

THE COMPANIES ORDINANCE
(CHAPTER 32 OF THE LAWS OF HONG KONG)

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION
OF
**WAH YAN COLLEGE, KOWLOON
PAST STUDENTS' ASSOCIATION LIMITED**
(九龍華仁書院舊生會有限公司)

- 1st - The name of the Association is "WAH YAN COLLEGE, KOWLOON PAST STUDENTS' ASSOCIATION LIMITED (九龍華仁書院舊生會有限公司)".
- 2nd - The registered office of the Association will be situated in Hong Kong.
- 3rd - The liability of the members is limited.
- 4th - 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 Hong Kong ten dollars.

We, the persons whose names and addresses are subscribed, are desirous of being formed into a Company pursuant to this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Francis K. Lui
FRANCIS LUI KWOK HING
Articled Clerk
274C Prince Edward Road, Ground Floor,
Kowloon

(Sd.) Bernard Wong
BERNARD WONG KONG SUM
Solicitor
1101 Tak Shing House, Des Voeux Road Central,
Hong Kong

(Sd.) Patrick Lee
PATRICK LEE PING FUN
Authorised Auditor
107 New Henry House, Hong Kong

(Sd.) Poon Mong Yue
THOMAS POON MONG YUE
Dentist
67 Argyle Street, 3rd Floor, Kowloon

(Sd.) P. T. Chan
CHAN PING TIM
Teacher
112 Waterloo Road, 1st Floor, Kowloon

(Sd.) Hilary Lee Hoi Chow
HILARY LEE HOI CHOW
Teacher
91 Dundas Street, 8th Floor, Flat 6,
Kowloon

(Sd.) Chui Wing Man
ALFRED CHUI WING MAN
District Community Officer
Sapphire Court, Flat 9B, 224 Argyle Street, Kowloon

Dated the 30th day of May, 1970.

Witness to the above signatures:

(Sd.) Patrick Chan
Solicitor,
Hong Kong

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ARTICLES OF ASSOCIATION
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Preliminary

1. The Association is declared to consist of an unlimited number of members.
2. These Articles shall be construed with reference to the provisions of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), and terms used herein shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent therewith:

"Association" means the association registered as "WAH YAN COLLEGE, KOWLOON PAST STUDENTS' ASSOCIATION LIMITED (九龍華仁書院舊生會有限公司)"

"Chairman" means the Chairman of the Association for the time being

"Committee" means the members of the Committee hereby constituted

"General Meeting" means the Annual General Meetings or the Extraordinary General Meeting of the Association

"Hong Kong" means The Hong Kong Special Administrative Region of the People's Republic of China

"in writing" means writing, printing, lithography, photography, typewriting and any other mode of representing words in a visible form, including but not limited to, electronic mail

"Member" means a member of the Association

"Ordinance" means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)

"Secretary" means the Honorary Secretary of the Association for the time being

"Treasurer" means the Honorary Treasurer of the Association for the time being

"Vice-Chairmen" means the Vice-chairmen of the Association for the time being

Words importing the singular number shall include the plural, and vice versa.

Words denoting neuter gender shall include the masculine or feminine gender, and vice versa.

3. The appropriate forms of application for admission to, or of nomination for membership as a "Member" of the Association shall be in the form as from time to time be prescribed or approved at any duly constituted meeting of the Committee by a resolution passed by a majority of the whole number present and it shall be competent for the Committee at any such meeting by a resolution to alter or incorporate additional terms to such forms of application.
4. A candidate shall be deemed to have applied for admission as a Member when he has completed the appropriate application form.
5. Every Member shall from time to time notify the Secretary a place of business or residence to be registered as his place of address, and the place so from time to time registered shall for the purposes of the Ordinance and these Articles be deemed his registered address.
6. If a Member shall fail to give a place of address in Hong Kong, he shall not be entitled to receive notice in advance of any of the General Meetings or other proceedings of the Association, and no meeting or other proceeding shall be invalidated by reason of his not having received such notice as aforesaid.
7. The Association in General Meeting may from time to time impose reasonable restrictions as regards the time and manner at and in which the accounts and books of the Association, or any of them shall be open to inspection by the Members, subject, as regards the Register of Members, annual returns, balance sheets and the minute books of proceedings of General Meetings, to the provisions of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). Subject to any such restrictions, the books and accounts shall be open to their inspection during business hours.

