

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ST. CLARE'S PAST STUDENTS' ASSOCIATION LIMITED
聖嘉勒女書院舊生會有限公司

Incorporated the 【 】 day of 【 】 2013

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
ST. CLARE'S PAST STUDENTS' ASSOCIATION LIMITED
聖嘉勒女書院舊生會有限公司

1. **NAME**

The name of the Company (the "Association") is "ST. CLARE'S PAST STUDENTS' ASSOCIATION LIMITED (聖嘉勒女書院舊生會有限公司)".

2. **REGISTERED OFFICE**

The registered office of the Association will be situated in the Hong Kong Special Administration Region.

3. **OBJECTS AND POWERS**

The objects for which the Association is established are: -

- (a) To carry on a non-profit making undertaking to promote and foster close relationship and contact among past students of St. Clare's Girls' School (the "School").
- (b) To promote and encourage social interaction among past students of the School.
- (c) To further the interests and welfare of past and present students of the School and to create a bond of fellowship between them.
- (d) To promote and foster close relationship, contact and social interaction among the past and present students and the teaching and administrative staff of the School and to provide facilities for such purpose.
- (e) To promote, support, contribute to or otherwise assist the School in all its activities and projects when necessary whether by the provision of scholarships,

bursaries, prizes, financial assistance, facilities, manpower, human resources or otherwise.

- (f) To co-operate with the School and other bodies, associations or organizations having objects similar to the objects of the Association.
- (g) To promote and carry out the motto of the School of “Veritas Vincit (Truth Conquers) (真理必勝)”.
- (h) To promote education, religion, teaching, learning, art, science, technology and research.
- (i) To provide aid, relief and comfort to the poor, the suffering, the sick, the aged, the physically or mentally disabled and those in need of protection.
- (j) To combat and to prevent disease, illness and poor health.
- (k) To provide aid, relief and comfort to victims of flood, earthquake, drought, famine, war, civil disturbance or any other natural or man-made disaster or calamity.
- (l) To protect and safeguard the environment and the countryside.
- (m) To carry out and perform all or any other acts, works enterprises or things as are of a benevolent or charitable nature.
- (n) To provide facilities and promote co-operation amongst members of the Association in pursuing the objects of the Association.
- (o) In furtherance of the above objects but not otherwise the Association shall have the following powers: -
 - (1) To apply for, invite, collect and receive donations, gifts, grants, subscriptions, bequests, endowments and other assistance and benefits from members of the Association, private individuals, associations, companies, corporations or authorities.
 - (2) To grant scholarships, bursaries or any other financial assistance or subsidies to students of all levels, to promote education, research and development and to provide lectures, seminars, libraries, exhibitions, meetings, classes and conferences with the view of directly or indirectly advancing the cause of education, whether general, professional or technical and such other similar facilities.
 - (3) To promote and hold either alone or jointly with any other associations, companies, clubs or persons, outings, trips, visits, meetings, competitions and activities of all kinds, and to offer gifts and contribute towards prizes,

medals and awards therefor and to promote, give or support any activities or gatherings as the Association may think fit.

- (4) To establish and carry on in the Hong Kong Special Administrative Region or elsewhere non profit-making schools, colleges, kindergartens, nurseries or any other educational institutions where students may obtain a quality education integrated with Catholic teachings.
- (5) To carry out, establish, construct, maintain, improve, manage and superintend or to assist or otherwise involve in the carrying out, establishment, construction, maintenance, improvement, management or superintendence of other schools or colleges or institutions for educational purpose.
- (6) To establish, undertake, superintend, administer, manage and contribute to any benevolent or charitable 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.
- (7) To make subscriptions or give donations to the funds of any charitable or benevolent institution or project, and to establish, promote or assist in establishing or promoting, and to subscribe to or to become a member of any other association or club or company the establishment or promotion of which may be beneficial to the Association.
- (8) To acquire by purchase, gift or otherwise, take on lease or in exchange, hire or otherwise acquire any land and hereditaments of any tenure and messuages and tenements and any estate or interest in any land or hereditaments, messuages or tenements and any rights, easements or privileges to any land or hereditaments messuages or tenements belonging or appertaining or therewith at any time used or enjoyed for such consideration whether wholly or partly of a pecuniary nature as the Association shall think fit.
- (9) To lay out and prepare for building purposes any land belonging to the Association or in which it is interested and to improve and develop any such land by reclaiming, draining, planting, clearing or otherwise dealing with the same and to construct or procure the construction thereof or on some part thereof of all kinds of buildings and in particular of school campus, laboratories, dwelling houses, club house, shops, workshops and to alter, pull down, rebuild, repair, maintain, decorate and furnish any buildings or erections situated on any such land.
- (10) To construct and maintain, or contribute to works and conveniences as the Association may think directly or indirectly conducive to the development of any land or hereditaments, messuages or tenements or

any estate or interest therein respectively in which it is for the time being interested.

