

THE COMPANIES ORDINANCE
(CHAPTER 622)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

MUNSANG COLLEGE ALUMNI ASSOCIATION LIMITED
民生書院同學會總會有限公司

Name

1. The name of the Company (hereinafter referred to as the "Association" is "MUNSANG COLLEGE ALUMNI ASSOCIATION LIMITED 民生書院同學會總會有限公司".

Model Articles

2. For the avoidance of doubt, the model articles for companies limited by guarantee as set out in Schedule 3 of the Companies (Model Articles) Notice, Cap. 622H shall not be adopted in this Articles of Association.

Office

3. The Registered Office of the Association will be situate in the Hong Kong Special Administrative Region.

Objects

4. The objects for which the Association is established are:-
- (a) To take over the management, assets, property, effects, benefits, rights, subscriptions, funds, offices and liabilities of the unincorporated association called Munsang College Alumni Association, Hong Kong.
 - (b) To promote a closer union among its members for the purpose of mutual assistance and promotion of interests.
 - (c) To encourage co-operation between its members and Munsang College, Munsang College Primary School, Munsang College Kindergarten, Munsang College (Hong Kong Island) and any other school(s) which may be established by the Association and/or Munsang College (SSB) Limited (collectively, the "College") and the pupils of such schools.
 - (d) To promote the spirit of Munsang.

- (e) To assist in the development of the College.
- (f) To purchase, take on lease, or otherwise acquire any lands and hereditaments of whatever tenure, and whether required for the purposes specified herein or not, and to improve, manage or otherwise deal with such premises.
- (g) To build, alter, adapt, construct, repair, maintain and furnish a club house or club houses, and all other buildings necessary or convenient for establishing and carrying on this club to be called "Munsang College Alumni Association Limited" or any other club or clubs in the Hong Kong Special Administrative Region and elsewhere.
- (h) To establish and maintain a non-profit-making school or schools where students may obtain a sound classical, modern, mathematical and general education, and to provide for the delivery and holding of lectures, exhibitions, meetings, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional or technical.
- (i) To carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management, or superintendence of schools or colleges or institutions for educational purposes.
- (j) To establish, undertake, superintend, administer and contribute to any benevolent fund from whence may be made donations or advances to deserving persons who may be engaged in educational pursuits, and to contribute to or otherwise assist any educational institutions or undertakings.
- (k) To promote and encourage learning and education and to grant scholarships and prizes.
- (l) To engage in or embark on any charitable activities in Hong Kong or elsewhere, either by way of making donations or in such other manner as may from time to time be determined by the Executive Committee.
- (m) To turn to account any land acquired by the Association or in which it is interested, and in particular by laying out and preparing the same for building purposes erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, and improving any buildings, and by paving, draining, letting on building lease or building agreement, and by advancing money to and entering into contracts and agreements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, building owners, tenants and others.
- (n) To demolish, resite, rebuild or construct, develop and improve any land property and premises acquired or purchased by the Association or in which the Association is interested, and to apply either alone or jointly with any other person, organization or company to any tribunal court or authorities concerned for order, licence, permission and exemption required thereof and to do such other things as the Association may think fit in order to carry out its projects into effect.

- (o) To provide endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage such building and other premises as may from time to time required for the purposes of the Association.
- (p) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, charge, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being vested in or belonging to the Association upon such terms as the Association may seem fit.
- (q) To borrow any moneys required for the purposes of the Association upon such terms and on such securities as may be determined.
- (r) To invest and deal with moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined by the Executive Committee.
- (s) To give guarantees and to give and receive undertakings.
- (t) To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other company or association having all or part of the objects similar to those of the Association or carrying on any enterprise or operation capable of being conducted so as directly or indirectly to benefit the Association.
- (u) To refrain from all and any commercial business not incidental or conducive to the attainment of the objects of the Association and speculation and from interfering in politics and from having any connection with any political body or party in the Hong Kong Special Administrative Region or elsewhere.
- (v) To establish, carry on and subsidize a club or clubs, and to demise to or permit to be used by the members of such club or clubs, or any person or persons with or without payment, any club house or club houses and any other property of the Association for their amusement, social intercourse, and for instructive lectures and otherwise for the general promotion of the spiritual, intellectual, social, and physical condition of the members.
- (w) To accept subscriptions and/or donations from its members, patrons and benefactors in money or in kind.
- (x) To accept subventions, grants, loans and other financial assistance from any person, body corporate or the Hong Kong Government either in cash or in kind.
- (y) To raise funds by subscription and any other legitimate means and to apply the same for the attainment of the objects of the Association.
- (z) To commence any action or other legal proceedings in any Courts of Justice or before any tribunal in any matters in connection with or in relation to the Association's properties or any part thereof and also to take lawful ways and means for the recovery or possession of the Association's properties or any part thereof and to apply to the appropriate authorities, courts or land tribunal for an order to exclude the Association's property or any part thereof for the further application of the Landlord and Tenant (Consolidation) Ordinance or any enactment in substitution therefor and for such purpose to file such application,

