MEMORANDUM

(as altered by Special Resolutions passed on 26th June 2008)

AND

NEW ARTICLES OF ASSOCIATION

(adopted by Special Resolutions passed on 26th June 2008)

OF

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

Incorporated the 25th day of April, 1960

JSM

in association with MAYER BROWN LLP
and MAYER BROWN INTERNATIONAL LLP

MAYER • BROWN
JSM

9991035_3

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(as altered by Special Resolutions passed on 26th June 2008)

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NEW ARTICLES OF ASSOCIATION

(adopted by Special Resolutions passed on 26th June 2008)

OF

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Co. File No. 5948

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

Passed on 26 June, 2008

At an Extraordinary General Meeting of the members of Lingnan University Alumni Association (Hong Kong) Limited (the "Association") duly convened and held on Thursday 26 June, 2008 at 7:00 p.m. at 13th Floor, On Lok Yuen Building, 25 Des Voeux Road Central, Hong Kong, the following resolutions were passed as special resolutions:-

SPECIAL RESOLUTIONS

1. **THAT** the Memorandum of Association of the Association be amended as follows:-

(i) by abandoning the paragraph set out in Clause 3(a)(ii)(bb) thereof and by adopting in its place the following new paragraph:-

"(bb) Lingnan University as defined in the Lingnan University Ordinance (Chapter 1165 of the Laws of Hong Kong) or its predecessor Lingnan College;".

2. **THAT** the Articles of Association of the Association be amended as follows:-

(i) by adding the following definition in Clause 1 thereof:-

""The Alumni Association" or "the Alumni Associations" means the alumni association or alumni associations respectively of the following educational institutions:-

(a) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) and its affiliated, branch or amalgamated colleges or schools;

(b) Lingnan University as defined in the Lingnan University Ordinance (Chapter 1165 of the Laws of Hong Kong) or its predecessor Lingnan College; and

(c) other education institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated by or under the sponsorship of the Association or Lingnan Education Organization Limited.

(ii) by abandoning the definition of "The Members" in Clause 1 thereof and by adopting in its place the following new definition of "The Members":-

"The Members" shall mean the members of the Association and shall include Life Members, Corporate Members and Associate Members unless the context otherwise indicates."

(iii) by abandoning the paragraph set out in Clause 5(b)(ii) thereof and by adopting in its place the following new paragraph:-

"(ii) Lingnan University as defined in the Lingnan University Ordinance (Chapter 1165 of the Laws of Hong Kong) or its predecessor Lingnan College;"

(iv) by adding the following Clauses immediately following Clause 11 thereof:-

"Corporate Membership

11A. The Association may, as resolved at its General Committee meeting, accept any Alumni Association which satisfies the following criteria, to join the Association as a Corporate Member:

(a) The establishment of such Alumni Association was formally endorsed by the governing body of its corresponding institution;

(b) Such Alumni Association has been officially authorized by the governing body of its corresponding institution to use its title in the name of such Alumni Association;

(c) At least 90% of the members of the executive committee or committee or any such management or governing body of such Alumni Association are former students or graduates of its corresponding institution; and

(d) At least 90% of the members of such Alumni Association are former students or graduates of its corresponding institution.

Save as herein provided Articles 6 to 9 hereof shall apply *mulatis mutandis* to an application for Corporate Membership.

11B. Each Corporate Member shall on admission pay an entrance fee of such amount as may be decided by the General Committee from time to time.

11C. Each Corporate Member shall on admission provide the Association with the following documents for record purpose:

(a) A photocopy of the Certificate of Society Registration (for those Corporate Members registered under the Societies Ordinance) or Certificate of Incorporation (for those Corporate Members registered under the Companies Ordinance);

(b) A copy of the constitutions or memorandum and articles of association and any subsequent amendments thereof; and

(c) A list of the executive committee members or officers or directors, including their contact details, and any subsequent amendments thereof.

11D. Each Corporate Member shall provide the Association with the following documents within 30 days following each Annual General Meeting:

(a) A list of current executive committee members or officers or directors, including their contact details and their terms of office;

(b) The date of its last annual general meeting, if any; and

(c) A list of current members, including their contact details.

11E. Corporate Members shall have the same privileges, rights and obligations as those of Members.

11F. Each Corporate Member shall comply with the rules of the Association, support and promote activities organized by the Association.

11G. The Association may invite any executive committee members or officers or directors or members of Corporate Members to participate in activities organized by the Association.

11H. Each Corporate Member is a separate and independent entity from the Association. Each Corporate Member shall be responsible for its own management. The Association shall not be responsible for any acts and liabilities of Corporate Members.

11I. Each Corporate Member shall nominate its own representative to vote on its behalf in general meetings. Corporate Members shall provide the personal details of the respective representatives to the Association. Corporate Members shall notify the Association of any changes in appointment of such representatives, and provide the Association the personal details of such new representatives.

11J. Each Corporate Member is entitled to nominate its own representative to be a candidate to the General Committee members election. Such representative must be a member of the executive committee or committee or any such management or governing body of the Corporate Member by which he is nominated at the time of nomination and at the time of election, and shall remain the same throughout his term of appointment if being elected. Corporate Members shall provide the personal details of the respective candidates to the Association, such details shall be circulated to all members who are entitled to vote at the Annual General Meeting before the election."

(v) by adding the words "or Corporate Membership" and "or Corporate Member" immediately following the words "Acceptance of Membership" and "each Member" respectively in Clause 15 thereof.

(vi) by adding the words "or Corporate Member" immediately following the words "a Member" in Clause 16 thereof.

(vii) by adding the words "or registered office" immediately following the words "place of residence" in Clause 17 thereof.

(viii) by adding the sentences "Any Corporate Members desiring to withdraw its membership shall formally notify the Association by giving one month's notice in writing to the Honorary Secretary, together with a copy of the resolution of such Corporate Member resolving the same. Such Corporate Member shall cease to be a Member and its name shall be removed from the list of members on the date specified in such resolution, or if no such date is specified, the date on which the notice of withdrawal is received by the Honorary Secretary." immediately following the last sentence in Clause 22 thereof.

(ix) by adding the words "or its dissolution" immediately following the words "upon his death" in Clause 23 thereof.

