

THE COMPANIES ORDINANCE (CAP. 622)

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

of

**S.K.H. TSANG SHIU TIM SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED**
聖公會曾肇添中學校友會有限公司

Name

1. The name of the company (hereinafter called the "Association") is "S.K.H. TSANG SHIU TIM SECONDARY SCHOOL ALUMNI ASSOCIATION LIMITED (聖公會曾肇添中學校友會有限公司)"

Registered Office

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

Objects

3. The objects for which the Association is established are:-
 - (a) To maintain and foster the bonds of friendship among graduates and past students of the S.K.H. Tsang Shiu Tim Secondary School (hereinafter called the "School") and to afford a means whereby they may be kept in touch with the activities of the School.
 - (b) To establish and foster close relationship, contact and social interaction among graduates and past students of the School.
 - (c) To promote and cater for the welfare and interests of the graduates and past students of the School.

- (d) To assist the School in all its activities and projects and in realizing the vision and furthering the interests of the School.
- (e) To rent, purchase, lease or otherwise acquire, buildings and to fit and furnish, and maintain such buildings.
- (f) To hire and employ such persons necessary for the purposes of the Association and to pay to them in return for services rendered to the Association salaries, wages, gratuities and pensions.
- (g) To promote and hold either alone, or jointly, with any other association, club or persons, meetings, competitions and matches for any sports or pastimes, and to offer, give or contribute towards prizes, medals, and awards therefore, and to promote, give or support dinners balls, concerts and other entertainments.
- (h) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs as may be necessary and beneficial to the Association.
- (i) To enter into arrangements for partnership, sharing profits, reciprocal concessions, cooperation or otherwise with any organization, corporation or person or carrying on any business directly or indirectly to the benefit of the Association.
- (j) To make charitable donations, to carry out and perform all acts, works, enterprises or things as are of a benevolent or charitable nature.
- (k) To apply for, invite, collect and receive donations, gifts, grants, bequests and other benefits.
- (l) To act as trustee in administering any settlement or trust assets.
- (m) To invest and deal with the moneys of the Association upon such investments and in such manner as may from time to time be determined.
- (n) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory note or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association.
- (o) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Use of Income and Property

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set out 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 persons who at any time are or have been members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member thereof or any other person or persons in return for service actually rendered to the Association.

Limited Liability

5. The liability of members of the Association is limited.

Contribution to Assets

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within 1 year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.

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

[Subscriber's name]
[Address]

Merchant

[Subscriber's name]
[Address]

Merchant

[Subscriber's name]
[Address]

Merchant

Dated the [] day of [], 2007.

WITNESS to the above signatures:-

[Witness's name]
[Merchant]
[Address]

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

**S.K.H. TSANG SHIU TIM SECONDARY SCHOOL
ALUMNI ASSOCIATION LIMITED
聖公會曾肇添中學校友會有限公司**

Interpretation

1. In these Articles, except where the context otherwise requires:-

“Association”	means the company incorporated as “S.K.H. TSANG SHIU TIM SECONDARY SCHOOL ALUMNI ASSOCIATION LIMITED 聖公會曾肇添中學校友會有限公司”
“Executive Committee”	means the Executive Committee for the time being of the Association whose members shall be deemed to be directors for the purposes of the Ordinance
“the officers of the Executive Committee”	means the Chairman, Vice-Chairman, Honorary Treasurer of the Association
“Ordinance”	means the Companies Ordinance, Chapter 622 of the laws of the Hong Kong Special Administrative Region.
“School”	means “S.K.H. Tsang Shiu Tim Secondary School 聖公會曾肇添中學”

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Ordinance or any statutory

modifications thereof in force at the date at which these articles become binding on the Association.

Words denoting the masculine gender shall include the feminine gender or vice versa.

Words importing the singular number include the plural number.

Words importing the plural number include the singular number.

Membership

2. The Association, for the purpose of registration, is declared to consist of not more than one million of members.
3. Only persons described in Article 4 and 5 below are eligible for membership of the Association.
4. The first members of the Association (who shall be the graduate and past students of the school) shall be the subscribers to the Memorandum of Association and these Articles.
5. Persons who have been a student of the School but is no longer such a student is eligible to apply to the Executive Committee to become a member. A member shall have the right to elect and become office-bearers of the Association, to attend and vote at any general meeting of the Association.
6. Any member may at any time withdraw from the Association by giving notice in writing to the Executive Committee, and the withdrawal is effective upon the receipt of the said written notice by the Executive Committee.