- (11) To manage, demise and let, agree to demise and let, accept surrenders of, mortgage, sell, absolutely dispose of, turn to account, surrender to the Government, grant rights of way over, give in, exchange or otherwise howsoever to deal with or dispose of all or any or either or any part or parts of the Association's land and hereditaments, messuages and tenements or any estates or interest therein respectively.
- (12) To enter into any agreement with the Government or any authority whether local or otherwise that may be conducive to the objects of the Association or any of them or to obtain from Government or any such authority any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights and concessions.
- (13) To carry on the business of restaurant, cafe, tavern, refreshment-room and lodging-house keepers, surveyors, caterers for public amusements generally, proprietors of clubs, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and place of amusement, recreation, sport, entertainment and instruction of all kinds and health clinics, homes for aged, sick, youth or underprivileged and any other business which can be conveniently carried on in connection therewith.
- (14) To borrow any money required for the purposes of the Association upon such terms and on such securities as may be determined by the Association in a general meeting.
- (15) To borrow or raise or give security for monies required for the purposes of the Association in such manner and on such terms and security as the Association shall think fit whether by loan or credit facilities, or by the issue of or upon, bonds, debentures, bills of exchange, promissory notes and other obligations or securities of the Association, or by mortgage or charge or pledge upon all or any part of the property (whether present or future) of the Association.
- (16) To enter into, takeover, negotiate or otherwise acquire, any agreements, contracts for construction, equipping, buying, selling or otherwise whatsoever which the Association may think necessary, desirable or convenient for the purposes of the Association, and at any time and from time to time to vary, modify or alter any such contract or agreement.
- (17) To transfer all or any part of the property, assets, liabilities and engagements of this Association to the Government, the School and/or any approved charitable organizations as and when the Association may think desirable.

- (18) To establish agencies in any part of the world and to regulate and discontinue the same.
- (19) To carry on in such manner and in such place or places, either in the Hong Kong Special Administrative Region or elsewhere as the Association may think fit or proper, any other business, which may seem to the Association capable of being conveniently carried on in connection with the business of the Association or calculated directly or indirectly to enhance the value of or render profitable any of the Association's property or rights.
- (20) To undertake or enter into any contract or arrangement in connection with the undertaking or property or any company in which the Association is interested.
- (21) To engage in the Hong Kong Special Administrative Region or elsewhere in any business or transaction within the limits of the Association's objects, in conjunction with any other person, corporation, company or firm, and to hold shares, stock or bonds in any such person, corporation, company or firm.
- (22) To enter into arrangements for partnership, sharing profits, reciprocal concessions, cooperation or otherwise with any organization, corporation or person having objects altogether or in part similar to those of the Association or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association.
- (23) To sell, turn to account or otherwise dispose of the business or undertaking of the Association or any part thereof, including any shares, stock, bonds, debentures, mortgages or other obligations or securities or any or either of them, any estate, rights, property, privileges or assets of any kind.
- (24) To improve, manage, develop, lease or otherwise deal with all or any part of the assets, rights and privileges of the Association.
- (25) To establish and support, and to aid in the establishment and formation and support of, any other organization formed for all or any of the objects of the Association or any charitable associations or institutions and to subscribe or guarantee for payment of moneys which may directly or indirectly benefit the Association.
- (26) To take such steps whether by personal or written appeals, public meetings, campaigns, social performances, concerts, dramas, film shows, dinners, gatherings or otherwise, as may from time to time be deemed expedient for the purpose of raising money for or procuring contributions

to the funds of the Association in the form of donations, annual subscriptions or otherwise.

- (27) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property and in such manner as may from time to time be determined.
- (28) To adopt such means of making known the name of the Association as the Association may think fit and in particular by advertising in the press or other media, by circulars, by purchase and exhibition of works of art and interest, by publication of books and periodicals, and by granting prizes, rewards and donation.
- (29) To print, publish, distribute and sell any periodicals, books, magazines, brochures or leaflets in any media.
- (30) To establish and maintain websites on the internet and to engage in any form of electronic communications and electronic commerce.
- (31) To device, develop, purchase, or otherwise acquire any trade marks, service marks, patents, designs, copyrights, formulae, secret processes, licences, concessions, and the like in any part of the world, which may directly or indirectly benefit the Association and to use, register, develop and turn to account such property, and/or grant rights and licences in respect thereof to such bodies or persons and on such terms and conditions as the Association may see fit.
- (32) To undertake and execute any trusts which may lawfully be undertaken by the Association and to act as trustee for the members of the Association and as such trustee to receive and hold money and other property in trust for them.
- (33) To employ and remunerate and, from time to time if thought fit, dismiss and replace with others such employees, staff, lawyers, accountants, surveyors and other professional or non-professional advisers or consultants as may be considered expedient by the Association.
- (34) To obtain any enactment or other for enabling the Association to carry any of its objects into effect or for effecting any modification of the Association's constitution or for any other purpose which may seem expedient.
- (35) To vest any real or personal property, rights or interest acquired or belonging to the Association in any person for the benefit of the Association with a declaration in favour of the Association.
- (36) To procure the Association or its branches or branch registers or

subsidiaries or affiliates to be registered or recognized in any part of the world.