petition and/or other documents and to agree to the terms and conditions for the obtaining of such exemption order or for the obtaining of a recommendation of any tribunal for such order.

- (aa) To hold and administer funds, donations and any property that the Association may receive from other body corporates or persons on trust for the furtherance of the Association's objectives.
- (bb) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

And it is hereby declared that the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, not be limited or restricted by reference to or inference from the term of any other paragraph or the name of the Association and that in the event of any ambiguity this Clause shall be construed in such a way as to widen and not restrict the power of the Association.

Income & Property

5. (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Articles of Association.

- (b) Subject to sub-clauses (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (c) No member of the Executive Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (e) below) shall be given by the Association to any such member of the Executive Committee.
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee of the Association in return for any services actually rendered to the Association.
- (e) Nothing herein shall prevent the payment, in good faith, by the Association:-
 - (i) to any member of the Executive Committee of out-of-pocket expenses;

- (ii) of interest on money lent by any member of the Association or any member of the Executive Committee at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or any member of the Executive Committee;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or any member of the Executive Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (d) and (e) above.

Liability of Members

6. The liability of the members is limited.

Contribution to Assets

7. 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 one year after he ceases to be a member, 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 Hong Kong Dollar one dollar.

~~7. 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if so far as effect cannot be given to the aforesaid provision then to some charitable object.~~

~~8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take 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 which may be imposed in accordance with the regulations of the Association for the time being in force, shall be open 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 ascertained, by one or more properly qualified auditor or auditors.~~

~~———— 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:—~~

~~THE COMPANIES ORDINANCE~~
~~COMPANY LIMITED BY GUARANTEE~~
~~AND NOT HAVING A SHARE CAPITAL~~
~~ARTICLES OF ASSOCIATION~~
~~OF~~
~~MUNSANG COLLEGE ALUMNI ASSOCIATION LIMITED~~

民生書院同學會有限公司

~~1. These Articles shall be construed with reference to the provisions of the Companies Ordinance and terms used in these Articles shall have the same respective meanings as they have been used in that Ordinance.~~

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

Members

8. For the purpose of registration the number of members with which the Association proposes to be registered is 10,000, but the Executive Committee may from time to time register an increase of members. The subscribers ~~to the Memorandum of Association~~, all members of the unincorporated association known as Munsang College Alumni Association, Hong Kong at the date of the incorporation and such other persons as the Executive Committee shall admit to membership shall be Members of the Association. The rights of a Member shall be personal and shall not be transferable and shall cease upon his death.

9. Members~~hip~~ of the Association shall be categorised into Organization Members, Ordinary Members, Life Members and Invited Members according to the following:

(a) Munsang College Alumni Association Kowloon Chapter (民生書院同學會九龍屬會), Munsang College Alumni Association Hong Kong Island Chapter (民生書院同學會港島屬會), or any organization whose objects and activities are in accordance with the purpose of the Association, may, subject to the approval of the Executive Committee, become an Organization Member of the Association, which is also known as a Chapter (屬會) of the Association;

(b) Any ex-pupil of the College, may, subject to the approval of the Executive Committee, become an Ordinary Member of the Association;

(c) Any Ordinary Member of the Association may become a Life Member at any time by paying a sum equivalent to ten years' annual subscription fee;

(d) Any member of the staff of the College, who has rendered useful services to the College and is proposed by two Ordinary Members or Life Members, may

subject to the approval of the Executive Committee, become an Invited Member of the Association;

