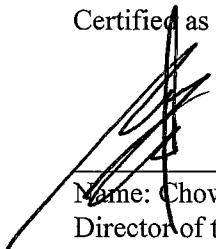


Certified as correct


Name: Chow Chun Hin, Eric
Director of the Company

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

*(Including all amendments adopted by Special Resolutions
up to and on the 9th day of August 2013)*

OF

La Salle College Old Boys' Association Limited
喇沙舊生會有限公司

Incorporated the 21st day of July, 1978

HONG KONG



THE COMPANIES ORDINANCE

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

LA SALLE COLLEGE OLD BOYS' ASSOCIATION LIMITED
(喇沙舊生會有限公司)

1. The name of the Association is LA SALLE COLLEGE OLD BOYS' ASSOCIATION LIMITED (喇沙舊生會有限公司) (hereinafter called the "Association").
2. The Registered Office of the Association will be situated in Hong Kong.
3. To take over the management, assets and liabilities of the existing unincorporated association known as the La Salle Old Boys' Association, also known as the La Salle College Old Boys' Association.
4. To foster and promote close relationships and better understanding among the past and present students of La Salle College in and outside Hong Kong.
- 4A. To be recognized as the recognized alumni association for the purposes of making nomination of such person for registration as the alumni manager of La Salle College as may be provided for in the constitution of the incorporated management committee of La Salle College; and to conduct the election for the purposes of making the nomination of such person.
(Amended on 9 Aug 2013)
5. To maintain, promote and cultivate friendship among the members of the Association and to provide club premises and other conveniences and generally to afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of an Association and to improve the welfare of its members.

6. To acquire or otherwise provide club-houses, pavilions and other convenience in connection therewith and to furnish, alter, enlarge, repair, uphold and maintain the same, and to permit the same to be used by members and employees of the Association and others, either gratuitously or for payment.

7. To purchase, take on lease, or in exchange hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may deem necessary or convenient for the purpose of the Association.

8. To purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, tools implements, utensils and other things required or which may be conveniently used in connection with the premises of the Association.

9. To buy, prepare, make, supply, sell and deal in all kinds of liquors, beverages, tobacco, provision and refreshments required or used by the members of the Association or other persons frequenting the Association's premises.

10. 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, wages, gratuities and pensions.

11. To promote and hold either alone, or jointly with any other Association, clubs, or persons, meetings and matters for all kinds of sports or pastimes, and to offer, give or contribute towards, prize, medals, and awards therefor, and to promote, give or support dinners, balls, concerts and other entertainments.

12. To grant scholarships and prizes.

13. To accept gifts, donations and endowments for all or any of the purposes herein provided.

14. To distribute the net monies received by the Association in the exercise of the foregoing powers, after making provision thereout for the expenses and liabilities of the Association incurred in such exercise or in otherwise carrying out the purposes and operations of the Association and for any contributions or payments for any of the purposes specified in the next following sub-clause hereof, amongst the proprietors entitled thereto in accordance with the rules to be for the time being in force with respect to the distribution thereof.

15. (i) To grant gratuities, donations, pensions and emoluments to any Member or ex-Member of the Association or any person at any time in the employment of the Association, or engaged

in any business acquired by the Association, and the wives, widows, families and dependents of any such persons;

(ii) to establish, support, subscribe to and aid in the establishment and support of funds, trusts, associations or institutions calculated to benefit Members or ex-Members of the Association or persons employed by or having dealings with the Association;

(iii) to subscribe money for the relief of distress caused by natural disasters or other exceptional calamities;

(iv) to receive contributions, subscriptions or donations for any of the aforesaid purposes from Members of the Association, employees or others.

16. To carry on any business which may seem to the Association capable of being conveniently carried on in connection with the above objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of the Association.

17. To acquire or undertake the whole or any part of the business, property or liabilities of any person or company carrying on any undertaking or business which the Association is authorised to carry on or possessed of property suitable for the purposes of the Association.

18. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, association or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this Association is authorised to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit this Association, and to amalgamate with or become affiliated to any such association or company, and to lend money to, guarantee the contracts of or otherwise assist any such persons, association or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

19. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Association or carrying on any business capable of being conducted so as directly or indirectly to benefit this Association.

20. To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Association or for any other purpose which may seem directly or indirectly calculated to benefit this Association.

21. To invest and deal with the monies of the Association not immediately required in such manner as may from time to time be determined.
22. To lend money to such persons and on such terms as may seem expedient and in particular to Members and others having dealings with the Association and to guarantee the performance of contracts by any such persons.
23. To borrow or raise or secure the payment of money in such manner as the Association shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Association's property (both present and future), and to purchase, redeem, or pay off any such securities.
24. To remunerate any person or company for services rendered or to be rendered in placing or guaranteeing the placing of any debentures, debenture stock or other securities of the Association or in or about the formation or promotion of the Association or the conduct of its business.
25. To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
26. To sell or dispose of the undertaking of the Association or any part thereof for such consideration as the Association may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Association.
27. To adopt such means of making known the operations of the Association as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.
28. To procure the Association to be registered or recognised in any foreign country or territory.
29. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
30. To appoint any agent or agents for the collection and recovery of any monies receivable by the Association in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers.

31. To do all or any of the above things in Hong Kong or in any other country or territory abroad and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

32. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

33. The activities of the Association shall be non-profitable and non-charitable.

34. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as are herein specified 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 its members. Provided nevertheless that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or any member thereof, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 % per annum on money lent to the Association by a member nor payment of reasonable and proper rent for premises demised or let by a member to the Association, but so that no member of the Committee of the Association shall be appointed to any salaried office of the Association and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Committee except as repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided that the aforesaid provision shall not apply to any payment to a Company of which a member of the Committee may be a member if such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

35. The liability of the members is limited.

36. 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 afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, save, not exceeding \$10.-.

37. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid

to or distributed among the members, but shall be given or transferred to some other charitable institution or trust of a public character and which shall prohibit the distribution of its or their income and property amongst its or their members such institution or trust to be determined by the members of the Association before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

38. True accounts shall be kept of the sums of money received and expended by the Association and matters in respect of which such receipts and expenditure take place and of the property and other assets and liabilities of the Association which accounts 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 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 authorised Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers		
Name	Address	Description
Mr. KAM KWONG YEE (甘光儀)	*Address withheld for privacy*	Company Managing Director
Mr. VAN KWOK SHSING (萬希程)	*Address withheld for privacy*	Proprietor, Public Utility and General Contractors
The Hon. HILTON CHEONG-LEEN, O.B.E., J.P. (張有興)	*Address withheld for privacy*	Company Managing Director
Comendador ARNALDO DE O SALES, C.B.E., J.P. (沙理士)	*Address withheld for privacy*	Company Director
Mr. MAXIMO ANTHONY CHENG (鄭治平)	*Address withheld for privacy*	Finance Controller
Mr. MICHAEL SUI HIN CHAN, J.P. (陳瑞顯)	*Address withheld for privacy*	Accountant
Dr. PETER TANG HIN YU (鄧顯裕)	*Address withheld for privacy*	Medical Practitioner
Mr. PETER TSANG TING PO (曾登保)	*Address withheld for privacy*	School Principal
Dr. CHAN SIU HUNG (陳銚鴻)	*Address withheld for privacy*	Medical Practitioner
Mr. SZE CHO CHEUNG, MICHAEL, J.P. (施祖祥)	*Address withheld for privacy*	Civil Servant

Mr. DEREK KAM FUK IP (葉 錦 福)	*Address withheld for privacy*	Merchant
Mr. HENRY LAU WING (劉 永)	*Address withheld for privacy*	School Master
Mr. PETER KIMPTON WONG (黃 錦 堂)	*Address withheld for privacy*	Solicitor
Mr. CARY TAI CHING YEUNG (楊 大 楨)	*Address withheld for privacy*	Solicitor
Mr. VINCENT WING SANG LO (羅 榮 生)	*Address withheld for privacy*	Solicitor
Mr. FREDERICK LAM WAI KUEN (林 偉 權)	*Address withheld for privacy*	School Master

Dated the 29th day of May, 1978.

