And in furtherance of the above objects but not otherwise, the Association shall have the power:-

* As amended by special resolution passed on 15th May 2010.

1. To organise and arrange non-profit making conventions, conferences, forums, gatherings of any kind for the promotion, teaching and understanding of science and mathematics.
2. To obtain and provide instruments, apparatus, appliances and accessories of all kinds to enhance effective teaching of science and mathematics.
3. To cooperate with individuals and other bodies, associations or organisations (whether incorporated or unincorporated) having objects similar to the objects of the Association, with governments and with national or international organisations concerned in any way with the objects of the Association.
4. To contribute to the improvement of the standard of education at all levels in Hong Kong by publicising views and communicating with the Education Bureau.
5. To establish, undertake, superintend, and administer any fund from which donations or advances to persons who, in their scientific and mathematical pursuits, have attained such achievements recognised by the Association, other than members of the Association, provided that the Association shall not support with its funds any institution or undertaking which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Fourth Clause hereof.
6. To establish promote and maintain libraries, and reading and writing rooms, for the public and to furnish the same with books, reviews, magazines, newspapers, and other publications.
7. To establish webpages and to otherwise use the internet and all digital means for promoting the objects of the Association.
8. Subject to the Fourth Clause hereof, to engage auditors, clerks, managers, secretaries, teachers, servants and any other professional person or persons.

9. To open and operate banking accounts; to draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable and transferable instruments.
10. To receive any or all kinds of donations, gifts and bequests.
11. To print and publish any newspapers, periodicals, journals, books, examination papers, circulars and leaflets.
12. To acquire by way of purchase, by gift, by lease, license or hire, and to sell, assign, surrender, petition, mortgage or transfer all interest in any land or building.
13. To borrow or raise any money that may be required by the Association upon reasonable and prudent terms as may be deemed advisable and in particular by mortgage or charge of all or any part of the property of the Association.
14. To invest in a proper and prudent manner any moneys of the Association not immediately required for its objects.
15. To act as custodian trustee or manager of any property or fund for any charitable or educational organisation or institutions.
16. To grant donations for any charitable purpose, to grant pensions to any person who is or has been a paid staff or employee of the Association and to the widow, children and dependants of any such person.
17. To establish and support and to aid in the establishment and support of any other association formed for all or any of the objects of the Association, provided that any such association shall be precluded by its constitution from distributing its income or property amongst its members to an extent at least as great as is imposed upon the Association under or by virtue of Fourth clause hereof.
18. To amalgamate with any association having objects altogether or in part similar to those of the Association subject to the same proviso as

in sub-clause (17) hereof.

19. To purchase or otherwise acquire and undertake all or any part of the property assets of any one or more of the companies, institutions, societies, or associations with which the Association is authorized to amalgamate.
20. To enter into any arrangements with any Government or authority that may seem conducive to the Association's objects, or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think desirable for the attainment of the Association's objects; and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.

The powers set forth in the Seventh Schedule of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) are hereby excluded, save and except those specifically mentioned in this Third Clause.

*Fourth:- The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Association. In any event, nothing in this clause shall prevent the payment, in good faith, of remuneration to any staff or employee of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor to prevent the payment of interest at a rate not exceeding 2 per cent per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans on money lent, or reasonable and proper rent for premises demised or let by any member of the Association, but so that no member of the Council or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Association. The latter provision shall not apply to any payment to any body corporate of which a member of the Council or governing body may be a member in which such member shall not hold more than one-hundredth part of the capital or not control more than a one-hundredth part of its vote, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

Fifth:- The liability of the members is limited.

* As amended by special resolution passed on 15th May 2010.

Sixth:- 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 \$10.00.

*Seventh:- If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the Fourth clause hereof such institution or institutions to be determined by members of the Association at or before the time of dissolution, or in default thereof by such judge of the Court of First Instance as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object recognised by the laws of Hong Kong.

*Eighth:- True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be opened to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined, and the correctness of the balance sheet be ascertained, by one or more properly qualified auditor or auditors.