- (37) To co-operate with any local or public authority or other body.
- (38) To liaise with, and to enter into any arrangement or union or joint venture or co-operation of any type with, or to form or incorporate or set up sub-groups and/or interest groups and/or subsidiaries and/or associates and/or affiliates and/or branches, whether inside and/or outside Hong Kong, whether with past students or persons associated with the School at present or in the past, or with any other persons or organizations, for the benefit of the Association, or in furtherance of any objects of the Association.
- (39) To support or oppose any proceedings or applications which may directly or indirectly benefit or prejudice the Association's interest or which may promote any of the objects of the Association.
- (40) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the incorporation and registration of the Association.
- (41) To arrange for the election of, and to nominate an alumnus or such number of alumni as Alumni Manager(s) for the Incorporated Management Committee of the School in accordance with section 40AP of the Education Ordinance (Cap.279 of the Laws of Hong Kong), any other applicable laws and regulations effective from time to time.
- (42) To do all such other acts, works, enterprises or lawful things as of a nature which are incidental or conducive to the attainment of the above objects or any of them.

4. USE OF INCOME AND PROPERTY

The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

5. REMUNERATION, INTEREST AND RENT

Notwithstanding the provisions of Clause 4 of this Memorandum of Association, nothing herein contained shall prevent the payment, in good faith, of reasonable and proper remuneration to, and reasonable out-of-pocket expenses incurred by, any officer or servant of the Association or any member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at

a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans on money lent or reasonable and proper rent for premises demised or let, by any member to the Association, but so that no member of the Executive Committee or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or month's worth shall be given by the Association to any such person except as provided in this Clause 5.

6. LIMITED LIABILITY

The liability of the members of the Association is limited.

7. CONTRIBUTION TO ASSETS

Every Ordinary Member and Life Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while she/he is a member, or within one (1) year after she/he has ceased to be a member, for payment of the debts and liabilities of the Association contracted before she/he ceased 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 but not exceeding HK\$100.

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

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

Names, Addresses and Descriptions of Subscribers

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

Names, Addresses and Descriptions of Subscribers

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

Dated the day of 2013

WITNESS to the above signatures:

(SD.) **【Name】**
【Address】

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
ST. CLARE'S PAST STUDENTS' ASSOCIATION LIMITED
聖嘉勒女書院舊生會有限公司

DEFINITIONS

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

- | | |
|-----------------------|---|
| “Associate Member” | means a person being either a past or present member of the teaching staff of the School who has been registered by the Executive Committee to be an Associate Member of the Association upon such terms and conditions as the Executive Committee may from time to time determine. |
| “Association” | means the Company incorporated as “ST. CLARE'S PAST STUDENTS' ASSOCIATION LIMITED 聖嘉勒女書院舊生會有限公司”. |
| “Chairman” | means the person for the time being elected to hold the office of Chairman of the Executive Committee, or during her absence the Vice-Chairman. |
| “Executive Committee” | means the Executive Committee for the time being of the Association, whose members shall be deemed to be directors for the purposes of the Ordinance. |
| “Honorary Member” | means a person not being an Associate Member, an Ordinary Member or a Life Member but in general agrees with and supports the objectives and purposes of the Association or of any of its |

committees or sub-committees or who has, in the opinion of the Executive Committee, rendered distinguished service towards the attainment of the objectives and purposes of the Association or the School or who is, in the opinion of the Executive Committee, of eminent attainment, rank, situation or position and who has been invited by the Executive Committee to act as an Honorary Member of the Association for such term and upon such terms and conditions as the Executive Committee may from time to time determine.

- “Life Member” means a person who is a past student of the School who has completed at least one (1) academic year at the School and has duly paid the entry fee as determined by the Executive Committee and has been admitted by the Executive Committee to be a Life Member of the Association and whose name appears on the Register of Members of the Association for the time being.
- “Members” means Ordinary Members, Life Members, Associate Members, Honorary Members and such other categories of Members as the Executive Committee shall from time to time think fit pursuant to Article 3.
- “Office” means the registered office, for the time being, of the Association.
- “Ordinance” means the Companies Ordinance, Chapter 32 of the laws of Hong Kong.
- “Ordinary Member” means a person who is a past student of the School who has completed at least one (1) academic year at the School and has duly paid the entry fee and annual subscription fee as determined by the Executive Committee and has been admitted by the Executive Committee to be an Ordinary Member of the Association whose name appears on the Register of Members of the Association for the time being.
- “Register” means the Register of Members of the Association to be kept pursuant to section 95 of the Ordinance.
- “School” means St. Clare’s Girls’ School.