(x) by adding the following Clause 29A immediately following Clause 29 thereof:-

"29A. When a resolution is passed by members or creditors of any Corporate Member, or an order made by a court or other competent body or person instituting a process that shall lead to such Corporate Member being wound up and its assets being distributed among such Corporate Member's creditors, members or other contributors, such Corporate Member shall *ipso facto*, cease to be a member of the Association and shall forfeit all rights to the use of, or claim upon, any property of the Association."

(xi) by abandoning Clause 31 thereof and by adopting in its place the following new Clause 31:-

"31. Only members other than Associate Members are entitled to vote at the general meeting. Only persons of the following categories shall be entitled to be elected as a member of the General Committee:

(a) Members (other than Corporate Members and Associate Members) of at least five years standing;

(b) Members (other than Corporate Members and Associate Members) who have been nominated by the General Committee;

(c) The respective representatives nominated by Corporate Members."

(xii) by adding the following Clause 50A immediately following Clause 50 thereof:-

"50A. If a representative of any Corporate Members is elected to be a member of the General Committee, and there is a change of appointment of such representative during the term of such office, or such representative ceases to be a member of the executive committee or committee or any such management or governing body of the Corporate Member, such representative newly appointed by the Corporate Members shall be automatically a member of the General Committee for the remaining term of such office."

(xiii) by adding the following Subclause (ca) immediately following Subclause (c) in Clause 85 thereof:-

"(ca) is a representative of any Corporate Member who ceases to be a Member, or".

(Sd.) Mr Li Man Wai

Chairman

Co. File No.5948

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

Passed on15th April, 1999

At an Extraordinary General Meeting of the members of Lingnan University Alumni Association (Hong Kong) Limited (the "Association") duly convened and held on Thursday, 15th April, 1999 at 6:30 p.m at 13th Floor, On Lok Yuen Building, 25 Des Voeux Road Central, Hong Kong, the following resolutions were passed as special resolutions :-

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Association be amended as follows :-

   (i) by deleting the words "the Colony of Hong Kong" in Clause 2 thereof and by inserting in its place the words "Hong Kong Special Administrative Region".

   (ii) by abandoning the object set out in Clause 3(a) thereof and by adopting in its place the following new object :-

      "(a) To foster and promote closer relationship and better understanding among the following persons :-

         (i) all members (excluding associate members), members of the general committees, directors and officers of Lingnan Education Organization Limited or Lingnan Club; and

         (ii) all former students or former or current teaching or administrative staff of the following educational institutions :-

            (aa) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) and its affiliated, branch or amalgamated colleges or schools;

(bb) Lingnan College as defined in Lingnan College Ordinance;

(cc) other educational institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated under the sponsorship of the Association or Lingnan Education Organization Limited; and

(iii) all former students or current or former teaching or administrative staff who have acquired the right of abode in Hong Kong of any educational institutions (or any parts thereof) not being operated under the sponsorship of the Association or Lingnan Education Organization Limited but which have been nominated by the General Committee of the Association for this purpose."

(iii) by abandoning the object set out in Clause 3(f) thereof and by adopting in its place the following new object :-

"(f) To advance and promote education and to establish and maintain non-profit-making schools and to found scholarships, exhibitions and libraries and to promote the same."

(iv) by abandoning the proviso set out in Clause 3 immediately following Clause 3(o) thereof and by adopting in its place the following provisos :-

"Provided further that :

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers."

(v) by abandoning Clause 4 thereof and by adopting in its place the following new Clause 4:-

"4. (1) The income and property of the Association, whencesover derived, should be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.

(2) Subject to clauses (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however, to the members of the Association.

(3) No members of the council of management 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 no remuneration or other benefit in money or money's worth (except as provided in clause (5) below) shall be given by the Association to any member of the council of management or governing body.

(4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the council of management or governing body of the Association in return for any services actually rendered to the Association.

(5) Nothing herein shall prevent the payment, in good faith, by the Association :-

(a) to any member of its council of management or governing body of out-of-pocket expenses;

(b) of interest on money lent by any member of the Association or its council of management or governing body 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;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its council of management or governing body; and

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its council of management or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) above."

(vi) by adding the words "in writing" immediately following the words "Registrar of Companies" on the last sentence of Clause 5.

(vii) by deleting the words "Supreme Court of Hong Kong" on the last forth sentence of Clause 8 thereof and by inserting in its place the words "High Court of Hong Kong Special Administrative Region".

(2) THAT the regulations contained in the printed document marked "A" now produced to the Meeting and for the purposes of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Association in substitution for and to the exclusion of all the existing Articles of Association of the Association.

(Sd.) Dr. Luk Chiu Kwan Hung, Angela

Chairman

Co. File No.5948

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

Passed on 29th September, 1994

At an Extraordinary General Meeting of Members of Lingnan University Alumni Association (Hong Kong) Limited ("the Company") duly convened and held on the 29th day of September, 1994 at 6:00 p.m at 12th Floor, On Lok Yuen Building, 25 Des Voeux Road Central, Hong Kong, the following resolutions were passed as Special Resolutions :-

SPECIAL RESOLUTIONS

1. THAT the conditions of the Memorandum of Association of the Company with respect to its objects be altered by replacing the exiting Clause 3(a) thereof with the following :-

"(a) To foster and promote closer relationship and better understanding among the following persons :-

(i) all members, members of the general committees, directors and officers of Lingnan University Alumni Association (Hong Kong) Limited and Lingnan Education Organization Limited; and

(ii) all graduates, former students, members of the governing bodies and teaching or administrative staff of the following educational institutions :-

(aa) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) ad its affiliated branch or amalgamated colleges or schools;

(bb) Lingnan College as defined in the Lingnan College Ordinance;

(cc) Lingnan (University) College; and

(dd) all educational institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated under the sponsorship of Lingnan Education Organization Limited or Lingnan University Alumni Association (Hong Kong) Limited."

(2) THAT the Articles of Association of the Company be altered by replacing the existing Clause 5 thereof with the following :-

"The following persons shall be eligible for full membership :-

(a) all members, members of the general committees, directors and officers of Lingnan University Alumni Association (Hong Kong) Limited and Lingnan Education Organization Limited; and

(b) all graduates, former students, members of the governing bodies and teaching or administrative staff of the following educational institutions:

(i) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) and its affiliated branch or amalgamated colleges or schools;

(ii) Lingnan College as defined in the Lingnan College Ordinance;

(iii) Lingnan (University) College; and

(iv) all educational institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated under the sponsorship of Lingnan Education Organization Limited or Lingnan University Alumni Association (Hong Kong) Limited."