* As amended by special resolution passed on 15th May 2010.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, addresses and Descriptions of Subscribers

(sd.) CHAN KWOK MAN
CHAN KWOK MAN (陳國民)
9/F., Ko On Mansion,
Tai Koo Shing,
Hong Kong.
Teacher

(sd.) PANG KING CHEE
PANG KING CHEE (彭敬慈)
113 High Street, 5/F.,
Sai Ying Pun,
Hong Kong.
Teacher

(sd.) CHAN CHI HUNG
CHAN CHI HUNG (陳熾洪)
37B, Gough Street,
2nd Floor,
Central District,
Hong Kong.
Teacher

Names, Addresses and Descriptions of Subscribers

- (sd.) JACK BARRIE HOLBROOK
JACK BARRIE HOLBROOK
10B Pokfulam Court,
94 Pokfulam Road,
Hong Kong.
Teacher
- (sd.) LAW LUK WAI YING, NANCY
LAW LUK WAI YING, NANCY (羅陸慧英)
1A Babington Path,
Shung Ling Mansion,
5/F., Flat A,
Hong Kong.
Teacher
- (sd.) TAO PING KEE
TAO PING KEE (杜秉祺)
Staff Quarters,
Diocesan Boys' School
131 Argyle Street,
Kowloon.
Teacher
- (sd.) LEE SHU KWOK
LEE SHU KWOK (李樹國)
A3, 21st Floor,
North Point Centre,
Hong Kong.
Teacher

Dated the 2nd day of April, 1984.

WITNESS to the above signatures:

(sd.) MOSES CHENG
Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

*ARTICLES OF ASSOCIATION

OF

HONG KONG ASSOCIATION FOR SCIENCE AND
MATHEMATICS EDUCATION LIMITED
香港數理教育學會有限公司

PRELIMINARY

*1. In these regulations unless the context otherwise requires:-

"The Association" means HONG KONG ASSOCIATION FOR SCIENCE AND MATHEMATICS EDUCATION LIMITED 香港數理教育學會有限公司.

"Chairman" means chairman to the Council.

"Committee" means a committee appointed by the Council.

"Council" means the Council of the Association for the time being.

"Council Meeting" means meeting of Council Members.

"Council Members" means the Voting Members of the Association who have been elected to the Council in accordance with these Articles.

"Executive Committee" means the executive committee of the Council.

"Ex-officio Member" means the ex-officio member of the Council.

"Honorary Editor" means the honorary editor of the Council.

"Honorary General Secretary" means the honorary general secretary of the Council.

* As amended by special resolution passed on 15th May 2010.

"Honorary Internal Affairs Secretary" means the honorary internal affairs secretary of the Council.

"Honorary Treasurer" means the honorary treasurer of the Council.

"Ordinance" means the Companies Ordinance (Cap 32 of the Laws of Hong Kong) as amended from time to time and every other Ordinance incorporated therewith or any Ordinance or Ordinances substituted therefore; and in case of any such substitution, the references in these Articles to the provisions of the Ordinance shall be read as reference to the provisions substituted therefore in the new Ordinance or Ordinances.

"Subscribers" means the subscribers of the Association.

"Vice-Chairman" means vice-chairman of the Council and "Vice-Chairmen" shall be construed accordingly.

"Voting Members" means members of the Association who are classified as Ordinary Members of the Association and Life Members of the Association.

Words importing the masculine gender include also the feminine gender.

Words importing individuals include firms, corporations and associations.

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association shall have in these Articles the meanings so defined.

- *2. The Association is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Association processes to be registered is unlimited.

*4A. Members of the Association shall consist of:

- (a) Subscribers to the Memorandum of Association;

* As amended by special resolution passed on 15th May 2010.

- (b) all members of the unincorporated association known as The Hong Kong Association for Science and Mathematics Education 香港數理教育學會 at the date of incorporation of the Association; and
- (c) such persons as shall be accepted to membership upon their application for the same under these Articles.

*5A. Members of the Association are classified into the following categories:-

- (a) Ordinary Members;
- (b) Life Members;
- (c) Institutional Members;
- (d) Associate Members; and
- (e) Honorary Members.