In the interpretation of these Articles,

- (1) a "Member" means an Ordinary Member, a Life Member or an Invited Member only; ~~and~~
- (2) the "College" means Munsang College, [Munsang College Primary School](#), [Munsang College Kindergarten](#), Munsang College (Hong Kong Island) and any other schools(s) which may be established by the Association [and/or Munsang College \(SSB\) Limited](#) or any of them; ~~and~~
- (3) [the "Former Munsang College" means Munsang College before the incorporation of Munsang College \(SSB\) Limited on 19th day of December 2007.](#)

10. Every Member shall have the right

- (a) to attend any general meeting of the Association;
- (b) to elect and to be elected as a member of the Executive Committee provided that (i) a Member below the age of 18 or is still enrolled in the College or (ii) an Invited Member, shall not have the right to elect and/or to be elected as a member of the Executive Committee, and
- (c) to enjoy all rights and privileges afforded by these Articles and to participate in all activities of the Association [provided that an Invited Member shall not have the right to vote.](#)

11. No Member [or Organization Member](#) shall be admitted to membership of the Association unless his application is first approved and passed at a meeting of the Executive Committee of the Association.

12. [A Member who is an ex-pupil of Munsang College or Munsang College \(Hong Kong Island\) shall automatically assume membership of Munsang College Alumni Association Kowloon Chapter \(民生書院同學會九龍屬會\) or Munsang College Alumni Association Hong Kong Island Chapter \(民生書院同學會港島屬會\) respectively. With regard to the history of the Association and the development of Munsang College, a Member who is an ex-pupil of the Former Munsang College shall automatically assume membership of Munsang College Alumni Association Kowloon Chapter \(民生書院同學會九龍屬會\).](#)

Application

13. Application for admission as Member shall be forwarded in writing to the Secretary of the Association and approval for admission shall be at the sole and absolute discretion of the Executive Committee. An application for admission must be made in the form from time to time prescribed by the Executive Committee.

14. The name and address of each candidate for admission as Member shall be entered by the Secretary of the Association in a book kept for the purpose.

15. On the admission of a Member, the fact shall be notified to him in writing and a copy of the ~~Memorandum and~~ Articles of Association shall be forwarded to him.

16. If, at any time after the admission of a Member, the Executive Committee shall be of opinion that he has been admitted under any mis-representation, or if any material information as to his antecedents has been withheld, the Executive Committee, shall, having given written notice to such Member, and after inquiry, have power to erase his name from the list of Members and he shall thereupon cease to be a Member.

17. Any Member may withdraw from the Association by giving one month's written notice in writing to the Secretary of his intention so to do, and upon the expiration of the notice he shall cease to be a Member but such Member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of such cessation shall be due and owing from him to the Association. Such Member shall forfeit all his claims for refund of moneys paid by him to the Association by way of subscription or otherwise.

Membership Subscriptions

18. The subscription for an Ordinary Member shall be Hong Kong Dollar 50 dollars per annum or such other sum as the Members in general meeting may from time to time determine, and shall be payable in advance upon his application for admission as Member (and shall only be refunded in case of unsuccessful application) and subsequently on the Association's Home Coming Day (i.e. Munsang College Alumni Day) in each year, save and except that a fresh graduate of Munsang College or Munsang College (Hong Kong Island) shall be exempt from payment of the annual subscription for the first year if he applies for admission as Member within the year of his graduation.

19. An Organization Member or Invited Member is not required to pay any membership subscription.

20. Any Ordinary Member of the Association may become a Life Member of the Association at any time by paying a sum equivalent to ten years' subscription to the Association. A Life Member shall be exempt from payment of the annual subscription and shall have the same rights and responsibilities as those of an Ordinary Member.

21. An Ordinary Member whose subscription shall remain unpaid for six months from the due date shall be liable to have his membership suspended at the sole and absolute discretion of the Executive Committee, provided that the Executive Committee may extend such time for any fit and proper reason. Such Member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of such cessation shall be due and owing from him to the Association. Such Member shall forfeit all his claims for refund of moneys paid by him to the Association by way of subscription or otherwise.

22. Life Members who have contributed outstanding services to the Association may, on the recommendation of the Executive Committee be elected Honorary Life Chairman at the annual general meeting of the Association. Resolution in this respect shall be passed on a simple majority of votes of all Members present and voting. There is no limit in the number of Honorary Life Chairmen of the Association. Honorary Life Chairman/Chairmen is/are exempted from payment of membership subscription and is/are not required to participate in the affairs of

the Executive Committee. Any resolution of the Executive Committee, however, shall be notified to the Honorary Life Chairmen within reasonable time of passing of the same.

