

## THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not having a Share Capital

---

### MEMORANDUM OF ASSOCIATION OF FUNG KAI PUBLIC SCHOOL OLD STUDENTS' ASSOCIATION LIMITED

(鳳溪公立學校校友會有限公司)

1. The name of the Company is "FUNG KAI PUBLIC SCHOOL OLD STUDENTS' ASSOCIATION LIMITED (鳳溪公立學校校友會有限公司)" (hereinafter referred to as "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are: -

(a) To acquire by purchase or otherwise, take over, carry on and assume all or any of the business assets undertaking function and liabilities of the existing registered society known as "Fung Kai Public School Old Students' Association".

(b) To foster, promote and further friendship, relationship, fellowship and better understanding amongst the past, present and future students, graduates and teaching and administrative staff of Fung Kai No. 1 Secondary School, Fung Kai No. 2 Secondary School, Fung Kai Primary School and any other educational institutions founded or to be founded under the name of Fung Kai (hereinafter called collectively "the Mother School" or "the School").

(c) To assist the progression, development and advancement of the Mother School.

(d) To promote education by such means as the Association may think fit and in particular by the provision of scholarships, bursaries, subsidies and other allowances for any students, the provision of research facilities and library facilities, the conducting of lectures, seminars, conferences, classes and exhibitions and the establishment and management of school or schools all calculated directly or indirectly to advance education.

(e) To enhance, assist and participate in such activities as the Association may think fit for the welfare of the community.

(f) To establish, maintain and conduct a club and to provide facilities for the above purposes and to encourage social intercourse among the past, present and future students, graduates, teaching and administrative staff of the Mother School and others.

(g) To buy, prepare, make, supply, sell and deal in all kinds of liquors, provisions and refreshments required or used by members of the Association or other persons frequenting the club premises.

(h) To maintain, operate and manage the Mother School tuck shop and to provide food and drink services in the school premises under the control of the Mother School.

(i) To engage, hire and employ all classes of persons considered necessary for the purposes of the Association and to pay them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.

(j) To purchase, take on lease, hire or otherwise acquire in Hong Kong or elsewhere real or personal property or any rights or interests therein, which the Association may think necessary or convenient for effectuating any of its objects, and in particular any lands, plantations, houses, patents, concessions, copyrights, licences, stocks, material or property of any description and to work, use, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Association, including, in respect of any patent or patent rights belonging to the Association the grant of licences or authorities to any person, corporation, or company to work the same.

(k) To develop, improve and utilize any land within Hong Kong or elsewhere acquired by the Association, or in which the Association is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement and such land, and advance money to, enter into contracts and agreements of all kinds with builders and tenants of and others interested in any such land.

(l) To charter, sub-charter, take on charter or sub-charter, hire, purchase and work ships and other vessels of any class, motor vehicles or aircraft.

(m) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Association and its members and others interested in the objects of the Association and to distribute among its members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.

(n) To promote and hold, either alone or jointly with any other corporations, associations, clubs or persons, meetings, competitions or any other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefor and to promote, give or support dinners, balls, concerts, tours and other entertainments.

(o) To enter into agreements with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authorities all rights, concessions and privileges that may seem conducive to the Association's objects or any of them.

(p) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association. Provided that no subscription to be paid to any such other association or club out of the funds of the Association, except bona fide in furtherance of the objects of the Association.

(q) To support and subscribe to any charitable or public body, and any institution, society or club, and to give pensions, gratuities or charitable aid to any persons who may have served the Association or have been connected with the Association's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident funds and welfare funds for any persons who serve the Association.

(r) To receive and accept rebates, commissions, donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions.

(s) To invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time be determined by the Association.

(t) To receive money on deposit or loan and borrow or raise money in such manner as the Association shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Association or any other person or organization of any obligation undertaken by the Association or any other person or organization as the case may be.

(u) To open and operate banking account or accounts with any bank or banks for the purpose of the Association and for such other purposes as the Association may think necessary.

(v) To repay or refund to persons who have advanced or subscribed money in connection with the promotion, formation and incorporation of the Association as aforesaid the amount of the money so advanced or subscribed by them.

(w) To establish branches, agencies and/or local boards in any place in Hong Kong and elsewhere abroad as the Association may from time to time think fit and the same to regulate, direct and discontinue, dispose of, or otherwise deal with as may seem expedient.

(x) To procure the Association to be registered or recognized in any country or place outside Hong Kong.

(y) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.

(z) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

The objects specified in each paragraph of this clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.