Application

7. Application for membership shall be made on the application form as prescribed from time to time by the Executive Committee signed by the applicant and delivered to the Executive Committee for approval. The Executive Committee shall have the right of refusing any application without assigning any reason therefor.

Membership Fees

8. Every member shall pay such membership fees as shall from time to time be determined by the Executive Committee. Membership fee shall be payable upon

making of an application to become a member of the Association.

9. Any member who has not duly paid the membership fees payable by him shall not be entitled to exercise any rights under the Memorandum of the Association of these articles, until the said membership fees are paid.

Honorary Adviser

10. The Principal of the School for the time being shall be the Honorary Adviser of the Association.

Executive Committee

11. The Association shall be managed by an Executive Committee consisting of the following members:-
 - (a) one Chairman who shall have been member of the Executive Committee of the Association for not less than 2 years;
 - (b) one Vice-Chairman:, and
 - (c) one Honorary Treasurer.

Notwithstanding subparagraph (a) above, in the 2 years immediately after the incorporation of the Association, any member of the Association is eligible to be the Chairman of the Association.

12. The Chairman shall not serve the same office for more than 5 consecutive years.
13. Subject to Article 11 above, the total number of members of the First Executive Committee shall be determined by the subscribers of the Memorandum of Association or a majority of them, and the total number of members of any subsequent Executive Committee shall be determined by an ordinary resolution of the general meeting. In the absence of such determination, the total number of members of the Executive Committee shall be 3.
14. In any event, the total number of members of the Executive Committee shall be at least 3 but not more than 9.
15. At every alternate annual general meeting the Executive Committee for the time being shall retire their offices but may offer themselves for re-election.

Election

16. Members of the Executive Committee shall be elected by ordinary resolution of the members at general meeting.
17. No person other than an Executive Committee member retiring at the meeting shall be eligible for election to the office of the Executive Committee unless nomination in writing proposed by one and seconded by another member shall be submitted to the Executive Committee not less than 7 days before such meeting. The number of persons who may be proposed or seconded by the same member shall not exceed the total number of the vacancies to be filled.
18. The election of members of the Executive Committee at the annual general meeting shall take place in the following manner:-
 - (a) If the number of properly nominated candidates does not exceed the number of vacancies to be filled, the said candidates shall be deemed to have been elected after the conclusion of the said annual general meeting.
 - (b) If the number of persons properly nominated as candidates exceed the number of vacancies to be filled, the election shall be by ballot. Every member who has the right to vote then present in person shall be entitled to vote at such meeting for as many candidates as there are vacancies to be filled but not more. Voting by proxy for election of members of the Executive Committee is not permitted.
 - (c) Vacancies shall be filled by those candidates receiving the most votes.
 - (d) Any ballot paper on which votes are cast for more candidates than there are relevant vacancies shall be invalid.
 - (e) In the case of two or more candidates receiving an equal number of votes, the successful candidate shall be determined by lot drawn by the chairman of the meeting.
19. The officers of the Executive Committee shall be elected in the following manner:-
 - (a) The members of Executive Committee shall elect by themselves to the post of Chairman, Vice-Chairman, Honorary Treasurer, at their first meeting to be held within one month of the annual general meeting election to the Executive Committee.

- (b) The members of Executive Committee shall elect by themselves a member to chair their first meeting for election of the officers.
 - (c) Each member including the chairman of the meeting is entitled to one vote.
 - (d) Nomination for election to the various officers of the Executive Committee shall be made on or before the first meeting.
 - (e) Election shall be by ballot. Every member present in person shall be entitled to vote at such meeting. Voting by proxy is not permitted.
 - (f) In case of two or more candidates for one office receiving equal number of votes, the ballot shall be held on candidates of equal votes once again to determine the successful candidate for the office. In the event of equal number of votes again, the successful candidate shall be determined by lot drawn by the chairman of the meeting.
20. The Executive Committee shall have power to appoint any member to be an Executive Committee member, either to fill a casual vacancy or as an addition to the existing Executive Committee, provided that at any time the total number of the members of the Executive Committee shall not exceed the number determined by the operation of Article 13 above. Any person so appointed shall hold office until the annual general meeting of the year, and shall then be eligible for re-election.