WITNESS to the above signatures:

(Sd.) PAUL WEN-PAU KING

Solicitor,

HONG KONG.

THE COMPANIES ORDINANCE

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

LA SALLE COLLEGE OLD BOYS' ASSOCIATION LIMITED
(喇沙舊生會有限公司)

General

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the object or context. In addition the marginal notes hereto shall not affect the construction thereof.

<i>WORDS</i>	<i>MEANINGS</i>
La Salle College -----	The La Salle College situated for the time being at Boundary Street/La Salle Road, Kowloon, Hong Kong. <i>(Amended on 16 Dec 1983)</i>
The Association -----	The Association registered as LA SALLE COLLEGE OLD BOYS' ASSOCIATION LIMITED (喇沙舊生會有限公司).
The Committee -----	Members of the Committee hereby constituted.
The President -----	The President of the Association for the time being.
The Hon. Secretary -----	The Secretary of the Association for the time being.
The Hon. Treasurer -----	The Treasurer of the Association for the time being.

The Annual General Meeting -----	The yearly General Meeting of the Members of the Association and also includes the First General Meeting of the Members.
Extraordinary General Meeting -----	Extraordinary General Meeting of the Members of the Association especially summoned under these articles.
Special Resolution and Extraordinary Resolution -----	Meaning assigned thereto respectively by Section 116 of the Ordinance.
Hong Kong -----	As defined in The Interpretation and General Clauses Ordinance (Cap.1) of The Laws of Hong Kong.
The Registered Office -----	The Registered Office of the Association.
The Ordinance -----	The Companies Ordinance (Chapter 32).
These Presents -----	These Articles of Association.
The Seal -----	The Common Seal of the Association.
Month -----	Calendar month.
In writing -----	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
Alumnus (or Alumni) -----	Any person(s) who has been a pupil of La Salle College but is no longer such a pupil. (Amended on 9 Aug 2013)

And words importing the singular number only shall include the plural number and *vice versa*.

Words importing the masculine gender only shall include the feminine gender.

The Articles of Association and Bye-Laws shall together form the Rules of the Association.

Subject as aforesaid any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the subject or the context, bear the same meaning in these presents.

Number of Members	2. The Association for the purpose of registration is declared to consist of unlimited number of members who shall be the only members of the Association entitled to vote at Meetings of the Association and to the full rights and liabilities of Membership. The word "Members" appearing in the Memorandum and these Articles of Association of the Association shall refer exclusively to the Members of the Association.	
	3. The Association is established for the purposes expressed in the Memorandum of Association.	
	Membership	
Qualification for Membership	4. Membership of the Association is open to all Alumni of La Salle College. <i>(Amended on 9 Aug 2013)</i>	
	5. The first members of the Association shall be:-	
	MR. KAM KWONG YEE	(甘 光儀)
	MR. VAN KWOK SHSING	(萬 希程)
	THE HONOURABLE HILTON CHEONG-LEEN, O.B.E., J.P.	(張 有興)
	COMENDADOR ARNALDO DE O SALES, C.B.E., J.P.	(沙 理士)
	MR. MAXIMO ANTHONY CHENG	(鄭 治平)
	MR. MICHAEL SUI HIN CHAN, J.P.	(陳 瑞顯)
	DR. PETER TANG HIN YU	(鄧 顯裕)

	MR. PETER TSANG TING PO	(曾登保)
	DR. CHAN SIU HUNG	(陳銚鴻)
	MR. SZE CHO CHEUNG, MICHAEL, J.P.	(施祖祥)
	MR. DEREK KAM FUK IP	(葉錦福)
	MR. HENRY LAU WING	(劉永)
	MR. PETER KIMPTON WONG	(黃錦堂)
	MR. CARY TAI CHING YEUNG	(楊大楨)
	MR. VINCENT WING SANG LO	(羅榮生)
	MR. FREDERICK LAM WAI KUEN	(林偉權)