Executive Committee

23. Unless otherwise determined at the annual general meeting and subject to the provisions of Article 29 hereof, the Executive Committee shall consist of (i) eleven members elected pursuant to Article 24 (ii) the Life Executive Committee Members and (iii) the two ex-officio members being the Chairman of the Munsang College Alumni Association Kowloon Chapter (民生書院同學會九龍屬會) and the Chairman of the Munsang College Alumni Association Hong Kong Island Chapter (民生書院同學會港島屬會). The members of the Executive Committee shall elect among themselves the following officers other than the two ex-officio members to form the Standing Committee of the Executive Committee: -

- A Chairman
- A Vice-Chairman
- A Secretary
- A Treasurer
- Seven Executive Committee Members
- Two Ex-Officio Members

24. There shall be elected eleven members of the Executive Committee at the annual general meeting. Retiring members of the Executive Committee shall be eligible for re-election. All, except the Life Executive Committee Members, members of the Executive Committee shall hold office till the next annual general meeting.

25. All members of the executive committee of the Munsang College Alumni Association, Hong Kong at the date of the incorporation shall be the first members of the Executive Committee and Life Executive Committee Members (as the case may be) of the Association.

26. Any member of the Executive Committee who has served as:-

- (a) Chairman twice or more;
- (b) Chairman once and member of the Executive Committee for five terms or more;
or
- (c) member of the Executive Committee for ten terms or more

shall become a Life Executive Committee Member. A Life Executive Committee Member shall have the same power as a member of the Executive Committee elected pursuant to Article 24.

27. The management of the affairs and business of the Association shall be vested in the Executive Committee who may pay all the expenses incurred in the formation and registration of the Association and may exercise all such powers and do all such acts and things as the Association is by its ~~Memorandum and~~ Articles of Association or otherwise authorised to exercise and do and which are not hereby or by the Companies Ordinance required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions

of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles) from time to time made by the Association in general meeting; provided that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

28. Without prejudice to the general powers contained in the preceding Article, the Executive Committee shall have power:-

- (a) to acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Association and to pay the consideration and perform and observe the terms and conditions of such acquisition;
- (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 claims by or against the Association and to give time or other indulgence to any debtor of the Association;
- (c) to invest and deal with moneys of the Association not immediately required upon such securities and in such manner as they may think fit;
- (d) to borrow money on behalf of the Association and to pledge, mortgage, charge or hypothecate any of the properties of the Association in respect of such borrowing;
- (e) from time to time to make, vary and repeal bye-laws for the regulation of the affairs of the Association provided that such bye-laws may only be amended or repealed by the Members in general meeting;
- (f) to make, fulfil, rescind, modify, or vary any contract, and to do all such acts and things as they may deem expedient for the purposes of the Association; and
- (g) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Association is established;

provided that any acquisition, sale, transfer or other disposition of any fixed asset of the Association exceeding HK Dollars one million can only be effected upon the prior approval of the Members in general meeting.

29. If any vacancy shall occur in the Executive Committee, the Executive Committee shall have power to appoint such person as they deem fit (being a Member of the Association) to fill the office so vacated until the next annual general meeting.

30. The Executive Committee or the Standing Committee shall have power at any time to appoint other sub-committees for such purposes as they deem fit and may determine the powers, functions, length and duties of such committees.

31. The Executive Committee shall be responsible for the proper appropriation of the funds of the Association.

Proceedings of the Executive Committee

32. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and businesses 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 two members of the Executive Committee stating the objects for which such meetings are to be convened and forwarded to the Secretary of the Association and in any event at least once every three calendar months. A member of the Executive Committee who is absent abroad shall not be entitled to notice of a meeting.

33. The Chairman or in his absence the Vice-Chairman or in the absence of both the Secretary shall preside at meetings of the Executive Committee or, in the absence of all three of them, members present shall elect one among themselves to preside over such meetings.

34. The quorum necessary for the transaction of the business of the Executive Committee shall be eleven members of the Executive Committee personally present.