*5B. Eligibility for membership of the Association shall be as follows:

- (a) Any person who is a science or mathematics teacher in a school, university or institute of higher education or is especially interested or involved in the advancement of science and mathematics education shall be eligible to become an Ordinary Member of the Association.
- (b) Any Ordinary Member shall be eligible to become a Life Member of the Association and shall become a Life Member upon paying the Life Membership Fee in accordance with Article 6B(b) or as prescribed from time to time by the Council.
- (c) Any school, organisation or institution recognised by the Council shall be eligible to become an Institutional Member of the Association.
- (d) Any person who is a full-time student of an educational institution recognized by the Council shall be eligible to become an Associate Member of the Association.
- (e) Any person whose academic achievement or prominence has been recognised by the Council shall be eligible to become an Honorary Member.

* As amended by special resolution passed on 15th May 2010.

HONORARY MEMBERS

- *5C. The Association may by a resolution passed at a Council Meeting appoint such persons whose academic achievement or prominence is recognised by the Council as Honorary Members. The duration of their term of office shall be the same as that of the duration of the project of their concern or as that prescribed by the Council at the time of their appointment.

RIGHTS OF MEMBERS

- *5D. The rights of each class of members are stated as follows:

- (a) The rights of Ordinary Members and Life Members are as follows:

- (i) to attend general meetings and be counted to the quorum of the same;
- (ii) to vote at the general meetings;
- (iii) to be given notice of any general meeting;
- (iv) to put forward proposals and suggestions in writing for consideration at the general meetings; and
- (v) to stand for election as Council Members.

- (b) The rights of Institutional Members and Associate Members are as follows:

- (i) to attend general meetings but neither shall their attendance be counted towards the quorum nor shall they vote at the general meetings;
- (ii) to be given notice of any general meeting; and
- (iii) to put forward proposals and suggestions in writing for consideration at the general meetings.

- (c) The rights of Honorary Members are as follows:

- (i) to attend general meetings but neither shall their attendance be counted towards the quorum nor shall they vote at the general meetings;

* As amended by special resolution passed on 15th May 2010.

- (ii) to be given notice of any general meeting; and
- (iii) to put forward proposals and take part in the discussion at the general meetings.

*5E. The rights of a member shall be personal and shall not be transferable and shall cease upon the termination or resignation of his membership or upon his death.

***APPLICATION AND MEMBERSHIP FEES**

*6. Every application for membership Ordinary, Institutional or Associate alike, shall be made in writing signed by the applicant in such form as the Council or a Committee set up for the purpose of handling application for memberships shall from time to time prescribe and returned to the Council or the Committee together with the appropriate annual subscription fee.

*6A. Every application for membership Ordinary, Institutional or Associate alike shall be considered by the Council or the Committee and if the application is approved, the applicant shall become a member of the Association upon payment of the requisite subscription fee and his name shall be entered into the Register of Members. If the application is not approved, the Council or the Committee shall not be bound to give any reason for the disapproval.

*6B. (a) Ordinary Members and Associate Members shall pay an annual subscription fee in an amount to be determined by the Council from time to time.

(b) Life Members shall pay a subscription fee in an amount to be determined by the Council from time to time and shall not be required to pay any further subscription fees.

(c) Institutional Members shall pay an annual subscription fee in an amount to be determined by the Council from time to time.”

*6C. Membership is renewable for each and every year upon the payment of the relevant subscription fee as stipulated in Article 6B, as the case may be, save and except Life Membership and Honorary Membership.”

*6D. Membership shall be deemed to have lapsed if the annual subscription fee is not paid by 1st November of the current year.

* As amended by special resolution passed on 15th May 2010.

*[Articles 7 to 11 were being deleted by special resolution passed on 15th May 2010.]

***RESIGNATION OF MEMBERSHIP**

- *12. Any member may resign his membership of the Association by giving one month's notice in writing to the Association of his intention to do so and upon the expiration of such notice, he shall cease to be a member but shall nevertheless remain liable for 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.

*[Article 13 was being deleted by special resolution passed on 15th May 2010.]

