

FUNG KAI PUBLIC SCHOOL OLD STUDENTS' ASSOCIATION LIMITED

M&A Amendment  
(shown in bold type)

MEMORANDUM

3.(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").

Amend:

3.(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 "**Fung Kai Schools**" or "**the Schools**").

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

Amend:

3.(c) To assist the progression, development and advancement of **Fung Kai Schools**.

3.(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.

Amend:

3.(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 **Fung Kai Schools** and others.

3.(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.

Amend:

3.(h) To maintain, operate and manage the Fung Kai School tuck shops and to provide food and drink services in the school premises under the control of **the Fung Kai Schools**.

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.

Amend:

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 **Fung Kai Public School** to be used solely for education purposes.

## **ARTICLES**

- 1.a. "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.

Amend:

- 1.a. **"Fung Kai Schools" or "the Schools" means educational institutions founded by Fung Kai Public School, including but not limited to 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 Fung Kai Liu Man Shek Tong Secondary School.**

- 4.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.

Amend:

- 4.a Registered Member – Any past or present student of **Fung Kai Schools**, or any graduate of **the Schools** 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.

- 4.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.

Amend:

- 4.b Enlisted Member – Any past or present student of **Fung Kai Schools**, or any graduate of **the Schools** may apply for Enlisted Member. There is no membership fee payable for Enlisted Members.

4.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.

Amend:

4.c. Group Member – Group membership is open to the **Alumni Associations of Fung Kai Schools** on payment of a 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 **as a Director**. Other members of the group have the same status as enlisted members.

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.

Amend:

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 **Fung Kai Schools**, 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.

23. Each registered member will carry one vote at all general meeting.

Amend:

23. Each registered member **and group member** will carry one vote at all general meeting.

28. If recognized by the Mother School for the purpose of making nomination of alumni

Amend:

28. If recognized by **Fung Kai Schools** for the purpose of making nomination of alumni

30. Unless otherwise determined by the Association at the general meeting, the number of Directors shall be 10.

Amend:

30. Unless otherwise determined by the Association at the general meeting, the number of Directors **shall be not less than 10, but not more than 15**.

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.

Amend:

33. **Two of the Directors (except Directors elected by Group Members)** 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.

39. The quorum necessary for the Board meeting shall be six directors,

Amend:

39. The quorum necessary for the Board meeting shall be **no less than one-half of the total number of the directors,**