35. Questions arising at any meeting of the Executive Committee 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.

36. The continuing members of the Executive Committee may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum for meeting of the Executive Committee, the continuing members of the Executive Committee may act for purpose of (a) admitting persons to membership of the Association (b) filling up vacancies in their body or (c) summoning a general meeting of the Association but for no other purpose.

37. The Executive Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing approved by a majority of the members thereof for the time being in Hong Kong shall be valid and effectual as if it had been passed at a meeting of the Executive Committee.

38. A member of the Executive Committee may not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of any out-of-pocket expenses properly and reasonably incurred in and about the affairs of the Association.

39. Except as provided in Article 37 a meeting of the members 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 by or under the regulations of the Association for the time being vested in the Executive Committee generally.

40. The Executive Committee shall cause proper minutes to be made in books provided for the purposes:-

- (a) of all appointments of sub-committees 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;

- (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and sub-committees of the Executive Committee.

Standing Committee of the Executive Committee and Delegation of Power

41. There shall be formed a Standing Committee of the Executive Committee in accordance with Article 23 hereof. The Standing Committee shall exercise the powers conferred on the Executive Committee in the day-to-day management of the affairs and business of the Association.

42. The Standing Committee shall meet for the despatch of business at least once every calendar month. The quorum necessary for the transaction of the business of the Standing Committee shall be more than half of the total number of the members of the Standing Committee members thereof personally present. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the presiding officer of the meeting shall have a second or casting vote.

43. The Chairman or in his absence the Vice-Chairman or in the absence of both the Secretary shall preside at meetings of the Standing Committee or, in the absence of all three of them, members present shall elect one among themselves to presiding over such meetings.

44. The Standing Committee or the Executive Committee may delegate any of its power to committees consisting of such members of the Executive Committee and/or such other Members as it think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Executive Committee.

45. A committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

46. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

47. All acts done by any meeting of the Standing Committee, Executive Committee or of any sub-committee established by the Executive Committee or the Standing Committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members of the Executive Committee, or the Standing Committee or the relevant sub-committee (as the case may be), or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee, the Standing Committee, or the relevant sub-committee (as the case may be).

Disqualification of Members of the Executive Committee

48. The office of a member of the Executive Committee shall be vacated if he:
- (a) becomes bankrupt or makes any arrangement or a composition ~~or scheme of arrangement~~ with his creditors;
 - (b) is found lunatic or becomes of unsound mind;

- (c) resigns his office by notice in writing to the Association;
- (d) is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest in manner required by Section [536](#) of the Companies Ordinance;
- (e) becomes prohibited from being a member of the Executive Committee by reason of any order made under the provisions of the Companies Ordinance;
- (f) is convicted of an indictable offence; or
- (g) is removed by [an ordinary](#) resolution of the Association at general meeting.

49. 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 does so vote his vote shall not be counted.

General Meeting

50. Members in general meeting shall be the highest decision-making authority of the Association.

51. A general meeting shall be held once in every calendar year as part of the programmes on the Association's Home Coming Day (i.e. Munsang College Alumni Day) in Hong Kong and at such time and place as the Executive Committee may determine. Such general meeting shall be convened by the Executive Committee. In default of a general meeting being so held, a general meeting may be convened by any 40 Members [having the right to vote](#) in the same manner as nearly as possible as that in which meetings are to be convened by the Executive Committee.

52. The above mentioned general meetings shall be called annual general meetings, all other general meetings shall be called extraordinary general meetings.

53. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on the requisition of not less than 40 Members, having the right to vote.

54. Any requisition made by Members shall state the object of the meeting proposed to be called and shall be left at or posted to the registered office of the Association.

55. Upon the receipt of such requisition the Executive Committee shall forthwith proceed to convene a general meeting. If they do not proceed to convene the same within 21 days from the date of receipt of the requisition, the requisitionists may themselves convene a meeting.

56. 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 the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is

served or deemed to be served and of the day for which it is given, shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association, but the accidental omission to give the notice of a meeting to, or the non-receipt of the notice by any Member shall not invalidate the proceedings at any general meeting.

Proceedings at General Meetings

57. Persons entitled to be present at a general meeting shall be the members of the Executive Committee and the Members of the Association.

58. All business shall be deemed special that is transacted at an extraordinary general 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 Executive Committee and auditors and the election of members of the Executive Committee and the appointment of the auditors and the fixing of their remuneration if any.

