
Company Limited by Guarantee
And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
PUI KIU COLLEGE PARENT-TEACHER ASSOCIATION LIMITED
培僑書院家長教師會有限公司

(Latest amendments approved according to resolutions made in Annual General Meetings on 09th July 2020)

First: The name of the Company is “**PUI KIU COLLEGE PARENT-TEACHER ASSOCIATION LIMITED**
培僑書院家長教師會有限公司” (hereinafter referred to as “the Association”).

Second: The Registered Office of the Association will be situated in Hong Kong.

Third: The objects for which the Association is established are: -

- (1) To promote interactions communications and collaborations between parents and teachers of Pui Kiu College (hereinafter referred to as “the College”).
- (2) To cooperate with the College for implementation of its Mission and Vision.
- (3) To collaborate with the incorporated management committee (hereinafter referred to as “the IMC”) of the College.
- (4) To procure and conduct fair and transparent elections of parent managers as per Education Ordinance (Chapter 279).
- (5) To team up parents with teachers of the College for betterment of students’ welfare.
- (6) To participate in social and charitable activities.
- (7) To consult from parents and teachers of the College.
- (8) To make reflections to the management or administration of the College.
- (9) To encourage lifelong learning of students, parents and teachers of the College.
- (10) To participate in the management of the College as allowed by law.

- (11) To grant scholarships and to make donations to any educational institutions including the College and to their students.
- (12) To provide financially or otherwise for the relief of poverty or distress.
- (13) To provide financial assistance for education of people who are in need of assistance in their course of education.
- (14) To grant awards for recognition of various achievements of teachers and students.
- (15) To publish and distribute any periodicals, books, leaflets, reports or others through any media on anything pertaining to the objects of the Association.
- (16) To grant donations to any medical institution or any institution for the aged, the disabled or the poor.
- (17) To provide financial or other relief to victims of fire, flood, famine or other calamities.
- (18) To generally subscribe or donate money for any public charitable or benevolent object.
- (19) To employ or retain all such officers, servants, agents, consultants or trustees as may be required for the purposes of the Association.
- (20) To undertake and execute any trusts which may be conducive to its objects and to act as custodian trustee or manager of any property or fund for any charitable or religious institutions of a public character.
- (21) To subscribe to any charities, and to grant donation for any charitable or educational purposes.
- (22) To support and to aid financially or otherwise in the establishment and running of other establishments or institutions sharing any of the objects of the Association.
- (23) To purchase, maintain, improve, develop, manage, pledge, mortgage, let, lease, rent or sell, or otherwise deal with any property real or unreal, movable or immovable of the Association wherever in the world.
- (24) To invest and deal with any money of the Association not immediately required for use in such manner as the board of directors of the Association shall think fit.
- (25) To lend or extend any loan or give any credit or financial assistance or enter into any guarantee indemnity or financial obligations, with or without security in respect of the obligation of the Association or any third party on such terms or conditions as the board of directors of the Association shall think fit.
- (26) To borrow money or obtain credit with or without security with or without interests as the board of directors of the Association shall think fit.
- (27) To support or assist sponsor any functions or projects, including but not limited to contests, competitions, matches, exhibitions, conference or shows, whether local, international or overseas, so far as the board of directors of the Association shall think fit.
- (28) To donate, patron, give any donations subscriptions or other financial obligations to any funds of any charitable, educational or benevolent institution or venture anywhere in the world, so far as the board of directors of the Association shall think fit.
- (29) To accept subscriptions or to raise funds by lawful means or to accept any lawful payments.

- (30) To fully indemnify any member of the Association in respect of any liability incurred by any member in any action in connection with the furtherance of the objects of the Association.
- (31) To take such legal proceedings or other lawful steps as may from time to time be necessary for the protection of the interest reputation or properties of the Association.
- (32) To do all such other lawful acts deeds or things as are incidental or conducive to the attainment of any object or objects of the Association.

And it is hereby declared that the objects of the Association as set out above in each of the sub-clauses of this Clause 3 shall be separate distinct and independent objects of the Association and shall not be in any way limited by reference to any other paragraph or subparagraph or the order in which the same occurs or the name of the Association.