- “Seal” means the common seal of the Association.
- “Secretary” means the person appointed or elected to perform the duties of the secretary of the Association.

References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

MEMBERSHIP

2. The number of Members with which the Association proposes to be registered shall be unlimited.
3. The Association shall consist of Ordinary Members, Life Members, Associate Members, Honorary Members and such other categories of Members as the Executive Committee shall from time to time think fit provided that such other categories of Members shall not be entitled to receive notice of or attend or vote at general meetings of the Association or be eligible to be elected to any offices or other membership of the Executive Committee provided however that the Executive Committee shall have the power to invite any one or more of such other categories of Members to attend any general meeting or any meeting of the Executive Committee or of any committee or of any sub-committee as the Executive Committee may from time to time think fit.
4. The subscribers to the Memorandum of Association and such other persons falling within Articles 5, 6 and 7 below as the members of the Executive Committee shall admit to membership shall be Members of the Association. The rights and privileges of a Member shall be personal to herself and shall not be transferable by a Member by her own act or by operation of law and shall cease upon her death or upon her ceasing for any reason to be a Member of the Association.
5.
 - (a) Any past student of the School over the age of 18 years of good character who has completed at least one (1) academic year at the School is eligible to apply to the Executive Committee to be admitted as an Ordinary Member or a Life Member of the Association.
 - (b) Every application to be an Ordinary Member or a Life Member of the Association shall be in writing in such form as the Executive Committee shall from time to time prescribe. Such applications shall be considered by the

Executive Committee. The Executive Committee shall have power to decide whether to accept or reject an application or to postpone such decision and is not bound to assign any reason for making any such decision.

6. Any past and present staff of the School is eligible to apply to the Executive Committee to be admitted as an Associate Member of the Association upon such terms and conditions as the Executive Committee may from time to time determine. An Associate Member shall not be required to pay any membership fees or to contribute to the assets of the Association in the event of its being wound up, and shall not be entitled to receive notice of and attend and vote at general meetings of the Association save for any resolution(s) relating to election of office bearers and shall not be eligible to be elected to any offices of the Executive Committee and/or Alumni Manager(s) provided however that the Executive Committee shall have the power to invite any one or more of the Associate Members to attend any general meeting or any meeting of the Executive Committee or of any of its committees or sub-committees as the Executive Committee may from time to time think fit. The Executive Committee shall have the power to terminate the membership of any Associate Member if it considers that it is in the interests of the Association to do so.
7. The Executive Committee shall have the power to invite past or present principals, staff or students of the School, who has, in the opinion of the Executive Committee, rendered distinguished contribution towards the attainment of the objectives and purposes of the Association or the School or who is, in the opinion of the Executive Committee, of eminent attainment, rank, situation or position to be admitted as Honorary Members of the Association for such term and upon such terms and conditions as the Executive Committee may from time to time determine. Honorary Members shall not be required to pay any membership fees or to contribute to the assets of the Association in the event of its being wound up and shall not be entitled to receive notice of or attend or vote at general meeting of the Association or be eligible to be elected to any offices or other membership of the Executive Committee provided however that the Executive Committee shall have the power to invite any one or more of the Honorary Members to attend any general meeting or any meeting of the Executive Committee or of any of its committees or sub-committees as the Executive Committee may from time to time think fit. The Executive Committee shall have the power to terminate the membership of any Honorary Member if it considers that it is in the interests of the Association to do so.
8. A Member may terminate her membership at any time upon one (1) month's prior notice in writing to the Executive Committee but will remain liable to pay to the Association all moneys which, at the time of her ceasing to be a Member shall be due from her to the Association.
9. Every Member on joining the Association impliedly undertakes to comply with these Articles, and any refusal or neglect to do so, or any conduct unworthy of a Member or is materially detrimental to the interests of the Association or the School, shall render a member liable to expulsion by a resolution of the Executive Committee or of an annual or extraordinary general meeting provided that at least three (3) weeks before

such meeting she shall have had written notice of the meeting and of the allegations made against her and of the intended resolution, and that she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence she may think fit. A Member expelled under this Article shall forfeit all her rights and privileges in, and claims upon, the Association and its property but will remain liable to pay to the Association all moneys which, at the time of such expulsion shall be due from her to the Association.