59. No business shall be transacted at any general meeting unless a quorum of Members who are entitled to vote thereat is personally present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 40 such Members.

60. 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 following week, at the same time and place, and if at such adjourned meeting a quorum is not present all Members present who are entitled to vote thereat shall be a quorum.

61. The Chairman or in his absence the Vice-Chairman or in the absence of both the Secretary shall preside as chairman at every general meeting of the Association. If at any meeting the Chairman or the Vice-Chairman or the Secretary shall not be present within 30 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 Executive Committee shall preside, or if no member on the Executive Committee be present or willing to take the chair, the Members present who are entitled to vote shall choose one of their number to preside.

62. The chairman of the general meeting 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 in the meeting from which the adjournment took place. When a meeting is adjourned for fifteen days or more, notice of the adjourned meeting shall be given in the manner provided by Article 56 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.

63. At any general meeting, a resolution put to the vote of the meeting shall be decided on taking a poll and the result of the poll shall be deemed to be the resolution of the meeting.

64. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

Votes of Members

65. Every Member personally present and entitled to vote shall have one vote.

66. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote on a poll by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court, and any such committee, curator bonis, or other person may on a poll, vote by proxy.

67. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

68. On a poll votes must be given personally.

Expulsion of Members

69. If any Member shall wilfully refuse or neglect to comply with the provisions of the ~~Memorandum and~~ Articles of Association or any bye-laws, or shall be guilty of any misconduct or acting untruthfully towards the Association, to the detriment of the reputation of the Association or the College or acting immorally in public, such Member shall be liable to expulsion by a resolution of the general meeting provided that, he shall be given notice at least 14 days before the meeting at which such resolution is to be passed, and of the intended resolution for his expulsion, and he shall at such meeting and before the passing of such resolution have an opportunity of giving orally or in writing any explanation or defence he may think fit. A Member expelled under this Article shall forfeit all right in any claim upon the Association.

70. If any Member shall be adjudged bankrupt, he shall ipso facto cease to be a Member of the Association, and shall forfeit all rights in and claim upon the Association, but upon application being made by such Member to the Executive Committee stating the cause of such adjudication in bankruptcy, such Member may be re-admitted and restored to his former rights by the Executive Committee in its absolute discretion.

Notices

71. (a) Every Member shall give an address or other means of communication to the Association for serving notices. Notice may be served by the Association upon any Member, either (i) personally or (ii) by sending it through the post in a prepaid letter envelope, or wrapper, addressed to such Member at his place of address registered with the Association or (iii) by fax sent to the fax number notified by that Member to the Association and marked for the attention of such member. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope, or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and sent to the post office. A certificate in writing signed by any member of the Executive Committee that the letter, envelope, or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof. Any notice sent by fax shall be deemed to have been received by the relevant Member upon despatch with a report confirming complete transmission of such fax.

(b) Members changing their place of residence shall give due notice to the Secretary and furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default of notice of change of address) shall be considered as having been duly received by the Member.

Seal and Authentication of Deeds

72. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the Chairman or the Vice-Chairman of the Association and the Secretary, who shall also sign every instrument to which the seal of the Association is so affixed in their presence.

73. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

Funds, Accounts and Audit

74. All moneys received by the Association shall be deposited in banks carrying on business in Hong Kong as the Executive Committee shall from time to time in writing or by resolution appoint.

75. The funds of the Association shall not be used for any purpose other than those specified in the [Articles](#) of Association.

76. The Executive Committee shall cause true accounts to be kept of the moneys received and expended, and of the assets, credits and liabilities of the Association. The accounts shall be made up to and closed as at the 30th day of June in each year, and a balance sheet containing a summary of the assets and liabilities of the Association shall be prepared by the Executive Committee and audited by an auditor.

77. 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, and shall be opened at any time to the inspection of any member of the Executive Committee.

78. The Executive Committee may from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be opened to the inspection of Members other than the members of the Executive Committee and no Member shall have any right of inspecting any account or book or document of the Association except as conferred under applicable law or by the [Articles](#) of Association or authorised by the Executive Committee or by the Association in a general meeting.

79. The Executive Committee shall from time to time ~~in accordance with Section 122 and Section 129D of the Companies Ordinance~~ cause to be prepared and laid before the Association in general meeting such accounts, balance sheet and reports as are referred to in [Article 76 hereof](#).