(Sd.) Kwan Chi Sun

Chairman

[COPY]

Certificate of Incorporation

I HEREBY CERTIFY that

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

is this day incorporated under the Hong Kong Companies Ordinance, (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this company is limited.

GIVEN under my hand and seal of office this Twenty-fifth day of April, One Thousand Nine Hundred and Sixty.

(Sd.) W.K. THOMSON,
Registrar of Companies,
Hong Kong

Hong Kong
Stamp Duty
$20.00
25-3-60

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
Not Having a Share Capital

MEMORANDUM OF ASSOCIATION
(as altered by Special Resolutions passed on 26th June 2008)

OF

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

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1. The name of the Company is "LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED (嶺南大學香港同學會有限公司)" (hereinafter called "the Association').

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

3. The objects for which the Association is established are :-

(a) To foster and promote closer relationship and better understanding among the following persons :-

(i) all members (excluding associate members), members of the general committees, directors and officers of Lingnan Education Organization Limited or Lingnan club; and

(ii) all former students or former or current teaching or administrative staff of the following educational institutions :-

(aa) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) and its affiliated, branch or amalgamated colleges or schools;

(bb) Lingnan University as defined in the Lingnan University Ordinance (Chapter 1165 of the Laws of Hong Kong) or its predecessor Lingnan College;

(cc) other educational institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated under the sponsorship of the Association or Lingnan Education Organization Limited; and

(iii) all former students or current or former teaching or administrative staff who have acquired the right of abode in Hong Kong of any educational institutions (or any parts thereof) not being operated under the sponsorship of the Association or Lingnan Education Organization Limited but which have been nominated by the General Committee of the Association for this purpose.

(b) To establish, maintain and conduct an Association for the accommodation of the members of the Association and their friends, and generally to afford to them all the usual privileges, advantages, conveniences and accommodation of an Association.

(c) To co-operate with and assist the Lingnan Club in its legitimate activities.

(d) Subject to the requirements of Section 17 of the Companies Ordinance, to acquire by purchase, lease, or otherwise any lands, buildings, easements or property which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.

(e) To manage, improve and maintain all or any part of the lands, buildings, easements and property of the Association and to demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either together or in portions, and for such considerations as the Association may think fit, and in particular, for shares, debentures or securities of any company purchasing the same.

(f) To advance and promote education and to establish and maintain non-profit-making schools and to found scholarships, exhibitions and libraries and to promote the same.

(g) To purchase, hire, make, or provide and maintain all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, sport goods, tools, implements, machines utensils, and other things required for which may be conveniently used in connection with the premises of the Association by persons frequenting the same, whether members of the Association or not.

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

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

(j) To promote and hold either alone, or jointly, with any other association, club or persons, meetings, competitions and matches for all kinds of sports or pastimes, and to offer, give or contribute towards prizes, medals, and awards therefor, and to promote, give or support dinners, balls, concerts and other entertainments.

(k) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, 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 none of the funds of the Association will be paid to any institution which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof.

(l) To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Association or its employees; to give pensions, gratuities, or charitable aid to any person who may have served the Association, or to the wife, widow, children or other relatives of such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any person employed by the Association.

(m) 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.

(n) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association.

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

Provided further that :

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

4. (1) The income and property of the Association, whencesoever derived, should be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.

(2) Subject to clauses (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

(3) No members of the council of management 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 no remuneration or other benefit in money or money's worth (except as provided in clause (5) below) shall be given by the Association to any member of the council of management or governing body.

(4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the council of management or governing body of the Association in return for any services actually rendered to the Association.

(5) Nothing herein shall prevent the payment, in good faith, by the Association :-

(a) to any member of its council of management or governing body of out-of-pocket expenses;

(b) of interest on money lent by any member of the Association or its council of management or governing body 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;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its council of management or governing body; and

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its council of management or governing body is interested solely by virtue of being a member of that body corporate by holding not more than non-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) above.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.

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 the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding $10.00.

8. If upon the winding up 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 some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution, and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if so far as effect cannot be given to the aforesaid provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes 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 the time being, 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 authorized auditor or auditors.

We, the several persons, whose names, addresses and descriptions are hereto and overleaf on page 7 subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association :-

Names, Address and Descriptions of Subscribers
(Sd.) WONG BING LAI 8A Tung Shan Terrace, 2nd Floor, Hong Kong, Merchant.
(Sd.) LEE PING CHIU 11A Broom Road, Hong Kong, Banker.
(Sd.) JACK WEI 9 Hart Avenue, 1st Floor, Kowloon, Merchant.
(Sd.) MOK WAI YIN 108 Waterloo Road, 1st Floor, Kowloon, Merchant.
(Sd.) WONG SHIU KEUNG 6 Norfolk Road, Kowloon Tong, Kowloon, Merchant.
(Sd.) WOO DUK KONG 313 China Building, Merchant.
(Sd.) YOUNG KAH FAY 58 Connaught Road, W., Merchant.
(Sd.) JAMES T. WU 48 Robinson Road, 1st Floor, Merchant.
(Sd.) CHAN KWAN CHAK 6A Manmouth Terrace, 3rd Floor, Merchant.

Dated the 21st day of March, 1960.

WITNESS to the above signatures:

(Sd.) K.Y. Yung,
Solicitor,
Hong Kong

We, the several persons, whose names, addresses and descriptions are hereto and overleaf on page 6 subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association :-

Names, Address and Descriptions of Subscribers
(Sd.) KWOK MAN CHO 23 Ashley Road, 4th Floor, Kowloon, Merchant. (Sd.) PAUL T. CHENG 19 Tai Hang Road, 2nd Floor, Merchant. (Sd.) LAM KWAN 53 Cumberland Road, Kowloon Tong, Manufacturer. (Sd.) CHAN MOON TONG 17 Fung Fai Terrace, 1st Floor, Hong Kong, Merchant.

Dated the 21st day of March, 1960.