MEMBERSHIP FEES

10. Each Ordinary Member and Life Member shall pay such membership fees as shall from time to time be determined by the Executive Committee including but not limited to such subscription fees as shall be payable upon the making of an application to be an Ordinary Member or a Life Member of the Association provided that the Executive Committee has power to waive or reduce the membership fees including the subscription fees payable by any Ordinary Member(s) or Life Member(s). An existing Life Member of St. Clare's Past Students Association applying to become a Life Member of the Association shall not be required to pay any subscription fees for the purposes of joining the Association as a Life Member if she had prior to incorporation of the Association, fully paid up all membership fees due to St. Clare's Past Students Association. Likewise, an existing Ordinary Member of St. Clare's Past Students Association applying to be an Ordinary Member of the Association shall not be required to pay any entry fee and annual subscription fee of the current financial year (or a pro rata amount for the remaining term of the current financial year) for the purposes of joining the Association as an Ordinary Member if she had prior to the incorporation of the Association, fully paid up all membership fees due to St. Clare's Past Students Association. Until and unless the Executive Committee shall otherwise determine, the entry fee and annual subscription fee payable by each category of Member shall be as follows:

- (a) Ordinary Member:
 - Entry Fee : HK\$50
 - Annual Subscription Fee : HK\$50

- (b) Life Member:
 - Entry Fee : HK\$500
 - Annual Subscription Fee : Nil

- (c) Associate Member:
 - Entry Fee : Nil
 - Annual Subscription Fee : Nil

- (d) Honorary Member:
 - Entry Fee : Nil
 - Annual Subscription Fee : Nil

GENERAL MEETINGS

11. 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 notice calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next. Provided that so long as the Association holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. Extraordinary general meetings shall also be convened on requisitions of Ordinary Members and/or Life Members in accordance with section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient members of Executive Committee capable of acting to form a quorum of the Executive Committee, any member of Executive Committee or any thirty (30) Ordinary Members and/or Life Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

14. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and a meeting of the Association other than an annual general meeting shall be called by not less than 14 days' notice in writing. 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, date and time of the meeting and, in the 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 these 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 an annual general meeting, by all the Ordinary Members and Life Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Ordinary Members and Life 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 Ordinary Members and Life Members entitled to attend and vote at the meeting.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Ordinary Member and/or Life Member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. 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 Executive Committee and auditors, the election of members of Executive Committee in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
17. No business shall be transacted at any general meeting unless a quorum of Members 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, thirty (30) Ordinary Members and/or Life Members shall be a quorum.
18. 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 Ordinary Members and/or Life 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, time and place as the Executive Committee may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Ordinary Members and/or Life Members present shall be a quorum.
19. The Chairman shall preside as chairman at every general meeting but if at any meeting she is not present at the time appointed for holding the meeting or is unwilling to preside, the Vice-Chairman or, if she is absent, the members of the Executive Committee present shall choose one of their Members to preside as chairman. If no member of the Executive Committee is present, the Ordinary Members and/or Life Members present shall elect one of their own Members as chairman of the meeting.
20. The chairman of a 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 30 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.
21. 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 chairman of the meeting; or
- (b) by at least two (2) Ordinary Members and/or Life Members present in person or by proxy; or
- (c) by any Ordinary Members and/or Life Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Ordinary Members and/or Life Members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried 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.

- 22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the chairman 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.
- 23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 24. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 25. The Executive Committee may invite such persons to attend any general meeting as observers or to exclude any observers from any general meeting or part thereof as the Executive Committee may from time to time think fit.

VOTES OF MEMBERS

- 26. Every Member except Associate Member and Honorary Member shall have one (1) vote.
- 27. No Member shall be entitled to vote at any general meeting unless all moneys payable by her to the Association in her capacity as Member, and which have been outstanding for more than one (1) month after they fell due for payment, have been paid.

28. On a poll votes may be given either personally or by proxy. On a show of hands Life Members and/or Ordinary Members present only by proxy shall have no vote.
29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of her attorney duly authorized in writing. A proxy need not be a Member of the Association.
30. 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 Office or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than forty-eight (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 twenty-four (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.
31. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

“ ST. CLARE’S PAST STUDENTS’ ASSOCIATION LIMITED
聖嘉勒女書院舊生會有限公司

I, _____ of _____,
a member of the above named Association hereby appoint
of _____
or failing him/her _____ of _____
as my proxy to vote for me and on my behalf at the [annual or extraordinary, as the
case may be] general meeting of the Association to be held on the _____ day
of _____, and at any adjournment thereof.

As witness my hand this _____ day of _____ 20 ____.”

32. Where it is desired to afford Members as opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

“ ST. CLARE’S PAST STUDENTS’ ASSOCIATION LIMITED
聖嘉勒女書院舊生會有限公司

I, _____ of _____,
being a member of the above named Association, hereby appoint
of _____
or failing him/her _____ of _____
as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case
may be] general meeting of the Association to be held on the _____ day of _____

20 , and at any adjournment thereof.

As witness my hand this day of 20 .

This form is to be used in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he/she thinks fit.”