Fourth: The Association shall be a non-profit making corporation. The income and property of the Association, whensoever and wheresoever derived or received, shall be applied solely towards the promotion of the objects of the Association, as set forth in this Memorandum of Association, and no part 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 PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officers, members, servants, agents, employees, subcontractors, advisers or professional advisers retained by the Association, or to any member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not unreasonably exceeding a proper market rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Association.

Fifth: The liability of the members is limited.

Sixth: Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while the member is a member, or within 1 year afterwards, for payment of the debts and liabilities of the Association contracted before among themselves, such amount as may be required not exceeding HONG KONG DOLLARS TEN ONLY (HK\$10.00)

Seventh: If, upon 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 to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 of this Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or, failing such determination, by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

**ARTICLES OF ASSOCIATION
OF
PUI KIU COLLEGE PARENT-TEACHER ASSOCIATION LIMITED
培僑書院家長教師會有限公司**

Interpretation

1. In these Articles, if not inconsistent with the subject or context: -

"Annual General Meetings"	means the Annual General Meetings of the Association
"Articles"	means the Articles of Association herein and every modification thereof for the time being in force
"Assistant Principal(s)"	means the deputy or assistant principal(s) for the time being of the College
"Association"	means the abovenamed "PUI KIU COLLEGE PARENT-TEACHER ASSOCIATION LIMITED 培僑書院家長教師會有限公司" .
"Board" or "Board of Directors "	means the Board of Directors of the Association.
"Chairperson"	means the Chairperson of the Board of Directors
"College"	means Pui Kiu College
"Director(s)"	means the director or directors of the Board of Directors of the Association
"Ex Officio Members"	means the Ex Officio Members of the Association as referred to hereinafter, comprising the Principal, the Assistant Principals, and all Teachers for the time being of the College

"Member"	means a member of the Association so registered, comprising Parent Members, Ex Officio Members and Honorary Members of the Association
"Organizing Committee"	means a committee consisting of Parents and Teachers engaged in the incorporation the Association and all other preparation work in relation thereto
"Parents"	means natural or lawful parents or guardians of the Students
"Parent Manager(s)"	means parent manager(s) as defined in Education Ordinance (Chapter 279)
"Principal"	means the Principal for the time being of the College
"Students"	means the students for the time being enrolled in and studying at the College
"Subscribers"	means the persons who sign on the Memorandum of Association and the Articles of Association of the Association
"Teachers"	means the teachers for the time being of the College

Words importing masculine gender shall include the feminine gender and neuter gender and vice versa.

Words importing singular number shall include plural number.

Words importing persons shall include corporations.

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

Objects

- The objects for which the Association is established are set forth in the Memorandum of Association.

Members

- The number of Members with which the Association proposes to be registered is 10000, but the Board of Directors may from time to time register an increase of Members.
- The Subscribers to the Memorandum of Association of the Association shall be the first Members of the Association.
- The Board of Directors may subject to Article 6 herein from time to time in their absolute discretion admit any person as a Member of the Association. Application for membership shall be in such form or manner as the Board of Directors may from time to time determine.