4. The Association shall be a non-profit making and non-political body.
5. The income and property of the Association, whencesoever 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. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of 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 exceeding at any time the prime lending rate on money lent, or reasonable and proper rent for premises demised or let by any member to the Association.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten Hong Kong dollars (HK\$10).
8. If upon the winding up or dissolution of the Association there remains, after 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 the Mother School to be used solely for education purposes.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

ARTICLES OF ASSOCIATION  
OF  
FUNG KAI PUBLIC SCHOOL OLD STUDENTS' ASSOCIATION LIMITED

(鳳溪公立學校校友會有限公司)

INTERPRETATION

1. In these articles unless there be something in the subject or context inconsistent therewith:-
  - a. "The Association" means "Fung Kai Public School Old Students' Association Limited (鳳溪公立學校校友會有限公司)".
  - b. "Mother School" or "the School" means either one of Fung Kai No. 1 Secondary School, Fung Kai No. 2 Secondary School, Fung Kai Primary School, Fung Kai No. 1 Primary School, Fung Kai No. 2 Primary School, Fung Kai Liu Yun Sum Memorial School, and any other educational institutions founded or to be founded by Fung Kai Public School.
  - c. "Members" means members of the Association.
  - d. "Alumni" means a person who has been a pupil of the school but is no longer such a pupil.
  - e. "Chapter" means a body of members within the Association grouped under the schools they studied for the purpose of Article 40AP of the Education Ordinance (Ch279).
  - f. "Directors" or "Board" or "Board of Directors" means the Directors for the time being entitled to hold office and act as the Directors of the Association whether permanent alternate or ordinary, or (as the context may require) the majority present and voting at a meeting of Directors.
  - g. "General Meeting" means a General Meeting of the Members of the Association whether Annual or Extraordinary.
  - h. "The Ordinance" means the Hong Kong Companies Ordinance, Chapter 32 of the Laws of Hong Kong revised edition.
  - i. "Regulations" means these Articles of Association and the rules and regulations of the Association from time to time in force.
  - j. "The Seal" means the common seal of the Association.
  - k. "In writing" means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.
  - l. Words denoting masculine gender include feminine and neuter genders whether the context shall so admit and words in the singular shall include the plural and vice versa.

MEMBERSHIP

2. The number of members of the Association is declared to be unlimited.
3. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to memberships shall be members of the Association.
4. There are five classes of membership:-
  - a. Registered Member – Any past or present student of the Mother School, or any graduate of the Mother School may apply for Registered Member. Registered Member shall pay an on-off membership fee of HK\$100 or such other sum as the Board of Directors shall prescribe. Any paid member of the Association prior to 30 December 2006 shall be regarded as Registered Member.
  - b. Enlisted Member – Any past or present student of the Mother School, or any graduate of the Mother School may apply for Enlisted Member. There is no membership fee payable for Enlisted Members.

- c. Group Member – Group membership is open to the Alumni Association of Fung Kai Liu Man Shek Tong Secondary School on payment of an one-off membership fee of HK\$100 or such other sum as the Directors Board shall prescribe. The group may elect one representative to the Association whose status is the same as a registered member. Other members of the group have the same status as enlisted members.
  - d. Honorary Member – The Board of Directors may invite any person the Board thinks fit to serve the Association as Honorary Advisor. The Board may also appoint any person to be Honorary President or Honourable President.
  - e. Associate Member – Any person who is not a past or present student of the Mother School but tends to promote all or any of the objects of the Association and is willing to abide by the Memorandum and Articles of the Association may apply for Associate Member. Associate Member has the same status as Enlisted Member but is not eligible for registered membership.
5. Application for membership shall be made on the prescribed application form signed by the applicant. Enlisted Membership is open to all past or present students of the Mother School, but application for Registered Member is subject to the approval of the Board of Directors who may at its discretion and without assigning any reason for its decision approve or refuse any such application. The decision of the Board shall be final.
6. The obligation of a member shall be as follows:-
  - a. To observe the regulations of the Association.
  - b. To obey all resolutions of the Association.
  - c. To assist in the promotion and advancement of the objects of the Association.
  - d. To pay the appropriate applicable membership subscription, to contribute to the expenditure of the Association and to participate in fund-raising campaigns for the promotion of the objects of the Association.
7. All members shall have the right to enjoy all welfare privileges of the Association except that Enlisted Members and Honorary Members are neither eligible to vote in the general meetings of the Association nor be elected as Directors.
8. The rights and privileges of a member shall be personal to himself; they shall not be transferable by his own act or operation of law and shall cease upon his death or upon his ceasing from any cause to be a member under the provisions of these articles. Any person who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Association all monies which at the time of his ceasing to be a member shall be due from him to the Association.
9. Members changing their place of residence or contact address shall give due notice to the Secretary and furnish him with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default or notice of change of address) shall be considered as duly received by the members.
10. Any member may resign his membership by giving one month's notice in writing to the Secretary of his intention so to do, and upon the expiration of such notice he shall cease to be a member.
11. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum and Articles or by-laws of the Association or shall be guilty of any conduct unworthy of a gentleman or likely be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Board of Directors, provided that not less than seven days before the meeting at which such resolution is passed notice in writing shall be given by the Secretary to any such member of the intended resolution for his expulsion, and that he shall be entitled to give in writing an explanation or defence he may think fit. The Board shall have the absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any member shall be final and conclusive. A member expelled under this article shall forfeit all rights in and claims upon the Association.