Application

	<p>6. Application for membership shall be made on the prescribed Application Form signed by the applicant and delivered to the Hon. Secretary for acceptance by the Committee at one of its regular meetings. The applicant shall be notified in writing by the Hon. Secretary of the resolution of the Committee in respect of his application as soon as possible after the meeting. The Committee shall have the right of refusing any application without assigning any reason therefor.</p> <p><i>(Amended on 15 Jul 2005)</i></p>
Members	

Rights of Members not transferable	7. The rights and privileges of a Member shall be personal to himself; they shall not be transferable by his own act or by 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 presents.
Withdrawal of Membership	8. Any member may withdraw from the Association by giving prior notice in writing to the Secretary not less than fourteen days prior to the proposed withdrawal.
Person ceasing to be a member remains liable for moneys due to the Association	9. Any person who shall for any cause 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.
	10. Only Members shall, subject to these Presents and any Rules, be entitled to all privileges of membership and be qualified to vote or hold office on the Committee or any Sub-Committee; and without prejudice to the generality of the foregoing only the Alumni may elect or become office-bearers of the Association or members of the Committee. <i>(Amended on 9 Aug 2013)</i>
	11. Members must communicate any change of address to the Association without delay.

Expulsion of Members

Committee to investigate into misconduct of member	12. If any Member violates any of these presents or any rules or by-laws of the Association for the time being in force or damages Association property or if his conduct shall in the opinion of any three Members of the Committee (who shall certify the same in writing to the Committee) be injurious to the character or interests of the Association or be derogatory to such Member's station in Association, it shall be the duty of the Committee to invite the Member complained of by letter to give an explanation of his conduct and to appear before a meeting of the Committee convened to consider his case.
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<p>Member to be called upon to resign if explanation unsatisfactory</p>	<p>13. If the Committee is not satisfied with the explanation of his conduct offered by the Member complained of or if no explanation is offered they shall call upon such member to resign, and should he not do so within two weeks, his name shall, subject to Article 15 hereof, be erased from the list of members and he shall thereupon cease to be a member of the Association, provided always that the decision calling upon him to resign shall be supported by at least two-thirds of the members of the Committee present at such meetings.</p>
<p>Convening of Extraordinary General Meeting to review</p>	<p>14. The Committee shall on the written request of the Member affected by their decision under the preceding Article convene an Extraordinary General Meeting of the Association for the purpose of reviewing their decision provided that the request shall be signed by at least eight other Members of the Association and deposited with the Secretary within fourteen days following the decision of the Committee under the preceding Article calling upon such Member to resign.</p>
<p>Suspension in grave case</p>	<p>15. The Committee may, if they consider the case sufficiently grave, without giving him the option of his resigning immediately by written notice to the Member suspend him from the benefits of the Association pending the investigation of his conduct by the Committee.</p>
<p>Power to reconsider expulsion suspension of members</p>	<p>16. The Committee may in all cases reconsider their own determination upon being requested so to do by notice in writing signed by any eight Members of the Association.</p>
<p>Insolvency of Member</p>	<p>17. Any Member who is adjudicated a bankrupt, or who compounds with his creditors under the provisions of any Act or Ordinance relating to bankruptcy, who in the opinion (<i>sic</i>) of the Committee shall have left either Hong Kong to escape trial, or shall be dismissed from the public service with disgrace, shall <i>ipso facto</i> cease to be a Member of the Association and shall forfeit all right to the use of, or upon, any property of the Association, but it shall be lawful for the Member, after enquiry to restore his name to the books of the Association and the Member so re-admitted shall not be called upon to pay</p>