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor 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 Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

EXECUTIVE COMMITTEE

35. Unless otherwise determined by the Association in general meeting, the Executive Committee which shall comprise not less than seven (7) and not more than twenty (21) persons. A member of the Executive Committee must be an Ordinary Member or a Life Member of the Association at the time of her appointment or election as a member of the Executive Committee and remain as such whilst being a member of the Executive Committee. The Executive Committee shall consist of the following officers: -
 - (a) a Chairman who (except the first and second Chairman) must have served on the Executive Committee for at least two (2) years (from the date she was first appointed or elected);
 - (b) two (2) Vice-Chairmen, each of whom (except the first Vice-Chairmen) must have served on the Executive Committee for at least one (1) year (from the date she was first appointed or elected);
 - (c) an Honorary Secretary;
 - (d) an Honorary Treasurer;

and at least two (2) but not more than sixteen (16) other members appointed or elected as in accordance with Articles 36, 50 to 54, 56 and 58. A member of Executive Committee shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association but shall receive no salary or remuneration.

36. The names of the first officers and members of the Executive Committee shall be determined in writing by the subscribers to these Articles or a majority of them and

shall hold office until the conclusion of the first annual general meeting.

37. An officer or other member of the Executive Committee may at any time during the period of her office or other membership of the Executive Committee resign her position as such officer or other member of the Executive Committee by giving notice in writing to the Association in accordance with section 157D(3)(a) of the Ordinance.
38. The members of the Executive Committee shall have power at any time and from time to time to appoint any person to be a member of the Executive Committee, either to fill a casual vacancy or as an addition to the existing Executive Committee, but so that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles. Any person so appointed shall hold office only until the next annual general meeting of the Association and shall be eligible for re-election but shall not be taken into account in determining the officers and members of the Association who are to retire by rotation at such annual general meeting.
39. The Association may from time to time by ordinary resolution increase or reduce the number of members of the Executive Committee.
40. Save and except the term for the first officers and members of the Executive Committee as provided in Article 36 hereinabove, the term of office of the Executive Committee Members is three (3) years. A retiring officer or member of the Executive Committee shall be eligible for re-election.

BORROWING POWERS

41. The members of the Executive Committee may exercise all the powers of the Association or any part thereof so far not required by the Ordinance or these Articles be exercised by the Association in general meetings to borrow money and to mortgage or charge its undertaking and property, or any part thereof.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

42. The business of the Association shall be managed by the members of the Executive Committee, who may pay all expense incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to any regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, provided that no such regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.
43. All cheques drawn on the Association's bank account or accounts, all orders for payment, promissory notes, drafts, bills of exchange and other negotiable instruments

made or issued by the Association, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.

44. Without prejudice to the general powers conferred by Article 42 hereof the Executive Committee shall have power: -

- (a) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Association;
- (b) To lease, purchase or otherwise acquire for the Association any property, rights and privileges at such terms and conditions as they think and to pay for the same either in cash, debentures or other securities of the Association;
- (c) To enter into such contacts and do all such lawful acts and things as they may think expedient for the purposes of the Association;
- (d) To make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Executive Committee may think desirable in carrying on the business of the Association;
- (e) To appoint and at their discretion remove or suspend managers, agents, secretaries, clerks, servants and workmen for carrying on the business of the Association, and to determine the powers and duties of such persons and fix their salaries or emoluments and to sanction the payment of the same out of the funds of the Association;
- (f) The Executive Committee may, subject to such conditions as it may from time to time think fit, delegate in writing any of its powers including, without limitation, powers to establish, undertake, superintend, raise, administer, invest, utilize and manage any fund or funds of the Association, to committees or sub-committees to be appointed by it, consisting of such persons (whether or not Members of the Association) as the Executive Committee may think fit, and may from time to time revise such conditions and/or revoke such delegation or revoke the appointment of and discharge any such committees or sub-committees either wholly or in part and either as to persons or purposes. Any committees or sub-committees so formed shall, in the exercise of the powers so delegated, conform to these Articles and any regulations that may from time to time be imposed on them by the Executive Committee. Such committees and sub-committees shall also advise the Executive Committee on such matters as may be requested by the Executive Committee from time to time and shall report periodically to the Executive Committee and be responsible and accountable at all times to the Executive Committee in respect of the exercise by them of the powers delegated to them by the Executive

Committee.

- (g) The Executive Committee may, subject to such conditions as it may from time to time think fit, set up such branches, branch registers, sub-groups, clubs and/or interest groups, whether within or outside Hong Kong, as the Executive Committee may from time to time think fit, including authorizing any of them to fix and/or levy payment of such fees and/or such rules for membership thereof subject always to them being responsible and accountable to the Executive Committee.
 - (h) To appoint any company, firm or person or body of persons to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions and for such period and subject to such conditions as they may think fit;
 - (i) To investigate any charge of misconduct against any members of the Association;
 - (j) To call upon any member of the Association for an explanation of any conduct of such member which may in the opinion of the Executive Committee, appear to be dishonourable and improper;
 - (k) To invest and deal with the monies of the Association not immediately required, upon such investments and securities and in such manner allowed by law as may from time to time be determined; and
 - (l) The Executive Committee shall have power from time to time to make, amend and repeal all such rules as it may deem necessary or convenient for the carrying out of the objects of the Association and for the proper conduct and management of the Association. No rules shall be inconsistent with, nor shall they affect or repeal anything contained in the Memorandum or Articles of Association and any rule may be repealed by an ordinary resolution passed at a general meeting of the Association.
45. The members of the Executive Committee shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers made by the members of the Executive Committee;
 - (b) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee or sub-committee of the Executive Committee; and
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee and of any committee or sub-committee of the Executive Committee.