Power of the Executive Committee

21. The management of the affairs and business of the Association shall be vested in the Executive Committee who may exercise all such powers and do all such acts and thing as the Association is by its Memorandum and Articles of Association or otherwise authorised to exercise and do and are not hereby or by Ordinance required to be exercised or done by the Association in general meeting.
22. The Executive Committee shall have power at any time to appoint such sub-committees for such purposes as they deem fit and may delegate any of their powers to such sub-committees as they think fit. The Executive Committee shall only appoint members of the Association to be members of such sub-committees.
23. The Executive Committee shall have power from time to time to make, amend and repeal such by-laws as it may deem necessary or convenient for the carrying out of the objects of the Association and for the proper conduct and management of the Association. No by-laws shall be inconsistent with anything contained in the Memorandum or Articles of Association. Any by-laws may be repealed by an

ordinary resolution passed at a general meeting of the Association.

24. The Executive Committee shall be responsible for the proper appropriation of the funds of the Association.
25. All cheques drawn on the Association's bank accounts, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, shall be signed, drawn, accepted, endorsed, otherwise executed as the case may be, in such manner as the Executive Committee shall from time to time by ordinary resolution determine.
26. The Executive Committee shall have power to employ and dismiss staff of the Association and to make provision for pensions, gratuities, retirement and other benefits for such staff.

Proceedings of the Executive Committee

27. The Executive Committee may meet for the dispatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Executive Committee may be convened on the request of the Chairman or by requisition in writing signed by 2 members of the Executive Committee stating the objects for which such meetings are to be convened and forwarded to the Chairman. A member of the Executive Committee who is absent abroad shall not be entitled to notice of a meeting.
28. The Chairman or in his absence the Vice-Chairman shall preside at meetings of the Executive Committee or, in their absence, members present shall elect one among themselves to preside over such meetings.
29. Questions arising at any meeting shall be decided by a majority of votes. Each member of the Executive Committee including the chairman of such meeting is entitled to vote. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
30. No business shall be transacted at any Executive Committee meeting unless a quorum of Executive Committee members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 50% of the Executive Committee members.
31. The Executive Committee may, transact any of their business by the circulation of papers, and a resolution in writing (including a facsimile) signed by members thereof comprising the necessary forum shall be valid and effectual as if it had

been passed at a meeting of the Executive Committee.

32. A meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Executive Committee generally.
33. The Executive Committee may invite such persons to attend its meeting as observers or to exclude any observer from any meeting as the Executive Committee may from time to time think fit.
34. The Executive Committee shall cause proper minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the members present at each meeting of the Executive Committee and of any sub-committees thereof; and
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and any sub-committees.
35. A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Disqualification of Executive Committee Members

36. The office of a member of the Executive Committee shall be vacated if such a member:-
 - (a) ceases to be a member of the Association; or
 - (b) is prevented from exercising any rights in the Memorandum of the Association or these Articles by Article 9; or
 - (c) becomes bankrupt; or
 - (d) becomes prohibited by law or court order from being a director of a company; or
 - (e) becomes of unsound mind; or
 - (f) resigns his office by notice in writing to the Association; or

- (g) has been absent from 3 consecutive meetings of the Executive Committee without explanation to the satisfaction of the Executive Committee; or
- (h) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and fails to disclose the nature of his interest in manner required by Section 22 of the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap 622G): or
- (i) is removed by the Association by special resolution before the expiration of his period of office in accordance with Sections 462 and 578 of the Ordinance.

General Meeting

- 37. The annual general meeting of the Association shall be held once in every calendar year at such time and place as may be prescribed by the Executive Committee.
- 38. Any general meeting other than the annual general meeting shall be called an extraordinary general meeting. Extraordinary general meeting of the Association shall be held :-
 - (a) by the Executive Committee whenever they think fit; or
 - (b) on the written requisition of not less than 20 members of the Association.

Proceedings at General Meetings

- 39. No business shall be transacted at any general meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 20 members.
- 40. 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 all members present who are entitled to vote thereat shall be a quorum.
- 41. The Chairman and in his absence the Vice-Chairman shall preside as the chairman at every general meeting of the Association. If at any meeting the Chairman or the Vice-Chairman shall not be present within half an hour 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 Executive Committee shall preside, or if no member of the Executive Committee be present or willing to take the chair, the members present who are entitled to vote shall elect one among themselves to preside the meeting.