WITNESS to the above signatures:

(Sd.) K.Y. Yung,
Solicitor,
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
Not Having a Share Capital

NEW ARTICLES OF ASSOCIATION
(adopted by Special Resolutions passed on 26th June 2008)

OF

LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED
(嶺南大學香港同學會有限公司)

---

1. In these Articles, unless there is something in the subject or context inconsistent therewith:-

"The Association"	shall mean the Company registered as LINGNAN UNIVERSITY ALUMNI ASSOCIATION (HONG KONG) LIMITED (嶺南大學香港同學會有限公司).
"The Alumni Association" or "the Alumni Associations"	means the alumni association or alumni associations respectively of the following educational institutions:-

(a) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) and its affiliated, branch or amalgamated colleges or schools;

(b) Lingnan University as defined in the Lingnan University Ordinance (Chapter 1165 of the Laws of Hong Kong) or its predecessor Lingnan College; and

(c) other education institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated by or under the sponsorship of the Association or Lingnan Education Organization Limited.

"Hong Kong"	shall mean Hong Kong Special Administrative Region.
"The Ordinance"	shall mean the Companies Ordinance (Chapter 32, as amended, of the Laws of Hong Kong).
"The Members"	shall mean the members of the Association and shall include Life Members, Corporate Members and Associate Members unless the context otherwise indicates.
"The General Committee" "The School Management Committee" and "The Sub-Committees"	shall mean the General Committee, School Management Committee or Sub-Committees of the Association for the time being.
"The Chairman"	shall mean the Chairman of the General Committee who is also the Chairman of the Association for the time being.
"The Honorary Secretary"	shall mean the Honorary Secretary of the Association for the time being.
"The Honorary Treasurer"	shall mean the Honorary Treasurer of the Association for the time being.
"Class Representatives"	shall mean the members who had graduated either in The Lingnan University, Canton, or who had been undergraduates of Lingnan University or students of Lingnan Middle School, Canton on or before the year 1950, or in The Lingnan Middle School, Hong Kong, and who shall represent their respective Classes.
"The Advisory Committee on Property of the Association"	shall mean the members of the Association for the time being in charge of the sale, mortgage or purchase of any any immovable property of the Association.
"Special Resolution"	shall have the meanings assigned thereto by Section 116 of the Ordinance.
"The Registered Office"	shall mean the registered office for the time being of the Association.
"The Seal"	shall mean the common seal of the Association.
"Month"	shall mean calendar month.
"In writing"	shall include printed, lithographed and type-written.

Words importing the singular number only shall include the plural and the converse shall also apply.

Words importing one gender shall include every gender.

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

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Association shall have the meanings so defined.

2. The Association, for the purpose of registration, is declared to consist of 3,000 members, but the General Committee may, from time to time, register an increase of members.

3. These Articles shall be construed with reference to the provisions of the Companies Ordinance, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

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

5. The following persons shall be eligible for full membership:-

(a) all members (excluding associate members), members of the General Committees, directors and officers of Lingnan Education Organization Limited or Lingnan Club; and

(b) all former students or former or current teaching or administrative staff of the following educational institutions:-

(i) Lingnan University (previously operated in the Guangdong Province of the People's Republic of China) and its affiliated, branch or amalgamated colleges or schools;

(ii) Lingnan University as defined in the Lingnan University Ordinance (Chapter 1165 of the Laws of Hong Kong) or its predecessor Lingnan College;

(iii) other educational institutions (including without limitation all secondary schools, primary schools, kindergartens and nurseries) operated under the sponsorship of the Association or Lingnan Education Organization Limited; and

(c) all former students or current or former teaching or administrative staff who have acquired the right of abode in Hong Kong of any educational institutions (or any parts thereof) not being operated under the sponsorship of the

Association or Lingnan Education Organization Limited but which have been nominated by the General Committee of the Association for this purpose;"

6. Every candidate for membership of the Association (other than as aforesaid) shall make and sign an application for membership in the form prescribed by the Association or in such other form as the General Committee may from time to time think fit.

7. The admission of candidate shall be considered by the General Committee at the next meeting after the application has been lodged.

8. On the admission of a member the fact shall be notified to him in writing and a copy of the Memorandum and Articles of Association and of the bye-laws of the Association, with a bill for the current year's subscription shall be forwarded to him.

9. If at any time within 3 months after admission of a candidate a majority of the General Committee shall be of opinion that he has been admitted under any misapprehension or if any material information as to his antecedents has been withheld they shall after inquiry and notice to the person so elected, have power to erase his name from the list of members and he shall thereupon cease to be a member.

Life Membership

10. Any member who, on payment to the Association of a Life Membership Fee of **HK$1,000** shall become a Life Member or such sum as the General Committee may from time to time prescribe.

11. Every member shall on admission pay an entrance fee of such amount as may be decided by the General Committee from time to time.

Corporate Membership

11A. The Association may, as resolved at its General Committee meeting, accept any Alumni Association which satisfies the following criteria, to join the Association as a Corporate Member:

(a) The establishment of such Alumni Association was formally endorsed by the governing body of its corresponding institution;

(b) Such Alumni Association has been officially authorized by the governing body of its corresponding institution to use its title in the name of such Alumni Association;

(c) At least 90% of the members of the executive committee or committee or any such management or governing body of such Alumni Association are former students or graduates of its corresponding institution; and

(d) At least 90% of the members of such Alumni Association are former students or graduates of its corresponding institution.

Save as herein provided Articles 6 to 9 hereof shall apply *mulatis mutandis* to an application for Corporate Membership.

11B. Each Corporate Member shall on admission pay an entrance fee of such amount as may be decided by the General Committee from time to time.

11C. Each Corporate Member shall on admission provide the Association with the following documents for record purpose:

(a) A photocopy of the Certificate of Society Registration (for those Corporate Members registered under the Societies Ordinance) or Certificate of Incorporation (for those Corporate Members registered under the Companies Ordinance);

(b) A copy of the constitutions or memorandum and articles of association and any subsequent amendments thereof; and

(c) A list of the executive committee members or officers or directors, including their contact details, and any subsequent amendments thereof.

11D. Each Corporate Member shall provide the Association with the following documents within 30 days following each Annual General Meeting:

(a) A list of current executive committee members or officers or directors, including their contact details and their terms of office;

(b) The date of its last annual general meeting, if any; and

(c) A list of current members, including their contact details.

11E. Corporate Members shall have the same privileges, rights and obligations as those of Members.

11F. Each Corporate Member shall comply with the rules of the Association, support and promote activities organized by the Association.