and every members of the Executive Committee present at any meeting of the Executive Committee or committee or sub-committee of the Executive Committee shall sign her name in a book to be kept for that purpose.

46. Notwithstanding anything herein contained, the Executive Committee shall have power from time to time to send notices of general meetings and/or circulars of the Association to such persons not being Ordinary Members or Life Members of the Association or otherwise entitled thereto as the Executive Committee may deem appropriate.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

47. The office of a member of the Executive Committee shall be vacated if such member: -
- (a) without the consent of the Association in general meeting holds any other office of profit under the Association; or
 - (b) ceases to be an Ordinary Member and/or Life Member; or
 - (c) becomes bankrupt or makes any arrangement or composition with her creditors generally; or
 - (d) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance; or
 - (e) becomes of unsound mind; or
 - (f) resigns her office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
 - (g) shall for more than six (6) months have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period; or
 - (h) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if her interest in the contract is material, fails to declare the nature of her interest in manner required by section 162 of the Ordinance.

A member of the Executive Committee shall not vote in respect of any contract in which she is interested or any matter arising thereout, and if she does so vote her vote shall not be counted.

48. A member of the Executive Committee who is, in any way, whether directly or indirectly, interested in a, contract or proposed contract (being a contract of

significance in relation to the Association's business) shall declare the nature of her interest at a meeting of the Executive Committee in accordance with section 162 of the Ordinance.

49. A member of the Executive Committee shall not vote in respect of any contract or matter in which she is personally interested otherwise than as a Member of the Association or any matter arising therefrom, and if she does so vote her vote shall not be counted.

ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

50. At the first annual general meeting of the Association all members of the Executive Committee shall retire from office, and at the annual general meeting in every subsequent year one-third of the members of the Executive Committee for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.
51. The members of the Executive Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
52. A retiring member of the Executive Committee shall be eligible for re-election.
53. The Association at the meeting at which a member of the Executive Committee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Executive Committee shall, if offering herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Executive Committee shall have been put to the meeting and lost.
54. No person other than a member of the Executive Committee retiring at the meeting shall unless recommended by the members of the Executive Committee be eligible for election to the office of member of the Executive Committee at any general meeting unless, not less than three (3) nor more than twenty one (21) days before the date appointed for the meeting, there shall have been left at the Office notice in writing, signed by two (2) Ordinary Members and/or Life Members duly qualified to attend and vote at the meeting for which such notice is given, of her intention to propose such person for election, and also notice in writing signed by that person of her willingness to be elected.
55. The Association may from time to time by ordinary resolution increase or reduce the number of members of the Executive Committee, and may also determine in what rotation the increased or reduced number is to go out of office.
56. The members of the Executive Committee shall have power at any time, and from time to time, to appoint any Ordinary Member or Life Member to be a member of the

Executive Committee, either to fill a casual vacancy or as an addition to the existing members of the Executive Committee, but so that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Executive Committee so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Executive Committee who are to retire by rotation at such meeting.

57. The Association may by special resolution remove any member of the Executive Committee before the expiration of her period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Executive Committee. Such removal shall be without prejudice to any claim such member of the Executive Committee may have for damages for breach of any contract of service between her and the Association.
58. The Association may by ordinary resolution appoint another person in place of a member of the Executive Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the members of the Executive Committee under Article 53 the Association in general meeting may appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an additional member of the Executive Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if she had become a member of the Executive Committee on the day on which the member of the Executive Committee in whose place she is appointed was last elected a member of the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

59. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit.
60. The quorum for a meeting of the Executive Committee shall be five (5) members of the Executive Committee provided that if, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members of the Executive Committee present, provided there are not less than two (2) such members present, shall be a quorum.
61. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
62. At the request of the Chairman or on requisition signed by two (2) members of the Executive Committee stating the objects for which such meetings are to be convened, the Secretary shall, convene a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of Executive Committee to any member of the

Executive Committee for the time being absent from Hong Kong.