80. 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 twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of general meeting of the Association.

81. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Companies Ordinance.

Representative in the Council of the Munsang College (SSB) Limited

82. The members of the Executive Committee shall elect among themselves a representative to serve on the Council of the Munsang College (SSB) Limited. Such representative shall hold office until the second ordinary meeting of the Council held next after his election but shall be eligible for re-election by the Executive Committee. If the representative is unable to perform his duty for whatever reason, the Executive Committee may re-elect a new representative to replace him.

Management Committee

83. (a) The Executive Committee shall nominate for each school established or carried on by the Association a management committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office, and each person so nominated shall make application to the Permanent Secretary for Education for registration as a manager in accordance with the Education Ordinance.

(b) The Executive Committee may remove or dismiss a member of a management committee from office and any member so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Executive Committee shall forthwith tender his resignation in writing to the Permanent Secretary for Education as a registered manager in accordance with the Education Ordinance. The office of a member of a management committee shall be vacated if he is disqualified to act as such by reason of the Permanent Secretary for Education either refusing to register him or cancelling his registration as a manager under Section 30 and 31 of the Education Ordinance.

(c) The Executive Committee shall nominate another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and each person so nominated shall make application to the Permanent Secretary for Education for registration as a manager in accordance with the Education Ordinance.

(d) A member of a management committee may be but need not necessarily be a member of the Executive Committee.

(e) It shall be the special responsibility of a school management committee to conduct the school in accordance with the Education Ordinance and in all respects to the satisfaction of the Permanent Secretary for Education.

Supervisors

84. (a) The Executive Committee shall with the agreement of the majority of the members of a school management committee nominate a member of the school management committee to be the supervisor of the school either for a fixed term or without any limitation as to

the period for which he is to hold such office and thereupon the school management committee shall recommend such person so nominated to the [Permanent Secretary for Education](#) for his approval in accordance with the Education Ordinance.

(b) The Executive Committee may remove or dismiss a supervisor from office and any supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Executive Committee shall tender forthwith his resignation in writing to the [Permanent Secretary for Education](#) as an approved supervisor in accordance with the Education Ordinance.

(c) The Executive Committee shall with the agreement of the majority of the members of a school management committee nominate another supervisor to replace one who has been removed or dismissed or whose term of office has expired and thereupon the school management committee shall recommend such person to the [Permanent Secretary for Education](#) for his approval in accordance with the Education Ordinance.

Bye-Laws

[85.](#) Subject to the terms of these Articles, the Executive Committee may from time to time make, add to, alter or repeal bye-laws for the regulation of the Association, its officers and the Members thereof or any section thereof and as to the use or enjoyment of the Association or any part thereof.

[86.](#) Any such alterations, addition or repeal of the existing or any new bye-laws or any additions thereto or alteration or repeal thereof, shall be binding on all Members. They shall be mailed to all Members and shall be entered in a book to be kept by the Secretary for that purpose and such book shall be open to the inspection of all Members.

Winding-up

[87.](#) 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 Hong Kong Dollar one dollar.

[88.](#) 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 6 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

Indemnity

89. Only in furtherance of the objects of the Association but not otherwise, a member of the Executive Committee or former member of the Executive Committee may be indemnified out of the Association's assets against any liability incurred by the member of the Executive Committee to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be), provided that such indemnity does not cover:-

(a) Any liability of the member of the Executive Committee to pay (i) a fine imposed in criminal proceedings; or (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(b) Any liability incurred by the member of the Executive Committee (i) in defending criminal proceedings in which the member of the Executive Committee is convicted; (ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the member of the Executive Committee; (iii) in defending civil proceedings brought on behalf of the Association by a Member or of an associated company of the Association, in which judgment is given against the member of the Executive Committee; (iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the member of the Executive Committee; or (v) in connection with an application for relief under section 903 or 904 of the Companies Ordinance in which the Court refuses to grant the member of the Executive Committee relief.

(c) A reference in paragraph (b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

(d) For the purposes of paragraph (c), a conviction, judgment or refusal of relief (i) if not appealed against, becomes final at the end of the period for bringing an appeal; or (ii) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

(e) For the purposes of paragraph (d)(ii), an appeal is disposed of if (i) it is determined, and the period for bringing any further appeal has ended; or (b) it is abandoned or otherwise ceases to have effect.