11G. The Association may invite any executive committee members or officers or directors or members of Corporate Members to participate in activities organized by the Association.

11H. Each Corporate Member is a separate and independent entity from the Association. Each Corporate Member shall be responsible for its own management. The Association shall not be responsible for any acts and liabilities of Corporate Members.

11I. Each Corporate Member shall nominate its own representative to vote on its behalf in general meetings. Corporate Members shall provide the personal details of the respective representatives to the Association. Corporate Members shall notify the Association of any changes in appointment of such representatives, and provide the Association the personal details of such new representatives.

11J. Each Corporate Member is entitled to nominate its own representative to be a candidate to the General Committee members election. Such representative must be a member of the executive committee or committee or any such management or governing body of the Corporate Member by which he is nominated at the time of nomination and at the time of election, and shall remain the same throughout his term of appointment if being elected. Corporate Members shall provide the personal details of the respective candidates to the Association, such details shall be circulated to all members who are entitled to vote at the Annual General Meeting before the election.

Associate Membership

12. Any person may be admitted as an Associate Member. The application for Associate Membership shall be regulated by the same rules and procedure as for ordinary Membership subject to the proviso that in the case of an application for Associate Membership, the application shall be signed by a proposer who must be a member of the Association and a seconder who must be a member of the General Committee. Save as herein provided Articles 6 to 9 hereof shall apply *mutatis mutandis* to an application for Associate Membership.

13. Each Associate Member shall on admission pay an entrance fee of such amount as may be decided by the General Committee from time to time.

14. Associate Members shall have the same privileges, rights and obligations as those of Members but they shall not be entitled to receive any notice for a general meeting or to participate at any general meeting. They shall not be eligible for election as a Member of the General Committee.

Observance of Rules

15. Acceptance of Membership or Corporate Membership or Associate Membership binds each Member or Associate Member to the observance of these Articles and of all rules, regulations and bye-laws for the time being in force in the Association.

Subscriptions

16. The subscription of a Member or Corporate Member or Associate Member shall be **HK$50** per year or for part of a year or such sum as the General Committee may from time to time prescribe.

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

18. The subscription of any member admitted during the year is payable in advance each year.

19. A member about to leave Hong Kong may, if he so desires, give written notice to the Honorary Secretary of his impending departure and requesting to be placed on the absent-members list to be kept by the Honorary Secretary. A member whose name appears on the absent-members list shall be exempted from liability to pay subscriptions during his absence. Upon his return to Hong Kong he shall immediately notify the Honorary Secretary in writing, and whether such notice has been given or not, his name shall forthwith be removed from the absent-members list and thereupon he shall be liable again to pay the prescribed subscription commencing from the year in which he shall have returned.

20. No member shall participate in any of the advantages of the Association until he shall have paid all moneys due from him to the Association.

21. In the event of any newly elected member failing to pay his subscription and, in the case of an Associate Member, his subscription and/or entrance fee, within one month from the date of his election, the General Committee may at their discretion erase his name from the list of members unless he shall have justified the reason of delay to the satisfaction of the General Committee. The General Committee may also at their discretion deal with the matter in accordance with the provisions contained in Article 25 hereof.

22. Any member may withdraw from the Association by giving one month's notice in writing to the Honorary Secretary. Any Corporate Members desiring to withdraw its membership shall formally notify the Association by giving one month's notice in writing to the Honorary Secretary, together with a copy of the resolution of such Corporate Member resolving the same. Such Corporate Member shall cease to be a Member and its name shall be removed from the list of members on the date specified in such resolution, or if no such date is specified, the date on which the notice of withdrawal is received by the Honorary Secretary.

23. 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 its dissolution 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 moneys which at the time of his ceasing to be a member shall be due from him to the Association.

Visitors

24. Relatives and friends of members shall be permitted to enter the Association premises if accompanied by a member, but if it appears to any two members of the General Committee or of the Sub-Committees that the presence of such person or persons is prejudicial to the interest of the Association such two members of the General or Sub-Committees shall have power to request such person or persons to leave the Association premises immediately or withdraw from them the privileges accorded them, or bar them from further visiting the Association premises without assigning any reason therefor. The powers herein contained may also be exercised by a member of the General Committee jointly with a member of the Sub-Committees. The member concerned may appeal in writing to the General Committee who shall re-consider the

matter and whose decision shall be final and conclusive. Provided Always that the action of the said members of the General or Sub-Committees shall remain in effect pending the decision of the General Committee who shall not be required to assign any reason for their decision.

General Articles Relating to Members

25. If any member shall fail to pay all moneys presently payable by him to the Association within fourteen days from the date of the rendering of the accounts, the General Committee may in their discretion stop the credit of such member until such time as the amounts so due shall have been paid, and, if any member shall fail to pay any sum of money which may be due from him to the Association for a period of two months after the same has become due, notice shall be sent to him calling his attention thereto, and if he does not pay the amount within seven days from the sending of such notice, he may be forthwith posted in the Association premises as a defaulter. If the amount due shall not be paid within thirty days following, the defaulter shall cease to be a member of the Association and his name shall be erased by the General Committee from the books. But if at any time he shall give to the General Committee a satisfactory explanation, he may in the discretion of the General Committee, and upon payment of arrears, be readmitted into membership.

26. If any member violates the Articles of Association, rules, regulations or bye-laws of the Association, or his conduct in or out of the Association premises shall in the opinion of the General Committee be injurious to the name or interests of the Association or be such as to render him unfit to be a member of the Association, then the General Committee shall forthwith convene a Committee Meeting to consider the expulsion of such member. No member shall be expelled until he shall have had notice of the charge or complaint made against him and an opportunity of being heard in his defence. The General Committee's decision shall be final and conclusive and they shall not be required to assign any reason for their decision or disclose the details of their investigations. Provided further that at the Meeting convened for considering the matter no counsel shall be allowed to appear on behalf of the member. The expulsion of a member may be notified by the General Committee in such manner as they think fit, and on expulsion all moneys owing by the member expelled shall be paid forthwith but no subscription paid by him to the Association shall be refunded to him.

27. Any member at any time guilty of a wilful breach of any of the Articles of Association, rules, regulations or bye-laws or causing any uproar or disturbance or using ungentlemanly or improper language at the Association premises renders himself liable to immediate expulsion therefrom by order of not less than 4 members of the General Committee, or of the Sub-Committees or partly of one Committee and partly of the other, and, subject to the decision of the General Committee after hearing him in his own defence as in the next preceding Article provided, forfeits his right to membership of the Association.