42. 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 demanded (before the declaration of the result of show of hands), and a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof, of the number or proportion of the vote recorded in favour of or against that resolution. Voting by proxy is allowed.
43. Every member who is entitled to vote shall have one vote.
44. A poll may be demanded by the chairman of the meeting or by at least 2 members present in person. 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.
45. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.
46. Every member personally present in the meeting and entitled to vote shall have one vote.

Members' Conduct

47. If any member of the Association violates any of the Articles of Association or by-laws of the Association or if his conduct shall, in the opinion of the Executive Committee be injurious to the character or interests of the Association or the School, or be derogatory to such member's station in society, the Executive Committee may invite the member complained of by letter to give an explanation of his conduct and to appear before a meeting of the Executive Committee convened to consider his case.
48. If the member complained of shall not explain his conduct to the satisfaction of the Executive Committee, they shall call upon such member to resign, and should he do not do so within a week, his name shall be removed from the list of members and he shall ipso facto cease to be member of the Association, provided

always that the decision calling upon him to resign shall be supported by at least three-fourths of the member of the Executive Committee present at such meeting.

Secretary

49. The Executive Committee may from time to time by resolution appoint a secretary upon such terms and subject to such conditions as the Executive Committee may think fit and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary and the Executive Committee may remove any person so appointed.

Re-Application

50. Any person who was but has ceased to be a member of the Association may reapply for membership, and the Executive Committee may determine the said application in the way as they think fit.

Seal

51. The Executive Committee shall provide for the safe custody of the Common Seal of the Association which shall not be affixed to any instrument except by authority of a resolution of the Executive Committee. Every instrument to which the Seal is affixed shall be signed by the Chairman and shall be countersigned by two other Executive Committee members.

Accounts

52. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities and all other matters necessary to show a true and fair view of financial state and affairs of the Association.
53. The books of account shall be kept at the registered office of the Association, or at such other place or places as the Executive Committee think fit.
54. The Executive Committee may from time to time determine to what extent and at what time and place and under what conditions the accounts and books of the Association or any of them shall be opened to the inspection of Members. No member shall have any right of inspecting any account or book or document of the Association except as conferred by the Ordinance or by the Memorandum of Association or authorised by the Executive Committee or by the Association in a

general meeting.

55. The Executive Committee shall from time to time in accordance with Sections 380 and 436 of the Ordinance, cause to be prepared and laid before the Association in general meeting such income and expenditure financial statements, statement of financial position and reports as are referred to in those sections.
56. A copy of every statement of financial position (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 7 days before the date of the meeting be sent to all persons entitled to receive notices of general meeting of the Association.
57. The financial year of the Association shall be determined by the Executive Committee.

Audit

58. Auditors shall be appointed and their duties regulated in accordance with Sections 405 and 406 of the Ordinance.

Amendment of the Articles

59. No proposed alteration or addition to these Articles shall be valid without the prior written approval of the sponsoring body of the School.
60. Subject to the last preceding Article hereof, no alteration or addition to these Articles may be except by a special resolution carried by a majority of at least two-thirds of the members personally present at an extraordinary general meeting, the notice of which contained particulars of the proposed alteration or addition.

Winding Up

61. The Association may be wound up by a special resolution passed at a general meeting with a majority of at least two-thirds of the members personally present and with the consent of the Principal of the School. If in the winding up the assets available for distribution shall be more than sufficient, the excess shall be donated to the School.

Election of Alumni Manager

62. The Association is recognized by the sponsoring body of the School as the

recognized alumni association of the School pursuant to Section 40AP of the Education Ordinance (Cap. 279).

63. Being the recognized alumni association of the School, the Association shall be responsible for conducting the elections of the alumni manager of the School in accordance with the Education Ordinance, the constitution of the Incorporated Management Committee of the School and the “Rules of the Election of the Alumni Manager of S.K.H. Tsang Shiu Tim Secondary School”.
64. Any amendment to the abovementioned Rules of the Election of the Alumni Manager shall become effective only upon the written consent of the sponsoring body of the School.

Use of Name or Insignia of “Hong Kong Sheng Kung Hui”

65. Any use of the name or insignia of the “Hong Kong Sheng Kun Hui”, or any of its abbreviated forms or derivatives, by the Association, its agents or members shall be subject to the terms and conditions of a licence or consent to be granted by the Archbishop of Hong Kong Sheng Kung Hui in writing from time to time.