	any entrance fee. (Amended on 16 Dec 1983)
Member of Committee not to act in certain circumstances	18. A member of the Committee shall not act as a member of the Committee at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is a complainant.
The Committee	
First Committee	19. The first members of the Committee shall be:--
	DR. CHAN SIU HUNG (陳銚鴻)
	MR. SZE CHO CHEUNG, MICHAEL, J.P. (施祖祥)
	MR. DEREK KAM FUK IP (葉錦福)
	MR. HENRY LAU WING (劉永)
	MR. PETER KIMPTON WONG (黃錦堂)
	MR. PETER TSANG TING PO (曾登保)
	MR. MAXIMO ANTHONY CHENG (鄭治平)
	MR. VINCENT WING SANG LO (羅榮生)
	MR. CARY TAI CHING YEUNG (楊大楨)
	MR. FREDERICK LAM WAI KUEN (林偉權)
	20. The Committee shall consist of not less than eight but not more than seventeen members of whom four shall be office-bearers viz. the President, Vice President, Hon. Secretary and Hon. Treasurer, and the immediate past President shall be an Ex-Officio member of the Committee, provided that any member of the Committee shall not be less than 18 years of age. (Amended on 14 Jul 2000)

Power of the Committee	
Management	<p>21. The management of the affairs, administration and business of the Association shall be vested in the Committee who may pay all the expenses incurred in the formation and registration of the Association and may exercise all such powers and do all such acts and things as the Association is by its Memorandum and these presents or otherwise authorised to exercise or do and are not hereby or by the Ordinance required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions of the Ordinance and of these presents and to any regulations (not being inconsistent with these presents) from time to time made by the Association in general meeting; provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.</p>
	<p>22. The Committee may make Rules for regulating the affairs of the Association which shall be binding on all members, and may from time to time revoke, alter or replace any such Rules. In particular and without prejudice to the generality of the foregoing words the Committee may make such Rules in regard to all or any of the following matters:--</p>
	<p>(a) As to the rights and privileges (so far as not provided for by these presents) which shall be (accorded to members of the Association and as to the particulars to be supplied by candidates for membership.</p>
	<p>(aa) As to the election for the purposes of making nomination of such person for registration as the alumni manager of La Salle College as may be provided for in the constitution of the incorporated management committee of La Salle College and all matters in connection therewith; provided that the system of election held for such purposes should be fair and transparent.</p> <p><i>(Amended on 9 Aug 2013)</i></p>
	<p>(b) As to the organisation, management and conduct of social events arranged by the Association.</p>
	<p>(c) As to the nomination of a person as Honorary Patron under Article 53 hereof and as to the privileges and advantages to be accorded to any person so</p>

	nominated at General Meetings or otherwise.
	(d) As to the arrangements for reciprocal concessions or other matters with other Clubs or Associations.
	(e) As to the entrance fees and annual subscriptions for Members.
	(f) As to the rights and liabilities of persons becoming Special Patrons of the Association as provided in Article 54 hereof and the requirements therefor. (g) As to any other matter as to the operation of the Association not already provided for by the Memorandum and Articles of Association thereof for the time being in force, provided always:- (1) that no Rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Association. (2) that any Rules may be cancelled modified or amended by Special Resolution of the Association.
Vacancy	23. The Committee shall have power at any time, and from time to time, to appoint any Member to be an office-bearer or a Committee member, either to fill a casual vacancy or as an addition to the existing office-bearers and Committee members (as the case may be), but so that the total number of members of the Committee (including the office-bearers) shall not at any time exceed the number fixed in accordance with these Presents. Any office-bearer or Committee member so appointed shall hold office only until the next election of office-bearers and Committee members at the Annual General Meeting. 23A. The Association may by ordinary resolution appoint another Member in place of an office-bearer or a Committee member removed from office in accordance with the Ordinance. Without prejudice to the powers of the Committee under Article 23, the Association in general meeting may appoint any Member to be an office-bearer or a Committee member either to fill a casual vacancy or as an addition to the existing office-bearers and Committee members (as the case may be), but so that the total number of members of the Committee (including the office-bearers) shall not at any time exceed the number fixed in accordance with these Presents. Any office-bearer or