28. The General Committee may in all cases reconsider any determination regarding the expulsion of any member.

29. Any member who is adjudicated a bankrupt or who compounds with his creditors under the provisions of any Act or Ordinance relating to bankruptcy or who shall be imprisoned for a criminal offence, or who, in the opinion of the General Committee, shall have left Hong Kong to escape trial for a criminal offence, or shall be dismissed from the public service with disgrace, shall *ipso facto*, cease to be a member of the Association and shall forfeit all rights to the use of, or claim upon, any property of the Association.

29A. When a resolution is passed by members or creditors of any Corporate Member, or an order made by a court or other competent body or person instituting a process that shall lead to such Corporate Member being wound up and its assets being distributed among such Corporate Member's creditors, members or other contributors, such Corporate Member shall *ipso facto*, cease to be a member of the Association and shall forfeit all rights to the use of, or claim upon, any property of the Association.

30. Any visitor who shall fail to pay any moneys due from him to the Association shall not be permitted to use the Association premises so long as such moneys remain unpaid. In addition, any moneys owing by a visitor to the Association shall be deemed to be moneys owing by the member who accompanied him to the Association at the time when the moneys became owing and the same shall be recoverable from such member accordingly.

General Meetings

31. Only members other than Associate Members are entitled to vote at the general meeting. Only persons of the following categories shall be entitled to be elected as a member of the General Committee:

(a) Members (other than Corporate Members and Associate Members) of at least five years standing;

(b) Members (other than Corporate Members and Associate Members) who have been nominated by the General Committee;

(c) The respective representatives nominated by Corporate Members.

32. A general meeting shall be held once in every calendar year at such time and place as may be prescribed by the Association in general meeting.

33. The above-mentioned general meetings shall be called "Annual General Meetings" and other general meetings shall be called "Extraordinary General Meetings".

34. The Chairman of the General Committee may whenever he thinks fit convene an extraordinary general meeting; and extraordinary general meetings shall also be convened on the requisition of not less than 20 members or, in default, may be convened by such requisitionists as provided by Section 113 of the Ordinance.

Notice of General Meetings

35. Subject to the provisions of Section 116(1) of the Ordinance relating to special resolutions, 7 days' notice at the least (exclusive of the day on which the notice is 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 in manner hereinafter mentioned, or in any such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association.

36. The accidental omission to given 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 Meetings

37. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the General Committee and auditors, the election of members of the General Committee in the place of those retiring, and the appointment of auditors and the fixing of their remuneration.

38. 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 such quorum shall consist of not less than 20 members personally present.

39. If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the members present shall be a quorum.

40. The Chairman of the General Committee shall preside as Chairman at every general meeting of the Association. If at any meeting the Chairman shall not be present within 15 minutes after the time appointed for holding the meeting, or if he shall have previously notified the Honorary Secretary of his intention of not being present, the Vice-Chairman shall preside or if both the Chairman and the Vice-Chairman be not present or unwilling to take the chair, the members present shall choose one of their member to be chairman.

41. The Chairman 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 10 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.

42. 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 by at least 2 members present in person, and entitled to vote and, unless a poll is 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 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 that resolution.

43. If a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

44. 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.

45. A poll demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs.

Votes of Members

46. Every member shall have one vote. Associate Members shall have no voting rights.

Officers

47. The general business of the Association shall be managed by the General Committee who may pay all the expenses incurred in getting up and registering 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 meeting subject nevertheless to any regulations of these Articles, to the provisions of the Ordinance, and to such regulations being not inconsistent with the aforesaid regulations or 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 General Committee which would have been valid if that regulation had not been made.

48. The Association shall have a General Committee consisting of twenty-one members or of such number as the Association may decide from time to time at a general meeting. Members of the General Committee shall be elected by the members other than Associate Members at an Annual General Meeting.

49. The General Committee may from time to time and at any time invite and refuse the attendance of any Class Representatives to the meetings of the General Committee.

50. Members of the General Committee shall hold office for a period of one to three years at a time as the general meeting or annual general meeting may decide.

50A. If a representative of any Corporate Members is elected to be a member of the General Committee, and there is a change of appointment of such representative during the term of such office, or such representative ceases to be a member of the executive committee or committee or any such management or governing body of the Corporate Member, such representative newly appointed by the Corporate Members shall be automatically a member of the General Committee for the remaining term of such office.

51. At every Annual General Meeting, one third of the members of the General Committee for the time being, or, if their number is not a multiple of 3, then the number nearest one third shall retire from office. The members to retire shall be those who have been longest in office since their last election but as between persons who became members of the General Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the General Committee shall be eligible for re-election.

52. The Association shall have a Chairman and a Vice-Chairman who shall be elected by the members of the General Committee among themselves.

53. The Association shall have an Honorary Secretary and an Honorary Treasurer who shall be appointed by the General Committee and shall have such powers and perform such duties as may be specified by the General Committee. The Honorary Secretary must be a member of the General Committee whilst the Honorary Treasurer may or may not be a member of the General Committee.

54. The Association shall also have Sub-Committees consisting of such number as the General Committee may from time to time decide. Members of the Sub-Committees shall be appointed by the General Committee from and among themselves and/or from members of the Association other than Associate Members. They shall hold office from year to year and at every Annual General Meeting they shall retire from office but may be re-appointed by the General Committee after such Meeting.

55. Members of the Sub-Committees other than ex-officio members may be removed or replaced at any time by the General Committee.

56. Subject to the supervision and direction of the General Committee, the Sub-Committees shall be entrusted with the running of the Association.

57. The General Committee may subject to these Articles, from time to time, make, add to, alter and repeal bye-laws for the regulation of the Association, its officers and servants or the members and visitors thereof or any section thereof and as to the use and enjoyment of the Association or any part thereof. Any such alteration, addition or repeal of the existing and any new bye-laws or any addition thereto or alteration or repeal thereof shall be binding provided the sanction of two-thirds of the General Committee has been obtained thereto. They shall be posted in the Association premises for one week and shall be entered in a book to be kept for the purpose and such book shall be open to the inspection of all members and visitors.

58. The General Committee shall have the power to appoint and remove all employees of the Association and to fix the amount of their remuneration.