6. There shall be THREE (3) categories of Members of the Association:
 - (a) PARENT MEMBERS
Parent Membership is open to all Parents and admitted as such by the Board of Directors upon approval of prescribed application and payment of annual subscription at such rate and in such manner as determined by the Board of Directors from time to time. All Parent Members shall pay the prescribed annual subscription in such manner as determined by the Board of Directors from time to time, which subscription is nonrefundable in whole or in part under any circumstances whatsoever. Unless otherwise generally or specifically determined by the Board of Directors, the membership of a Parent Member shall cease if that Parent Member shall fail to pay the prescribed annual subscription before the deadline for payment designated by the Board of Directors.
 - (b) EX OFFICIO MEMBERS
Ex Officio Membership is open to the Principal, the Assistant Principals and Teachers and admitted as such upon receipt by the Board of Directors notice of their intention to be Ex Officio Members of the Association. Ex Officio Membership will be renewed annually by such notice.
 - (c) HONORARY MEMBERS
The Board of Directors may from time to time appoint persons of significant contribution to the Association or the College as Honorary Members. Honorary Membership will be renewed annually by majority resolution of the Board of Directors. Such Members shall have the right to speak but not the right to vote elect or stand for election at any general meetings of the Association.
7. All Members (save and except Honorary Members) shall have inter alia the rights to speak elect and stand for election as Director of the Board of the Association.
8. Honorary Members shall have the right to receive notices of and attend with the right to speak at all general meetings of the Association.
9. The rights, privileges and interest of membership of the Association shall be personal to such Member and shall not be transferable, inheritable or charged in any manner. Any Member may determine or relinquish his or her membership of the Association by written notice to the Association. A Member may also be expelled from membership by ordinary resolution of the Association, whereupon such membership and all rights and privileges (if any) of the Member in the Association shall cease and be determined.
10. All Members shall abide by and observe these Articles, as well as rules, regulations or resolutions passed by the Board of Directors or general meetings of the Association from time to time. Any Member of the Association who has been in breach of these Articles or any such rules, regulations or resolutions, or who shall openly give or publish any speech or writing which is harmful to the interest of the Association, or who shall become bankrupt, or who shall become of unsound mind, or who shall be convicted of an indictable offence and be judged to be guilty shall be expelled from the Association upon a resolution passed at a meeting of the Board of Directors.

11. A Member shall cease to be a Member if the Member resigns by giving one (1) month's notice in writing to the Board of Directors, such cessation of membership to take effect at the expiration of such notice or on such earlier date as the Board of Directors may determine.

General Meetings

12. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next Provided that so long as the Association holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint.
13. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
14. The Board of Directors may, whenever they think fit, convene an extraordinary general meeting.

Notice of General Meetings

15. 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, and shall specify the place, the day and the hour of 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 persons as are, under the Articles of the Association, 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-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

And notwithstanding anything hereinabove, if any notice or documents are required to be given or sent to any Parent Member under these Articles, service of the notice or documents shall be deemed to be effected by handing over of the notice or documents through the College to the Student related to the Parent Member, and to have been effected on the date of receipt by the Student.

16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings of General Meetings

17. Save as otherwise provided herein, all Parent Members and all Ex Officio Members shall have the right to vote at all general meetings of the Association. Each such Member with voting right shall have one vote. Each Parent Member shall have only one vote irrespective of the number of children the Parent Member may have studying at the College.

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

19. 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 continues to be present until the conclusion of the meeting. Save as herein otherwise provided, 20 such Members or one-tenth (1/10) of the total number of Parent Members and Ex-Officio Members for the time being (whichever is lesser) having a right to vote at general meetings shall form a quorum.

20. The Association in general meeting shall subject to the Companies Ordinance (Chapter 32) have powers to consider and approve any amendments to the Memorandum and Articles of Association of the Association.

21. If within 15 minutes 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, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the Members present shall be a quorum.

22. The Chairperson, if any, of the Board of Directors shall preside as chairperson at every general meeting of the Association, or if there is no such Chairperson, or if he or she shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of the intention not to attend the meeting, the Directors present shall elect one of their number to be chairperson of the meeting.

23. The chairperson 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 at the meeting from which the adjournment

took place. When a meeting is adjourned for 60 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 the business to be transacted at an adjourned meeting.

And notwithstanding anything hereinabove, if any notice or documents are required to be given or sent to any Parent Member under these Articles, service of the notice or documents shall be deemed to be effected by handing over of the notice or documents through the College to the Student related to the Parent Member, and to have been effected on the date of receipt by the Student.

24. 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-

- (a) by the chairperson; or
- (b) by at least 2 Members present in person or by proxy.

Unless a poll be so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

25. Except as provided in Article 27, if a poll is duly demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is taken, shall be entitled to a second or casting vote.

27. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

28. All Members shall have the right to receive any notice of general meetings of the Association but only Parent Members and Ex Officio Members may vote at such meetings.

And notwithstanding anything hereinabove, if any notice or documents are required to be given or sent to any Parent Member under these Articles, service of the notice or documents shall be deemed to be effected by handing over of the notice or documents through the College to the Student related to the Parent Member, and to have been effected on the date of receipt by the Student.