	<p>Committee member so appointed shall hold office only until the next election of office-bearers and Committee members at the Annual General Meeting.</p> <p><i>(Amended on 15 Jul 2005)</i></p>
Staff	<p>24. The Committee may appoint or employ such other officers and servants of the Association at such remuneration and upon such conditions as they see fit.</p>
<p>Duties of Office-bearers</p>	
	<p>25. The office-bearers of the Committee shall use their best endeavour to promote the interests of the Association and in particular:-</p>
	<p>The President shall preside all meetings of the Committee and the Association and present a report of the activities of the Association at the Annual General Meeting.</p>
	<p>The Vice-President shall preside at meetings otherwise chaired by the President in his absence and serve out the remaining term of the President should he resign or otherwise unable to continue as President.</p>
	<p>The Hon. Secretary shall keep proper minutes in accordance with the Ordinance and in particular Article 55 hereof and maintain up-to-date records of membership and correspondence.</p>
	<p>The Hon. Treasurer shall keep proper books of account in accordance with the Ordinance and in particular Articles 56-59 hereof and present an audited account of the Association at the Annual General Meeting. The Hon. Treasurer shall receive all subscriptions and all other moneys coming into the Association. His receipt shall be the only sufficient discharge and he shall pay into a Bank to be named by the Committee all money received by him.</p>
<p>Proceedings of the Committee</p>	
Meetings of the Committee	<p>26. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Committee may be convened on request of the President or by the requisition in writing signed by three members of the Committee stating the objects for which such meetings are to be convened and forwarded</p>

	to the Hon. Secretary.
Quorum	27. The quorum necessary for the transaction of the business of the Committee shall be eight members of the Committee personally present.
	27A. Any member of the Committee may participate in a meeting of the Committee by means of telephone or other audio or electronic communications equipment whereby all persons attending or participating in the meeting can hear each other. The person participating in the meeting in such manner shall be deemed for all purposes to be present at such meeting. <i>(Amended on 9 Aug 2013)</i>
How question to be decided	28. Questions arising at any meeting shall be decided by a majority on a show of hands and in case of an equality of votes the President shall have a second or casting vote.
Company may act notwithstanding vacancy	29. The continuing members of the Committee may act notwithstanding any vacancy in that 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 Committee may act for the purpose of (a) admitting persons to membership of the Association (b) filling up vacancies in their body, or (c) summoning a General Meeting of the Association but for no other purpose.
Business transacted by circulation of papers	30. The Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing signed by a majority of the members thereof shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held, and such resolution may consist of one document or of separate copies, and for this purpose a member of the Committee may deliver his signature by facsimile or scanned copy via email or other electronic means. <i>(Amended on 9 Aug 2013)</i>
Committee not to receive remuneration	31. A member of the Committee may not receive any salary from the Association but he shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the

	affairs of the Association.
Quorum competent to transact business	32. Except as provided in Article 29 a meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.
Sub-Committee	33. (a) The Committee may, from time to time, appoint such Sub-Committees as it considers necessary for securing the efficient discharge of their functions, and may delegate to any Sub-Committees any of their powers and duties PROVIDED that no delegation made hereunder shall preclude the Committee from exercising or performing or resuming at any time any of the powers and duties so delegated.
	(b) Any Member may be appointed a member of any such Sub-Committee notwithstanding that he is not a member of the Committee.
	(c) Any Sub-Committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Committee.
Act of Committee or Sub-Committee not invalidated by defect in appointment	34. All acts done in good faith by any meeting of the Committee or a Sub-Committee or by any person acting as a member of the Committee or Sub-Committee, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee, or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a member of the Committee or Sub-Committee.
Disqualification	35. The office of a member of the Committee shall be vacated if: <ul style="list-style-type: none"> (a) He becomes bankrupt or makes a composition or scheme or arrangement with his creditors; (b) He is found lunatic or becomes of unsound mind; (c) He resigns his office by notice in writing to the Association;