EXPULSION

- *14. If any member violates Memorandum and/or the Articles of Association of this Association or if his conduct shall in the opinion of Council or of one-fifth of members of the Association (who shall certify the same in writing to the Council) be injurious to the character or interest of the Association or be derogatory to such member's station in society, a Council Meeting may be specially summoned to consider the case.
- *15. If the member complained of shall not explain his conduct to the satisfaction of the Council, the Council shall call upon such member to resign, and should he fail to do so within a week, the Council shall be entitled to terminate his membership and his name shall be erased from the Register of Members and he shall ipso facto cease to be a member of the Association, provided always that the decision calling upon him to resign or to terminate his membership shall be supported by at least half of the Council Members present at such Council Meeting.
- *16. The Council may in all cases reconsider its decision upon being requested to do so in writing and signed by one-fifth of the members of the Association provided that such request is made within 14 days of the decision of the Council.

GENERAL MEETINGS

- *17. The first general meeting shall be held at such time not more than three months after the incorporation of the Association, and at such place as the Subscribers of the Association may determine.
- *18. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and at such place as may be determined by the Council. Such general meeting shall be called "an annual general meeting" and all other general meetings of the Association shall be called "extraordinary general meetings".

* As amended by special resolution passed on 15th May 2010.

- *19A. 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 one-tenth of the Voting Members, and if at any time there are not within Hong Kong sufficient Council Members capable of forming a quorum, any Council Members or Voting Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council

NOTICE OF GENERAL MEETINGS

- *19B. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for passing an ordinary resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, and shall specify a place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such person as are, under these Articles, entitled to receive such notices from the Association Provided that a meeting of the 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 by all Voting Members.
- *19C. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member of the Association entitled to receive notice shall not invalidate the proceedings at that meeting.

*[Article 20 was being deleted by special resolution passed on 15th May 2010.]

PROCEEDINGS AT GENERAL MEETINGS

- *21. The business of an annual general meeting shall be to receive and consider the accounts, the balance sheet, and the reports of the Council and of the auditors of the Association, and the election of Council Members and the appointment of the auditor(s). All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special. The first auditor or auditors shall be appointed by the Council.

* As amended by special resolution passed on 15th May 2010.

- *22. One-fifth of the total number of Voting Members or 50 Voting Members present in person or by proxy, whichever is less, shall be a quorum. Institutional Members, Associate Members and Honorary Members shall not be counted towards the quorum. No business shall be transacted at a general meeting unless the requisite quorum be present at the commencement of the meeting.
- *23A. The Chairman shall take the chair at every general meeting. If the Chairman is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairman, a Vice-Chairman shall take the chair. The Vice-Chairmen shall elect, among themselves, a chairman for that meeting. If the Chairman and Vice-Chairmen are not present or unwilling to act, as the case may be, the Council Members present shall elect, among themselves, a Council Member as chairman of that meeting.
- *24. 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 Voting Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Voting Members present shall form a quorum.
- *25. The chairman of the meeting may with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 15 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 business to be transacted at the adjourned meeting.
- *26. (a) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 5 Voting Members present in person or by proxy, and unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minutes book, 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.
- (b) If a poll is duly demanded it shall, subject to the provisions of Article 27, be taken at such time and in such a manner as the chairman of the meeting directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting 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.

* As amended by special resolution passed on 15th May 2010.

- *27. A poll demanded on election of a chairman of the meeting or on a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time and in such manner as the chairman of the meeting directs.

*[Article 28 was being deleted by special resolution passed on 15th May 2010.]

VOTES OF MEMBERS

- *29. Each Voting Member shall be entitled to one vote personally or by proxy. Associate, Institutional and Honorary Members shall not be entitled to vote.
- *30. No member of the Association shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
31. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. (A proxy must be a member of the Association).
32. The instrument appointing a proxy must be submitted to the Honorary General Secretary or such other person appointed by the Council at least 24 hours before the time appointed for a general meeting and shall be deemed to confer authority to demand or join in demanding a poll.
- *33. A declaration by the Chairman at any general meeting that a resolution has been carried thereat upon the show of hands shall be conclusive and an entry to that effect in the minute book of the Association shall be sufficient evidence of that fact, unless immediately on such declaration a poll shall be demanded by at least five of the Ordinary Members present in person.