29. On a poll votes may be given either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member of the Association.
31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
33. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit or forms that are admitted by the Board of Directors:

PROXY

PUI KIU COLLEGE PARENT-TEACHER ASSOCIATION LIMITED
培僑書院家長教師會有限公司

I, _____ (name)
of _____ (address) a member of the
PUI KIU COLLEGE PARENT-TEACHER ASSOCIATION LIMITED 培僑書院家長教師會有限公司 entitled to vote at
general meetings thereof hereby APPOINT _____ (name of proxy)
of _____ (address) to vote for me and on my
behalf at Annual General Meeting / Extraordinary General Meeting (as the case may be) to be held on the _____ day of
20____ and at any adjournment thereof.
As witness my hand this _____ day of _____ 20____

Directors

34. No person may be a Director unless that person is a Parent Member or an Ex Officio Member of the Association.

35. Unless otherwise determined by the Association in general meeting, the number of Directors of the Association shall not be less than twelve (12) and not more than twenty four (24). In the Board of Directors, there shall be not less than eight (8) and not more than sixteen (16) Parent Members and there shall be not less than four (4) and not more than eight (8) Ex Officio Members.

36. The Subscribers may appoint members of the Organizing Committee as the first Directors who shall as soon as practicable convene the first extraordinary general meeting (hereinafter referred to as "Inaugural Meeting") of the Association for election and appointment of new Directors, in a manner as these first Directors shall think fit. The term of office of the first Directors will expire upon the appointment of new Directors in the Inaugural Meeting. The term of office for Directors elected and appointed at the Inaugural Meeting shall commence at their respective appointments at the Inaugural Meeting and end at the closing of the first Annual General Meeting of the Association.

37. The respective numbers of Parent Members and Ex Officio Members for the Board of Directors to be elected in the next Annual General Meeting of the Association shall be determined by the current Board of Directors.

38. Save as aforesaid and subject to other articles herein, Directors shall be elected and appointed in each of the second subsequent Annual General Meetings of the Association in a manner as determined by the Board of Directors. The term of office for the Directors elected and appointed shall commence at the closing of the Annual General Meeting in which they are elected and shall end at the closing of the second years' Annual General Meeting.

39. In the year in which the election of Directors of the Association is to take place, the current Board of Directors shall before the election start to consult formally or informally from Members and then formulate regulations of election governing the time, place and manner for election of Directors.

40. Notwithstanding anything hereinbefore, the Principal, failing whom any one of the Assistant Principals, shall have the power without reference to the Board of Directors to appoint any Ex Officio Member to be a Director. Insofar as such appointment is not in conflict with Articles 35 and 37 hereinbefore, the Association in its Annual General Meeting shall approve the appointment of Directors in this manner without election. The term of office for the Directors so appointed shall commence at the closing of the Annual General Meeting in which their appointments are approved and shall end at the closing of the second years' Annual General Meeting.

41. The Principal and the Assistant Principals shall be the Honorary Advisor of the Board of Directors and they shall have the right to attend and speak but not to vote at all Board meetings. Nothing in this article shall restrict the rights of the Principal and the Assistant Principals in the capacity as a Director.

42. If the specific posts or functions of the elected Directors are not designated by the Association in Annual General Meeting, the Directors shall elect among themselves the following posts:

- one Chairperson (who shall be a Parent Member)
- five Vice-Chairpersons (three of whom shall preferably be Parent Members and two of whom shall preferably be Ex-Officio Members)
- two Secretaries (one of whom shall preferably be Parent Member and the other shall preferably be Ex-Officio Member)
- one Treasurer

Provided that the Board of Directors may from time to time determine and assign specific posts or functions to the other Directors not bearing the above offices.

43. Subject to the foregoing, the Board of Directors shall have power at any time, and from time to time, to appoint any Parent Member as Director to fill a casual vacancy in Parent Member directorship. If there is a casual vacancy in the Ex Officio Member directorship, the Principal, or failing whom any one of the Assistant Principals may appoint any Ex Officio Member at their sole discretion to fill the same. Any person so appointed to fill such a vacancy of the Board of Directors shall be subject to retirement at the closing of the second years' Annual General Meeting.