	(d) He is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest in manner required by Section 162 of the Ordinance.
Members of Committee cannot vote on matters in which personally interested	36. Subject to the provisions of the Memorandum of Association a member of the Committee shall not vote in respect of any contract in which he has an interest or any matter arising therefrom unless the same is disclosed by him and approved by the Committee failing which his vote shall not be counted. However his attendance shall be counted towards the quorum under Article 27 above. <i>(Amended on 16 Dec 1983)</i>
Meetings	
Annual Meetings	37. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Committee.
Definition of General Meetings	38. The abovementioned General Meeting shall be called the Annual General Meeting, all other General Meetings shall be called Extraordinary General Meetings.
	39. The Committee may, whenever they think fit, convene an Extra-ordinary General Meeting, and Extraordinary General Meeting shall also be convened on the requisition of not less than 50 Members.
Notice of General Meetings	
Notice of Meetings	40. Subject to the provision of sub-section (2) of Section 116 of the Ordinance relating to special resolutions ten 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 the meeting, and in the case of special business the general nature of that business shall be given to such persons as are under the regulations of the Association, entitled to receive such notice of a meeting from the Hon. Secretary.
Omission of	41. The accidental omission to give notice of a meeting to, or the non-receipt

notice shall not invalidate meeting	of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.
Proceedings at General Meetings	
Business at Annual General Meeting	42. 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 sheet, and the reports of the President and auditors, the election of office-bearers and members of the Committee and the appointment of the auditors.
Election of office-bearers and members of the Committee	43. The office-bearers and the Committee members shall be elected at the Annual General Meeting from the members of the Association. A candidate for election must be proposed by one and seconded by another member and the nomination shall be received by the Returning Officer not less than two clear days before the Annual General Meeting. Every member of the Association present at the meeting shall be entitled to vote for as many candidates as there are vacancies to be filled. Candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes, a second or subsequent ballots shall be held until a candidate receives most votes. <i>(Amended on 16 Dec 1983)</i>
	44. The Immediate Past President of the Association shall be an Ex-Officio member of the Committee.
	45. The Committee shall at such meeting deciding the time, place and agenda of the next Annual General Meeting, appoint a Returning Officer to preside the election of office-bearers and members of the Committee herein contained.
Returning Officer	46. The Returning Officer shall ensure that the election of office-bearers and members of the Committee is carried out in accordance with the Memorandum and Articles of the Association. For the purpose of the first Annual General Meeting only the Immediate Past President and Returning Officer of the Association shall be Mr. Peter TSANG Ting Po (曾登保).

Quorum	47. No business shall be transacted at any General Meeting unless a quorum of Members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 50 Members of the Association for the time being.
Adjournment if not requisite quorum	48. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request 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 all Members present who are entitled to vote thereat shall be a quorum.
Adjournment	49. The President 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 ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article 40 hereof. 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.
Resolution to be decided by a show of hands	50. At any General Meeting a resolution put to the vote of the meeting shall, unless otherwise provided herein or in any Rules and subject to any legal or other requirements or applicable law, be decided on a show of hands, and a declaration by the President that a resolution has 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. <i>(Amended on 9 Aug 2013)</i>
Vote of Members	51. Every Member personally present shall have one vote.
President has	52. In the case of an equality of votes the President of the meetings shall be

casting vote	entitled to a second or casting vote.
Honorary Patrons and Special Patrons	
Honorary Patrons	53. The Committee shall have power to invite without payment of entrance fee or subscription a person of distinction resident in Hong Kong as Honorary Patron of the Association and the Principal for the time being of La Salle College shall be Ex-Officio Honorary Patron. <i>(Amended on 16 Dec 1983)</i>
Special Patrons	54. The Committee shall have power each year to canvass for and invite up to twelve persons resident in Hong Kong to subscribe such sum as the Committee shall in each year decide and such persons shall become Special Patrons of the Association for such year. Special Patrons shall have none of the rights or liabilities of a member of the Association. <i>(Amended on 16 Dec 1983)</i>
Minutes and Accounts	
Keeping of Minutes	55. The Committee shall cause proper minutes to be made in books provided for the purpose:- (a) of all the appointments of Sub-Committees made by the Committee; (b) of the names of the members present at each meeting of the Committee and of any Sub-Committees thereof; (c) of all the resolutions and proceedings at all meetings of the Association and of the Committee and of Sub-Committees of the Committee.
Accounts	56. The Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.
Keeping of Accounts	57. The books of account shall be kept at the Registered Office of the Association or at such other place or places as the Committee think fit, and shall always be open to the inspection of the members of the Committee.