THE COUNCIL OF THE ASSOCIATION

- *34A. (a) The Council shall consist of not less than 10 and not more than 20 Council Members including the following:-
- a Chairman;
 - up to two Vice-chairmen;
 - an Honorary General Secretary;
 - an Honorary Internal Affairs Secretary;
 - an Honorary Treasurer;
 - an Honorary Editor;
 - an Ex-officio Member, who is the chairman immediately preceding the current Chairman; and
 - such other Council Members as there shall be vacancies.
- (b) Council Members shall elect amongst themselves to the positions stated in Article 34A(a).

* As amended by special resolution passed on 15th May 2010.

- (c) The Chairman shall act as the representative of the Association in all its external affairs and shall have full executive powers in conducting the operation of the Association. The Chairman shall sign all papers in the name of the Association and preside at all general meetings, extraordinary general meetings, and Council Meetings.
- (d) The Vice-Chairman or Vice-Chairmen (if more than one) shall assist the Chairman in the dispatch of all operation and affairs of the Association, and in case of the Chairman being absent for any reason, the Vice-Chairman shall deputise for the Chairman. If there is more than one Vice-Chairman, the Vice-Chairmen shall elect, amongst themselves, a Vice-Chairman to deputise for the Chairman, failing which the Council Members shall elect, amongst the Vice-Chairmen, a Vice-Chairman to deputise for the Chairman.
- (e) The Honorary General Secretary shall be responsible for the general conduct of the correspondence and operation of the Association, the drafting of agenda, minutes of the proceedings of all meetings of the Association and of its committees and groups if so required by the Council, the preparation and circulation of Council Members within, if possible, a fortnight of each regular meeting of the Council, of the minutes of the business transacted at the meeting, and the keeping of all books, documents, records and papers.
- (f) The Honorary Internal Affairs Secretary shall be responsible for the management of the premises of the Association including but not limited to contracting the work for repairing, renewing, maintaining, servicing, cleaning and painting the Association's premises to contractors; and the supervision of servants contractors or other staff of the Association.
- (g) The Honorary Treasurer shall be responsible for (i) the collection of all subscriptions, donations, or other monies due to the Association and the payment of the same into the Association's bank account or accounts; (ii) the making of any disbursements approved by the Council; (iii) the preparation of statement of accounts and balance sheet for submission to the annual general meeting; and (iv) the keeping of accounts and vouchers with a statement in such form as the Council may from time to time determine of the finances of the Association.
- (h) The Honorary Editor shall be responsible for printing and publishing or co-ordinating the printing or publishing of any newspapers, periodicals, journals, books, examination papers, circulars or leaflets that the Council may think desirable for the promotion of its objects stated in the Memorandum of Association.
- (i) Other Council members shall be responsible for assisting the Chairman, the Vice-Chairmen, the Honorary General Secretary, the Honorary Internal Affairs Secretary, the Honorary Treasurer and the Honorary Editor in the discharge of their duties.

*[Articles 35 to 36 were being deleted by special resolution passed on 15th May 2010.]

37. The Council may meet at any time and the Honorary General Secretary shall convene a meeting upon instructions from the Chairman, provided that the Council shall meet at least once in every 3 calendar months.
- *38A. Every Council Member shall hold office until the next annual general meeting at which time they shall all retire but each retiring Council Member shall be eligible for re-election.
- *39. The Council shall cause to be kept at the registered office a register containing the names, addresses and occupations of all the Council Members and send to the Registrar of Companies a copy thereof and from time to time notify the Registrar of Companies of any change in the Council.

ELECTION OF COUNCIL MEMBERS

*40A. The first group of Council Members of the Association shall be appointed by the Subscribers. Such appointments shall be duly recorded in the minutes book of the Association. The subsequent group of Council Members shall be elected from the general body of Voting Members.

*40B. (a) The Council shall from time to time determine the number of Council Members, provided that, the Council shall determine the number of Council Members and state this in the notice of the annual general meeting and such determination shall not be amended until after the election of Council Members at the annual general meeting.