## MEMBERSHIP SUBSCRIPTION

12. The membership subscriptions payable by members of the Association shall be hereinafter prescribed or such as the Board of Directors shall from time to time prescribe.
- |                   |     |         |
|-------------------|-----|---------|
| Registered Member | --- | HK\$100 |
| Enlisted Member   | --- | HK\$ 0  |
| Group Member      | --- | HK\$100 |
| Honorary Member   | --- | HK\$ 0  |
13. Membership subscriptions are not refundable and must be paid in such manners as stipulated in these articles.

## GENERAL MEETINGS

14. There shall be an Annual General Meeting to be held once in every calendar year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as may be prescribed by the Board of Directors, for the purpose of receiving the Annual Report, adopting the Statements of Account, and electing Directors and Auditors. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold an annual general meeting in the year of its incorporation or in the following year.
15. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient directors capable of acting to form a quorum, any 2 Directors or any 10 registered members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

## NOTICE OF GENERAL MEETING

16. Subject to the provisions of Section 114 of the Ordinance relating to the annual general meeting and a meeting for the passing of special resolutions, a minimum of 7 days' notice of general meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business, shall be given.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

## PROCEEDINGS AT GENERAL MEETING

18. No business shall be transacted at any general meeting unless a quorum of registered members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 12 registered members personally present shall be a quorum.
19. 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 registered members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, 6 registered members present shall be a quorum.
20. The Board of Directors shall elect a Director to act as chairman of the general meeting.
21. The chairman of the general meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## VOTES OF MEMBERS

22. Each registered member will carry one vote at all general meeting.
23. At any general meeting a resolution put to the vote shall be decided on a show of hands or by polling if so demanded by the chairman or by at least 5 registered members present in person or by proxy. Unless a poll be so demanded a declaration by the chairman 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.
24. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.
25. No registered member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
26. On a poll votes may be given either personally or by proxy on the proxy form prepared by the Association.
27. The proxy form shall be filled in writing under the hand of the appointer or his attorney duly authorized in writing, and shall be deposited at the registered office of the Association 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.

## SCHOOL MANAGERS

28. If recognized by the Mother School for the purpose of making nomination of alumni manager under Article 40AP of the Education Ordinance (Chapter 279) and when requested to nominate a member or a number of members of the Association for registration as alumni manager of the school as may be provided for in the constitution of the incorporated management committee of the school, the Board of Directors shall carry out nomination exercise in such a fair and transparent manner as required under Chapter 279.
29. For the purpose of Article 40AP of Chapter 279, members of the Association are grouped into Chapters under the schools in which they studied. Only the alumni of the school may elect or become office-bearers of their respective Chapters.

## BOARD OF DIRECTORS

30. Unless otherwise determined by the Association at the general meeting, the number of Directors shall be 10.
31. The first Directors of the Association shall be the following persons:-

WONG TACK YIU	(黃 德 耀)
LO SHING TUNG	(盧 成 通)
LEE HON MING	(李 漢 明)
CHAN WING HONG	(陳 永 康)
LAU CHIU MAN	(劉 昭 文)
FAN SAU CHEE	(樊 秀 芝)
CHOW OI LING	(周 愛 玲)
CHUNG YUEN PING	(鍾 婉 冰)
YEUNG KIN CHUNG	(楊 勁 松)
CHU YIU KWONG	(朱 耀 光)

32. The Board of Directors shall have the following officers, namely:-
  - a. The Chairman – who shall preside over all meetings of the Association and shall represent the Association in all external and internal affairs of the Association and to assist the other members of the Board in the carrying out or management of the Association.
  - b. The Vice-Chairman – who shall in the absence of the Chairman act as Chairman of the Board and shall perform all duties of the Chairman.
  - c. The Honorary Secretary – who shall be responsible for all Chinese and English documents in respect of the Association and to keep proper records and minutes of all meetings of the Association.
  - d. The Honorary Treasurer – who shall be responsible for the financial affairs of the Association.
  - e. And any other office-bearer as the Board shall from time to time think fit.
33. One-fifth of the Directors shall retire from office in every alternate annual general meeting. The Directors to retire shall be those who have been longest in office since their last election but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
34. A retiring Director shall be eligible for re-election.
35. The Association at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have re-elected unless at such meeting is resolved not to fill up such vacated office. Nomination for director shall be deposited at the registered office of the Association not less than 14 days before the time for holding the meeting or adjourned meeting at which director election takes place. Nominator should have got the nominee's consent before making the nomination.