59. The Honorary Treasurer shall receive all subscriptions, entrance fees, amounts of members' bills and all other moneys coming to the Association and the receipt of the Honorary Treasurer shall be the only sufficient discharge and the Honorary Treasurer shall pay into a bank to be named by the General Committee all moneys received by him. No expenditure exceeding the sum of **HK$10,000** shall be made without the previous consent of the General Committee first had and obtained. All cheques shall be signed by the Honorary Treasurer and countersigned by any one of the following persons: the Chairman, Vice-Chairman, the Honorary Secretary or any person or persons appointed by the General Committee.

60. Notwithstanding the provisions of the preceding Article, the General Committee shall have power to open and operate an account or accounts with such bank or banks as it may from time to time think fit for a particular purpose and shall have power to appoint such persons or persons as it may think fit to draw sign and endorse cheques in respect of such account or accounts.

School Management Committee

61. The General Committee may delegate any of their powers to a School Management Committee consisting of such members of the Lingnan University Alumni Association (Hong Kong) Limited as they think fit for operating school anywhere in Hong Kong. They may also at any time remove or replace any member of such School Management Committee.

62. The School Management Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be from time to time imposed by the Education Department. The meetings and proceedings of any such School Management Committee shall be governed by the provisions herein contained.

63. The management and control of the School aforesaid shall be vested in the School Management Committee who may from time to time delegate to the Principal such power or powers as the School Management Committee shall think fit.

64. No salary remuneration or allowance shall be paid to the members of the School Management Committee but the Principal of the School the other Masters officers and servants employed for the purpose of the School shall be employed on such terms and on such remuneration as the School Management Committee shall from time to time determine, notwithstanding that they are members of the School Management Committee.

65. The General Committee shall nominate for each school established or carried on by the Association a management committee of not more than 15 members who may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office and shall make application to the Director of Education for the registration of the committee members as managers under the Education Ordinance.

66. The General Committee may remove or dismiss a member of the management committee from office and any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the General Committee shall forthwith tender his resignation in writing to the Director of Education as a registered manager under the Education Ordinance.

67. The General Committee shall nominate another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and shall make application to the Director of Education for the registration of such new committee member as a manager under the Education Ordinance.

68. A member of the School Management Committee may be but need not necessarily be a member of the General Committee.

69. It shall be the special responsibility of a school management committee to conduct the school in accordance with the Education Ordinance and in all respects to the satisfaction of the Director of Education.

Supervisors

70. The General Committee with the agreement of the majority of the members of the School Management Committee shall nominate a member of the School Management Committee to be the supervisor of the school either for a fixed term or without any limitation as to the period for which he is to hold such office and thereupon the School Management Committee shall recommend such appointment to the Director of Education for his approval in accordance with the Education Ordinance.

71. The General Committee may remove or dismiss a supervisor from office and any supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the General Committee shall tender forthwith his resignation in writing to the Director of Education as an approved supervisor under the Education Ordinance.

72. The General Committee with the agreement of the majority of the members of the School Management Committee shall nominate another supervisor to replace one who has been removed or dismissed or whose term of office has expired and thereupon the School Management Committee shall recommend such appointment to the Director of Education for his approval in accordance with the Education Ordinance.

73. The General Committee shall cause minutes to be made in books provided for the purpose:-

(a) Of all appointments made by the General Committee.

(b) Of the names of the members present at each meeting of the General Committee.

(c) Of all resolutions and proceedings at all meetings of the Association and of the General Committees and every member of the General Committee present at

any meeting of the General Committee shall sign his name in a book to be kept for that purpose.

74. The provision herein contained shall *mutatis mutandis* apply to all meetings of the School Management Committee and of all Sub-Committees. The General Committee shall have power in the name of the Association to hold any functions for the entertainment of any person or persons irrespective of whether such person or persons are visitors to Hong Kong or permanent residents in Hong Kong and shall have the right to reserve at any time during the day or at night, and either the whole of the Association premises or a portion thereof for the purpose of such entertainment. All members shall be entitled to participate, but they shall pay the amount fixed by the General Committee as admission fee.

The Advisory Committee on Property of the Association, its Organization, Duty, Power & Term of Office

75. The Advisory Committee on Property of the Association shall give the final decision with regard to the sale or mortgage of any immovable property of the Association.

76. The Advisory Committee on Property of the Association shall consist of 7 persons, and shall be appointed by the General Committee of the current year.

77. The term of office of four members of the Advisory Committee on Property of the Association shall be five years, and that for the remaining three shall be one year.

78. Five of its members present at a meeting shall be a quorum.

79. Seven days' notice of a meeting shall be given.

80. Any vacancy occurring in the Advisory Committee on Property of the Association shall be filled up by the General Committee, but the person or persons so chosen shall be subject to retirement at the next following Annual General Meeting.

Management of Money and Property

81. The Management and Control of all moneys and assets of the Association except in a sale or mortgage of the immovable property of the Association shall be vested in the General Committee and proper books shall be kept for investigation and audit. All monies received shall be deposited with banks of good standing and duly registered in Hong Kong. All cheques shall be signed by the Honorary Treasurer and countersigned by any one of the following three persons; the Chairman, Vice-Chairman or the Honorary Secretary.

82. The Chairman of the Advisory Committee on Property of the Association shall at the request of the Chairman in charge of the Committee for safeguard of the foundation funds and property of the Association call a meeting of the Advisory Committee by written notice setting forth the business of the meeting and shall preside thereat. Members of the Advisory Committee shall attend in person and every resolution

passed shall be signed by at least five members of the Advisory Committee present at the meeting. The Chairman and Vice-Chairman of the General Committee shall be invited to attend the meeting to explain the proposed sale or mortgage.

83. If the General Committee shall have managed the properties and assets of the Association in accordance with the powers vested in them by Article 47 hereof, and having taken such due care in the carrying out of their duties and there is still an unexpected loss, then the General Committee shall not be responsible for the same.

The Seal

84. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the General Committee and in the presence of any two of the following, viz. the Chairman, the Vice-Chairman and the Honorary Secretary, and the Honorary Treasurer shall sign every instrument to which the Seal of the Association is so affixed in their presence, and countersigned by any one of them.