44. In the Board of Directors, there shall be at all times at least one Director from Parents of Students studying in Grade 1 to Grade 6 and at least one Director from Parents of Students studying in Grade 7 to Grade 12. The Board of Directors for the purpose of satisfying the aforesaid requirement of this Article shall notwithstanding any contrary provisions in these Articles, have power and exercise such power as soon as practicable to appoint one or more additional Director(s) at any time and from time to time through any process as it deems appropriate.

Provided that such appointed Director(s) shall be subject to retirement at the closing of the second years' Annual General Meeting.

Borrowing Powers

45. The Directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Powers and Duties of Directors

46. The business of the Association shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Companies Ordinance (Chapter 32) or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Companies Ordinance (Chapter 32) or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

47. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in such attorney.

48. 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 Board of Directors shall from time to time by resolution determine.

Disqualification of Directors

49. The office of Director shall be vacated if the Director-

- (a) becomes bankrupt or makes any arrangement or composition with creditors generally;
or
- (b) becomes prohibited from being a director by reason of any disqualification order made under the Companies Ordinance (Chapter 32); or
- (c) becomes of unsound mind; or
- (d) resigns his or her office by notice in writing to the Association.

50. A Director who is in any way, whether directly or indirectly, interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if such interest in the contract is material, shall declare the nature of such interest at a meeting of the

Directors and shall not vote in respect of any contract in which the Director is interested or any matter arising thereout, and if the Director does so vote such vote shall not be counted.

Rotation of Directors

51. A retiring Director shall be eligible for re-election.
52. The Association may by special resolution remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Association and such Director.
53. The Association may by ordinary resolution appoint another person in place of a Director removed from office under these Articles. Without prejudice to the powers of the Directors under Articles 43 and 44, the Association in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such a vacancy shall be subject to retirement at the closing of the second years' Annual General Meeting.

Proceedings of Directors

54. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Hong Kong.

55. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be 4. The Board of Directors shall have power at any time to invite any qualified or distinguished persons to be honorary advisers of the Association, and shall have power to invite them, or any persons, to attend or participate in any of the meetings of the Board but without the power of voting. Any meeting in which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Association for the time being vested in the Board of Directors.

56. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.

57. If at any Directors' meeting the Chairperson of the Board of Directors (if any) is not present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairperson of the meeting. The majority of hands shall decide all matters in Board meetings. In the case of equality of votes, the chairperson of the meeting shall have a second or casting vote.

58. The Board of Directors shall, as it deems appropriate, establish consultation and communication systems such that Parents of Students studying in different grades will have sufficient channels to submit their opinions.

59. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.

60. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the same, the committee members present may choose one of their number to be chairperson of the meeting.

61. 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 the case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

62. All acts done by any Director or committee appointed by Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there were some defects in the appointment of such Director committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such Director, committee or such person had been duly appointed and authorized.

63. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Parent Manager

64. The Board of Directors shall take all necessary steps to procure recognition by the incorporated management committee (hereinafter referred to as "the IMC") of the College.

65. The Board of Directors shall formulate regulations of election procedures of parent manager(s) as defined under Education Ordinance (Chapter 279) and shall take steps to ensure that the election mechanism is fair and transparent.

66. The Board of Directors shall ensure that arrangements for the election procedures of the Parent Manager (and/or alternative parent manager), including their subsequent changes and amendments, shall be properly documented and made known to Parents. The Board of Directors shall before making any changes or amendments to the election mechanism of Parent Manager (and/or alternative parent manager) consult from all Parents.

67. The Board of Directors shall observe and comply with all relevant provisions of the Education Ordinance (Chapter 279). The Board of Directors when formulating regulations for and conducting elections of Parent Manger (and/or alternative parent manager) shall take heed of the definition or interpretation of the term “parent” under the Education Ordinance (Chapter 279).

68. The period of nomination for the Parent Manager (and/or alternative parent manager) election shall at least be 21 days. If no one is nominated, the Board of Directors shall extend the deadline of nomination or postpone the Parent Manager (and/or alternative parent manager) election to another date as the Board of Directors shall think fit.

69. The period between the date of voting for Parent Manager (and/or alternative parent manager) election and the deadline of nomination shall at least be 14 days.