Inspection of Accounts	58. The Committee shall from time to time determine 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 Committee and no Member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by Statute or by the Memorandum of Association or authorised by the Committee or by the Association in General Meeting.
Presentation of balance sheet and income and expenditure accounts	59. The Committee shall from time to time in accordance with Section 122 of the Ordinance cause to be prepared and to be laid before the Association in Annual General Meeting such income and expenditure accounts, balance sheets and reports and are referred to in that section.
Copies of balance sheet to be sent to members	60. 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 Annual General Meeting together with a copy of the Auditor's Report shall not less than seven days before the date of the meeting to be sent to all persons entitled to receive notice of Annual General Meetings of the Association.
Cheques	
	61. All cheques shall be signed by two out of four persons to be designated by the Committee.
Audit	
Appointment of auditors	62. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.
The Seal	
Seal	63. The Committee may from time to time make regulations as to the custody and use of the Seal of the Association. Unless otherwise decided by the Committee the Seal shall be kept at the Registered Office or at such other place as the Committee shall from time to time determine. The Seal of the Association shall be affixed to all instruments requiring to be sealed in the

	presence of two persons authorised by the Committee who shall also sign all such instruments.
Notices	
Service	64. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address appearing in the Register of Members, or by transmitting it to any facsimile transmission number or electronic number or email or electronic address supplied by him to the Association for the purpose of giving notice to him (as the case may be). <i>(Amended on 9 Aug 2013)</i>
Proof of Service	65. Any notice served personally shall be deemed to have been served at the time of delivery. Any notice served by pre-paid post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served by facsimile transmission, email or other electronic means shall be deemed to have been served upon transmission. <i>(Amended on 9 Aug 2013)</i>
Indemnity	
Indemnification of Committee and Staff	66. Every member of the Committee, officer or other servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him as such member of the Committee, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.
Winding Up	
	67. Clause 37 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the

	provisions thereof were repeated in these presents.
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Names, Addresses and Descriptions of Subscribers		
Name	Address	Description
Mr. KAM KWONG YEE (甘光儀)	*Address withheld for privacy*	Company Managing Director
Mr. VAN KWOK SHSING (萬希程)	*Address withheld for privacy*	Proprietor, Public Utility and General Contractors
The Hon. HILTON CHEONG-LEEN, O.B.E., J.P. (張有興)	*Address withheld for privacy*	Company Managing Director
Comendador ARNALDO DE O SALES, C.B.E., J.P. (沙理士)	*Address withheld for privacy*	Company Director
Mr. MAXIMO ANTHONY CHENG (鄭治平)	*Address withheld for privacy*	Finance Controller
Mr. MICHAEL SUI HIN CHAN, J.P. (陳瑞顯)	*Address withheld for privacy*	Accountant
Dr. PETER TANG HIN YU (鄧顯裕)	*Address withheld for privacy*	Medical Practitioner
Mr. PETER TSANG TING PO (曾登保)	*Address withheld for privacy*	School Principal
Dr. CHAN SIU HUNG (陳鈞鴻)	*Address withheld for privacy*	Medical Practitioner
Mr. SZE CHO CHEUNG, MICHAEL, J.P. (施祖祥)	*Address withheld for privacy*	Civil Servant
Mr. DEREK KAM FUK IP (葉錦福)	*Address withheld for privacy*	Merchant

Mr. HENRY LAU WING (劉 永)	*Address withheld for privacy*	School Master
Mr. PETER KIMPTON WONG (黃 錦 堂)	*Address withheld for privacy*	Solicitor
Mr. CARY TAI CHING YEUNG (楊 大 楨)	*Address withheld for privacy*	Solicitor
Mr. VINCENT WING SANG LO (羅 榮 生)	*Address withheld for privacy*	Solicitor
Mr. FREDERICK LAM WAI KUEN (林 偉 權)	*Address withheld for privacy*	School Master

Dated the 29th day of May, 1978.

WITNESS to the above signatures:

(*Sd.*) PAUL WEN-PAU KING

Solicitor,

HONG KONG.

Re-printed on 27th July 2005