Any nominee who was not elected in the director election will, subject to the approval by the Board of Directors, be Director Candidate. The number of Director Candidate shall not exceed 5.

36. Any causal vacancy occurring in the Board of Directors may be filled up by a Director Candidate in a priority to be decided by the Board of Directors or, when there is no Director Candidate available, a Registered Member appointed by the Board of Directors. The person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected as a director.
37. The Association may by extraordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

#### PROCEEDINGS OF THE DIRECTOR BOARD

38. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at the meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a casting vote. A director may and the General Secretary on the request of a director shall at any time summon a Board meeting.
39. The quorum necessary for the Board meeting shall be six directors, but in the case where the director vacancies cause the number of the continuing directors to reduce to below the quorum, the board meeting of the continuing directors may be convened for the purpose of increasing the number of directors to that number, or to summoning a general meeting, but for no other purpose.
40. The directors may in the absence of the Chairman and Vice-Chairman, elect a chairman for a director board meeting.



## POWERS AND DUTIES OF DIRECTORS

41. The business of the Association shall be managed by the Board of Directors who may pay all expenses incurred in incorporating the Association and in achieving the objects of the Association and may exercise all such powers of the Association as are not by the Ordinance, or by these articles, required to be exercised by the Association in general meetings, subject nevertheless to any regulation of the articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations and 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.
42. The functions of the Board of Directors shall be:-
  - a. to formulate and decide the annual plan and budget of the Association;
  - b. to decide all the administrative and financial policies of the Association;
  - c. to formulate the development programme of the Association;
  - d. to decide the structure of the various functional sub-committees and appoint members of such sub-committees;
  - e. to employ and supervise the staff of the Association and to decide their duties;
  - f. to sign all contracts on behalf of the Association;
  - g. to appoint delegates to represent the Association;
  - h. to appoint honorary members of the Association;
  - i. to consider any other business of the Association.
43. The Directors shall cause minutes to be made in books provided for the purpose of :-
  - a. all appointments of officers made by the Directors;
  - b. the names of the Directors present at each meeting of the Director Board;
  - c. all resolutions and proceedings at all meetings of the Association and of the Directors.
44. The Board of Directors may delegate any of its powers to committees consisting of such member or members as the Board thinks fit; and the committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed by the Board.
45. Except as otherwise provided by these articles, the Board of Directors shall have absolute discretion in all matters concerning the affairs and property of the Association.
46. The Board of Directors may appoint any person or persons as servants of the Association from time to time at such remuneration and upon such conditions as it shall think fit, and any person appointed under the provisions of this article may be removed from office by resolution passed by the majority of the Directors present at a Board meeting.

## DISQUALIFICATIONS OF DIRECTORS

47. The office of a director shall be vacated, if such director :-
  - a. becomes bankrupt; or
  - b. becomes prohibited from being a director by reason of any order made under Section 157E or 157F of the Ordinance; or
  - c. without the consent of the Association in general meeting holds any other office or profit under the Association; or
  - d. is found lunatic or becomes of unsound mind; or
  - e. resigns his office by notice in writing to the Association; or
  - f. 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 his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance.

## THE SEAL

48. The Board of Directors shall provide for the safe custody of the seal of the Association which shall not be affixed to any instrument except authorized by a resolution of the Board and signed by one Director approved by the Board in the presence of another Director.

## MANAGEMENT OF FINANCIAL AFFAIRS

49. Funds of the Association shall be applied only towards meeting the objects of the Association.
50. 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.
51. Account shall be open with such bank as the Board of Directors may direct under the signatures of at least 2 Directors to be determined by the Board's resolution. 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, by (except in the case of receipts) at least 2 Directors to be determined by the Board and otherwise in such manner as the Association shall from time to time by resolution determine.
52. All contracts entered into by the Association shall be signed by the Chairman or, in his absence, the Vice-Chairman witnessed by another Director.
53. The Directors shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under these articles.
54. The management and control of money shall be vested in the Board of Directors and proper books and accounts shall be kept by the Honorary Treasurer.
55. The Board of 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 or the Association in general meeting.
56. The Directors 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.
57. A copy of 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 Audit'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 (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 debentures.

## AUDIT

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

## NOTICES

59. A notice may be given by the Association to any member either personally or by sending it by post or other electronic means to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of the notice to him. Where a notice is given 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 48 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.
60. 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 meeting.
61. Every director, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which he is acquitted or in connexion with any application under Section 358 of the Ordinance in which is granted to him by court.

## WINDING-UP

62. The Association shall be wound up voluntarily whenever a special resolution is passed by the general meeting requiring the Association to be so wound up.

## SECRETARY

63. The Directors may, from time to time by a resolution, appoint or remove a Secretary. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorized. Apex Secretaries Limited shall be the first secretary of the Company to hold office until the first meeting of the Directors.