70. The voting for Parent Manager (and/or alternative parent manager) election shall be conducted by secret ballot, such that electors are not allowed to put down their names or any other marks of identification on the ballot paper.

71. Unless inconsistent with provisions of Education Ordinance (Chapter 279), the following shall be observed in the elections of Parent Manger (and/or alternative parent manager):

- (a) Only the parent of a current Student of the College qualifies as a candidate for Parent Manager (and/or alternative parent manager) election.
- (b) All parents of current Students of the College are eligible to vote in such election.
- (c) A Teacher of the College who is the parent of a current Student of the College shall not qualify as a candidate for Parent Manager (and/or alternative parent manager) election but shall have the right to vote in such election.
- (d) Every parent of current Students of the College shall have only one vote in such election irrespective of the number of children that parent may have studying at the College.
- (e) In such election, all parents of current Students of the College have equal voting right.

72. The Board of Directors may assign an officer (hereinafter referred to as “the Returning Officer”) to monitor the nominations and supervise the issue of ballot papers and counting of votes for the Parent Manager (and/or alternative parent manager) election. The Returning Officer may be elected amongst the Directors or a Teacher appointed by the College, as the Board of Directors shall think fit, provided that the Returning Officer must not be a candidate for the Parent Manager (and/or alternative parent manager) election.

73. The Board of Directors may during Parent Manager election process conduct at the same time in a fair and transparent manner the election of the alternate parent manager when deemed expedient.

Honorary Advisors

74. The Board of Directors may appoint any persons, whether being Member(s) or not, as it thinks fit as Honorary Advisors for such term as it may in its absolute discretion determine.

Seal

75. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Board of Directors for the purpose.

Accounts

76. The Directors shall cause proper books of account to be kept with respect to-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association;
 - (c) the assets and liabilities of the Association; and
 - (d) All other matters necessary for showing the true state and condition of the Association.
77. The books of account shall be kept at the registered office of the Association, or, subject to the Companies Ordinance (Chapter 32), at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

78. The Directors shall from time to time determine whether and 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 open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board of Directors or by the Association in general meeting.
79. The Directors shall from time to time in accordance with the Companies Ordinance (Chapter 32), cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Companies Ordinance (Chapter 32).
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 Directors' report and a copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Association:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

And notwithstanding anything hereinabove, if any notice or documents are required to be given or sent to any Parent Member under these Articles, service of the notice or documents shall be deemed to be effected by handing over of the notice or documents through the College to the Student related to the Parent Member, and to have been effected on the date of receipt by the Student.

Audit

81. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Companies Ordinance (Chapter 32).

Notices

82. A notice may be given by the Association to any Member either personally or by sending it by post to the Member or to the Member's registered address, or (if such Member has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by such Member to the Association for the giving of notice to the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

And notwithstanding anything hereinabove, if any notice or documents are required to be given or sent to any Parent Member under these Articles, service of the notice or documents shall be deemed to be effected by handing over of the notice or documents through the College to the Student related to the Parent Member, and to have been effected on the date of receipt by the Student.

83. Notice of every general meeting shall be given in any manner hereinbefore authorized to-
- (a) every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
 - (b) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings. And notwithstanding anything hereinabove, if any notice or documents are required to be given or sent to any Parent Member under these Articles, service of the notice or documents shall be deemed to be effected by handing over of the notice or documents through the College to the Student related to the Parent Member, and to have been effected on the date of receipt by the Student.

Miscellaneous

84. Subject to the relevant provisions of the Companies Ordinance (Chapter 32), if any prosecution, action or suit at law be commenced against any members of the Board of Directors, officer, secretary, agent, employee or the auditor of the Association for anything done by any one of them in the proper or reasonable discharge of their duties, such person or persons shall be defended at the cost of and indemnified by the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Board of Directors from time to time, provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

85. The right of interpretation to the above Memorandum and Articles of Association of the Association is entirely vested in the Board of Directors, subject to any resolutions as may be passed to the contrary in general meetings of the Association. Save as aforesaid, the interpretation by the Board of Directors on any content of the Memorandum and Articles of Association of the Association and any matters arising therefrom shall be conclusive.

86. Clause Seventh of the Memorandum of Association of the Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the provisions therein were repeated in these Articles.

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