63. The continuing members of the Executive Committee may continue to act, and to carry out all the functions of the Executive Committee notwithstanding any vacancy.
64. If, at any meeting of the Executive Committee, the Chairman is not present within five (5) minutes after the time appointed for holding the same, any Vice-Chairman shall be chairman of the meeting. If neither the Chairman nor a Vice-Chairman is present within five (5) minutes after the time appointed for holding the meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting.
65. A resolution in writing, signed by all members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
66. The members of the Executive Committee 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 members of the Executive Committee.
67. 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 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
68. 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 chairman shall have a second or casting vote.
69. All acts done by any meeting of Executive Committee or of a committee or sub-committee of the Executive Committee or by any person acting as a member of the Executive Committee shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such member of Executive Committee or committee member or sub-committee member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such member or person had been duly appointed and was qualified to be a member of the Executive Committee or the committee or the sub-committee (as the case may be).
70. Notwithstanding anything in these Articles, the Association may by special resolution remove any member of the Executive Committee before the expiration of her period of office in accordance with section 157B of the Ordinance.
71. The Association may by ordinary resolution appoint another person in place of a member of the Executive Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the members of the Executive

Committee under Article 38, the Association in general meeting may appoint any person to be a member of the Executive Committee either to fill a casual vacancy or as an additional member of the Committee but so that the total number of members of the Executive Committee shall not at any time exceed the number fixed in accordance with these Articles. Any person so appointed shall hold office only until the next annual general meeting of the Association and shall be eligible for re-election but shall not be taken into account in determining the officers and members of the Executive Committee who are to retire by rotation at such annual general meeting.

SECRETARY

72. The secretary shall be appointed by the members of the Executive Committee for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
73. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a member of the Executive Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Executive Committee and as, or in place of, the secretary.

THE SEAL

74. The members of the Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorized by members of the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by two (2) members of the Executive Committee.

ACCOUNTS

75. The members of the Executive Committee shall cause proper books of account to be kept with respect to: -
 - (a) all sums of moneys received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchase of goods and services by the Association;
 - (c) the assets and liabilities of the Association; and
 - (d) all other matters necessary to show a true and fair view of the financial state and affairs of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

76. The books of account shall be kept at the Office, or, subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the members of the Executive Committee.
77. The Executive Committee 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 members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the members of Executive Committee or by the Association in general meeting.
78. The members of the Executive Committee shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, 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 those sections.
79. 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 Executive Committee's report and a copy of the auditor's report, shall not less than fourteen (14) days before the date of the meeting be sent to every Member of the Association entitled to receive notices of general meetings of, and every holder of debentures (if any) 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 debenture (if any).

80. The financial year of the Association shall commence on the first day of January in each year and terminate on the last day of December of the same year.

AUDIT

81. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICES

82. Every Member shall upon becoming a Member of the Association inform the Executive Committee of her correspondence address, contacting telephone numbers, facsimile number and e-mail address (if any). A Member changing her correspondence address and/or contacting telephone numbers and/or facsimile number and/or e-mail address shall give due notice to the Executive Committee of such changes.
83. A notice may be served by the Association upon any Member personally or by sending it by post to the address of the Member appearing in the Register or by facsimile

transmission or by e-mail transmission. In the case of the service of notice by post, it shall be deemed to have been served at the expiration of forty-eight (48) hours after the letter containing the same is put in the post and in the case of a facsimile transmission or an e-mail transmission shall be deemed to have been served at the time of dispatch. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this Article and sent as a prepaid letter and, in the case of a notice sent by facsimile transmission or e-mail transmission that the facsimile number or e-mail address used is that of the Member being served with such notice.

84. Notice of every general meeting shall be given in any manner hereinbefore authorized to: -
- (a) every Ordinary Member and Life Member except those Ordinary Members and Life 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.

PERSONAL DATA

85. Personal data regarding Members shall be kept confidential by the Association in accordance with prevailing laws. Unless otherwise determined by the Association in General Meeting, such data may be used only for activities of the School, the Association and any subsidiaries, or associates or affiliates, local or overseas, in furtherance of their respective objects and to whom such data may be transferred. Changes in personal data, and requests for access to or correction of data should unless otherwise determined by the Executive Committee and notified to Members, be addressed to the Secretary of the Association at its registered office.

INDEMNITY

86. Every member of the Executive Committee, and any officer, servant or agent for the time being of the Association shall be indemnified out of assets of the Association against any liability incurred by her in relation to the Association in defending any proceedings, whether civil and criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to her by the court.

WINDING UP

87. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

INTERPRETATION

88. Any question as to the interpretation of these Articles shall be determined by the Executive Committee whose decision on any point shall be final and all matters not specially provided for these Articles shall be left to the decision of the Executive Committee whose ruling shall be conclusive.

Names, Addresses and Descriptions of Subscribers

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

Names, Addresses and Descriptions of Subscribers

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

Names, Addresses and Descriptions of Subscribers

(SD.) **【Name】**
【Address】

(SD.) **【Name】**
【Address】

Dated the day of 2013

WITNESS to the above signatures:

(SD.) **【Name】**
【Address】