(b) The election of the Council shall, take place in the following manner:-

(i) A candidate who stands for election to the Council shall be nominated in writing and such nomination shall be signed by 1 proposer and 1 seconder both of whom shall be Voting Members and the written nomination shall be submitted to the Honorary General Secretary at the time appointed by the Council. The nominated candidate shall inform the Honorary General Secretary in writing of his willingness to stand for election at least 2 days before the commencement of the annual general meeting during which the election shall take place.

(ii) Proceedings at general meetings as stipulated by the Articles shall apply to election meetings in so far as they are not contrary to express provisions in this part of the Articles.

* As amended by special resolution passed on 15th May 2010.

- (iii) In any election, candidates with the highest number of votes shall be elected.”

POWER OF THE COUNCIL

- *41. The management of the operation and the affairs of the Association shall be vested in the Council and the Council may exercise all the powers conferred upon it by the Memorandum and Articles of Association and shall have power to make such rules and regulations for the management of the Association and may appoint Committees or form special interest groups or working parties for special purposes with such powers as it may prescribe.
- *41A. The quorum necessary for the transaction of the business of the Council shall be half the number of Council Members for the time being.
- *42. Without prejudice to the general powers contained in the Memorandum of Association and in these Articles, the Council shall have power for the furtherance of the objects of the Association but not otherwise:-
- (a) to acquire by purchase or otherwise, any property rights or privileges, capable or being validly acquired by the Association and to settle the consideration, terms and conditions.
 - (b) to bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon or refer to arbitration any such proceedings or any claim by or against the Association.
 - (c) to invest or otherwise deal with the moneys of the Association not immediately required upon reasonable and prudent securities and in such manner as they may think fit, and from time to time to vary or realize such investment.
 - (d) to raise or borrow any monies required for the objects of the Association upon such reasonable and prudent terms and on such securities as may be determined and to secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association.
 - (e) from time to time to make, vary and repeal by-laws for the regulation of the affairs of the Association, its officers and staff.
 - (f) to make, fulfill, rescind, modify, or vary any contract and to do all such lawful acts and things as they may think expedient for the objects of the Association.
 - (g) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Association is established.

* As amended by special resolution passed on 15th May 2010.

- (h) to fix or amend the subscription fee for all or any class of members from time to time.
- *43. Subject to the Fourth Clause of the Memorandum of Articles the Council may at its discretion appoint or dismiss or suspend any employee on such reasonable and proper terms and conditions as it may think fit.
- *44. A resolution signed by all the Council Members shall be valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

PATRONS

- *45A. Subject to the Fourth Clause of the Memorandum of Association, the Council may at its sole discretion appoint any person as a patron of the Association in recognition of his academic achievement, prominence, and contribution to the Association or to Hong Kong on reasonable and proper terms and for such duration as the Council thinks fit. The appointment of a member as patron shall not affect the rights of such member under these Articles.

*[Articles 46 to 47 were being deleted by special resolution passed on 15th May 2010.]

COMMITTEES

- *48A. The Council may, by resolution, appoint such Committees for such academic discipline as determined by the Council or for the purpose of dealing with specific departments of the work of the Association or for any other purposes as determined by the Council. All such Committees shall report to the Council and shall act under the authority of the Council and be subject to its approval.
- *49A. (a) The composition of a Committee shall be determined by the Council in the resolution appointing the Committee. Unless appointed by the Council, members of a Committee shall elect a chairman amongst themselves.
- (b) The powers delegated to a Committee shall be specified in the resolution appointing the Committee.
- (c) The Council shall have power to dissolve or to reconstitute, or order the reconstitution of any Committee.

* As amended by special resolution passed on 15th May 2010.

- (d) A copy of all communications received and sent out by the Committee shall be kept by the Honorary General Secretary. The Chairman or a Vice-Chairman shall have power to refer to a Committee all communications and other matters which require consideration or investigation prior to their being submitted to the Council.
- (e) A Committee shall meet at the call of its chairman.
- (f) The Committee shall report their proceedings and recommendations to the Council when required by the Council for approval and confirmation.
- (g) A Committee shall determine its own quorum and in the absence of such determination a majority of its members shall be a quorum.
- (h) The record and minutes of the proceedings of every meeting of a Committee shall be signed by the chairman thereof as soon as convenient after such meeting and shall be open to the inspection of the members of the Committee or the Council, whether present at the meeting or not.