Disqualification of Members of the Committee

85. The office of a member of the General Committee shall be vacated if such member:-

(a) holds any office of profit under the Association, or

(b) becomes prohibited from being a member of the General Committee by reason of any order made under the Ordinance, or

(c) becomes bankrupt, or

(ca) is a representative of any Corporate Member who ceases to be a Member, or

(d) is found lunatic or becomes of unsound mind, or

(e) resigns office by notice in writing to the Association, or

(f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by Section 162 of the Ordinance.

(g) The elected General Committee member, if absent from the Committee Meeting for two consecutive meetings without giving notice of so doing, shall be deemed to have resigned, and the vacancy shall be filled up by the reserved Committee member automatically.

(h) If the number of the reserved Committee members is not sufficient to fill up the vacancy, then the General Committee shall appoint other members to fill the post, and such members so appointed shall hold office only until the next following Annual General Meeting.

86. A member of the General Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted.

87. Any casual vacancy occurring in the General Committee has been filled up by the elected 5 reserved committee members may be filled up by the General Committee, but the person so chosen shall be subject to retirement at the same time as if he had become a member of the General Committee on the day on which that member in whose place he is appointed was last elected a member.

88. The Association may by special resolution remove any member of the General Committee before the expiration of his period of office and may by 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 member of the General Committee on the day on which the member in whose place he is appointed was last elected a member.

Proceedings for Members of the General Committee

89. The General Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of hands. In case of an equality of votes the Chairman shall have a second or casting vote. The Chairman may and the Honorary Secretary on the requisition of three members of the General Committee shall at any time convene a meeting of the General Committee.

90. The quorum necessary for the transacting of the business of the General Committee shall be 8 members.

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

92. The Chairman of the General Committee shall preside Chairman at every meeting, of the General Committee, but, if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Vice-Chairman present shall preside, and if both the Chairman and the Vice-Chairman be absent; then those present shall choose one of their number to be Chairman of the meeting.

93. All acts done by any meeting of the General Committee, School Management Committee or any Sub-Committee or by any person acting as a member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of such General Committee, School Management Committee or Sub-Committee.

Accounts

94. The General Committee shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Association, and

(c) the assets and liabilities of the Association.

95. The books of account shall be kept at the registered office of the Association, or at such other place or places as the General Committee think fit and shall always be open to the inspection of the General Committee.

96. The General 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 General Committee and no member (not being a member of the General Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the General Committee or by the Association in general meeting.

97. The General Committee shall, from time to time in accordance with Section 122 of the Ordinance, caused to be prepared and to be laid before the Association in general meeting a duly certified Income and Expenditure Account and Balance Sheet and signed by the Chairman, the Honorary Secretary and the Honorary Treasurer and the reports as are referred to in that section.

98. 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 auditor's report shall, not less than 7 days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Association.

Audit

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

Notices

100. Unless otherwise required by the provisions of the Ordinance all books and documents kept by the Association and all notices given by the Association may be either in the English language or in the Chinese language.

101. A notice may be given by the Association to any Annual General Meeting shall be posted in the Association premises for at least 7 clear days prior to the date for which such meeting is called, and members having resolutions to bring forward must give notice in writing to the Honorary Secretary of their intention to do so and of the matters to be proposed. It shall, however, be competent for any member to bring forward, without notice, any resolution on any subject connected with the Association, provided that such resolution be in the form of a recommendation to the General Committee.

102. A notice may be given by the Association to any member either by advertisement in the local press or personally, or by sending it by post to him 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 notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the envelope containing the same was posted.

103. A member who has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him shall be deemed to have received any notice which shall have been displayed at the Association premises and shall have remained there for the space of 24 hours, and such notice shall be deemed to have been received by such member at the expiration of 24 hours from the time when it shall have been so first displayed.

104. Notice of every general meeting, with a statement of the nature of the business of the meeting, shall be exhibited in the Association premises, and shall be given in some manner hereinbefore authorised to 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. No other person shall be entitled to receive notices of general meetings.

105. Every member of the General Committee or other officer or servant of the Association shall be indemnified by the Association against all liabilities and it shall be the duty of the General Committee out of the funds of the Association to pay all costs, losses and expenses which any such member of the General Committee, officer or servant may incur or become liable for by reason of any contract entered into, or act or deed done by him as such member of the General Committee, officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as between the members over all other claims.

Winding Up

106. The provisions of Clause 8 of the Memorandum of Association relating to the winding up of the Association shall have effect and be observed as if the same were repeated in these Articles.

107. Every School owned or managed by the Association shall be a non-profit making school and the Association shall not, under any circumstances, derive any profit from the running of any school.

108. These Articles shall not be altered or added to without the consent of the Registrar of Companies first had and obtained in writing.

Names, Address and Descriptions of Subscribers
(Sd.) WONG BING LAI 8A Tung Shan Terrace, 2nd Floor, Hong Kong, Merchant. (Sd.) LEE PING CHIU 11A Broom Road, Hong Kong, Banker. (Sd.) JACK WEI 9 Hart Avenue, 1st Floor, Kowloon, Merchant. (Sd.) MOK WAI YIN 108 Waterloo Road, 1st Floor, Kowloon, Merchant. (Sd.) WONG SHIU KEUNG 6 Norfolk Road, Kowloon Tong, Kowloon, Merchant. (Sd.) WOO DUK KONG 313 China Building, Merchant. (Sd.) YOUNG KAH FAY 58 Connaught Road, W., Merchant. (Sd.) JAMES T. WU 48 Robinson Road, 1st Floor, Merchant. (Sd.) CHAN KWAN CHAK 6A Manmouth Terrace, 3rd Floor, Merchant.

Dated the 21st day of March, 1960.

WITNESS to the above signatures:

(Sd.) K.Y. Yung,
Solicitor,
Hong Kong

Names, Address and Descriptions of Subscribers
(Sd.) KWOK MAN CHO 23 Ashley Road, 4th Floor, Kowloon, Merchant. (Sd.) PAUL T. CHENG 19 Tai Hang Road, 2nd Floor, Merchant. (Sd.) LAM KWAN 53 Cumberland Road, Kowloon Tong, Manufacturer. (Sd.) CHAN MOON TONG 17 Fung Fai Terrace, 1st Floor, Hong Kong, Merchant.

Dated the 21st day of March, 1960.

WITNESS to the above signatures:

(Sd.) K.Y. Yung,
Solicitor,
Hong Kong