EXECUTIVE COMMITTEE

- *49B. (a) The Council shall, by resolution, appoint any number of the Council Members to form and constitute the Executive Committee.
- (b) Unless otherwise stated in the resolution, the Executive Committee shall have all the powers of the Council for carrying out resolutions passed and the policies determined by the Council.
- (c) Unless and until the Council shall otherwise determine, Article 49A hereof shall apply to all meetings of the Executive Committee.

CASUAL VACANCIES

- *50. The Council shall have power to fill any casual vacancy among the members of Committees appointed pursuant to Article 48A hereof.

* As amended by special resolution passed on 15th May 2010.

- *50A. The Council shall have power at any time, and from time to time, to appoint a Voting Member to fill a casual vacancy in the Council. Any person so appointed to the Council shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

AFFILIATION

- *51. For the furtherance of the objects of the Association but not otherwise the Council shall have power to arrange affiliation with kindred associations after such affiliation has been submitted to an annual general meeting or an extraordinary general meeting of the Association and approved by at least two-thirds of the members present and voting.

MATTERS NOT DEALT WITH IN THESE ARTICLES

52. The decision of the Council shall, in all matters not definitely provided for by the foregoing Articles of Association, be final and conclusive.

SEAL

- *53. The Council shall provide for the safe custody of the seal and the seal shall not be used except by the authority of a resolution of the Council and in the presence of not less than two Council Members who shall sign every instrument to which the seal is affixed and every such instrument shall be duly recorded by the Honorary General Secretary or some other person appointed by the Council and such attestation shall be sufficient evidence of the authority to affix the seal.

FINANCIAL YEAR

- *54. The financial year of the Association shall be determined by the Council from time to time.

MANAGEMENT OF MONEY AND PROPERTIES

- *55. The management and control of funds and moneys of the Association shall be vested in the Council. All cheques, drafts or orders for the payment of money shall be signed by any two of the Chairman, the Vice-Chairman or the Honorary Treasurer.

*[Article 56 was being deleted by special resolution passed on 15th May 2010.]

- *57. The Council shall not be responsible for any loss arising out of their discharge of their duties in accordance with the powers vested in them under the Articles of Association.

* As amended by special resolution passed on 15th May 2010.

ALTERATION OF ARTICLES

- *58. Any of these Articles of Association may be altered, added to or removed and new regulations made to the exclusion of or in addition to all or any of the regulations of the Association by means of special resolutions at an annual general meeting or at an extraordinary general meeting convened for the purpose.

NOTICES

59. (a) Any notice required to be served on members of the Association shall be deemed to have been duly served on them if the same shall be advertised once in one English and one Chinese newspaper in circulation in Hong Kong.
- (b) Any notice sent by post in a prepaid letter shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted. But the accidental omission to give or the non-receipt of such notice shall not invalidate the proceedings of any meeting held in pursuance of such notice.
60. No member who has omitted to give his address for registration shall be entitled to receive any notice from the Association.

WINDING-UP

61. If the Association shall be wound up, every person who at the date of the winding-up is a member of the Association and every person who was a member within a period of twelve months before such date, shall contribute to the assets of the Association 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 the sum of ten dollars.
- *62. The provision of the Seventh Clause of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

- *63. Save and except so far as the provision of this Article shall be avoided by any provisions of the Ordinance, the committee, auditors and other staff or the time being of the Association acting in relation to any of the affairs of the Association, shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in the respective offices or

* As amended by special resolution passed on 15th May 2010.

trusts, except such (if any) as they shall incur or sustain through their own willful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any money or effects of the Association shall be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own willful neglect or default respectively.

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Dated the 2nd day of April, 1984.

WITNESS to the above signatures:

(sd.) MOSES CHENG
Solicitor,
Hong Kong.