Membership

8. Any past student of Wah Yan College, Kowloon, who has attended the school for not less than one academic year, is qualified to become a Member. The number of Members is declared to be unlimited.
9. All Life Members of the unincorporated Wah Yan Past Students' Association who have attended Wah Yan College, Kowloon for not less than one academic year shall also be the Members.
10. For the avoidance of doubt, a student studying in Form Six (or of equivalent grade), Form Seven (or of equivalent grade) or Senior Secondary Six in Wah Yan College, Kowloon, who has previously attended Wah Yan College, Kowloon for not less than one academic year, shall be qualified to become a Member.
11. The Committee may from time to time determine what entrance fees and what life

membership subscriptions shall be paid upon admission to membership with the sanction of a General Meeting.

12. No part of the entrance fees and life membership subscriptions shall be refundable to the Member if he ceases to be a Member for any reason.
13. The Committee may from time to time with the sanction of a General Meeting call upon the Members to contribute funds for the purpose of the Association or any of them or for any charitable purpose or such purposes as determined in the General Meeting. Every Member shall be bound to pay such contributions as prescribed by the Committee but in no circumstances, the contributions made in one year shall amount to more than twice the entrance fees and life membership subscriptions.

Determination of Membership

14. Any Member may determine his membership by two months' notice in writing to the Secretary, and upon expiration of the notice, unless it has been withdrawn, his membership shall cease.

Rights, Privileges and Obligations

15. All Members shall be entitled to the following rights and privileges:-
 - (a) to elect and be elected as member of the Committee;
 - (b) to propose, to vote, and to recall office-bearers from office;
 - (c) to participate in all activities organized by the Association.

All Members shall fulfil the following obligations:-

- (a) abide by this Memorandum and Articles of Association and the resolutions of the Association;
 - (b) pay membership fees.
16. The rights and privileges of membership shall not be assignable.
17. If any Member shall neglect for twelve months to pay any money due from him to the Association, the Committee may forthwith suspend his privileges of membership and may serve upon him a notice in writing appointing a day and place for payment. If he continues to default for one month after services of such notice, his membership shall cease.

The Patrons and Honorary Advisors

18. The Committee may invite any person or persons whether Members or not to become the Patron or Honorary Advisors of the Association from year to year. The Patron or Honorary Advisors shall not be obliged to pay any fee or subscription. Any person who has accepted the office of a Patron or Honorary Advisors may relinquish it at any time, upon written notice being given to the Committee.

General Meetings

19. The Annual General Meeting of the Association shall be held in each year at such time and place as may be determined by the Committee (but so that no more than fifteen months be allowed to elapse between any two Annual General Meetings) for the purpose of transacting the business of the Association, the election of the Office-bearers, the members of the Committee and the Auditors for the ensuing twelve months and of receiving the income the expenditure account and balance sheet for the past with the Auditors' Report and also a report from the Committee on the past year's transactions and accounts as well as for the discussion of questions incidental to the affairs of the Association.
20. Any Member wishing to bring before the Annual General Meeting any motion not relating to the business stated in Article 19, shall give notice of such motion to the Committee through the Secretary two weeks before the date fixed for the Annual General Meeting, and no such motion shall come before the Annual General Meeting unless such notice has been given, or unless the Committee shall see fit to dispense with this rule in any particular case.
21. Extraordinary General Meetings of the Association shall be held at such time and place as the Committee shall from time to time appoint.
22. At least twenty-one days' notice of every Annual General Meeting, and at least fourteen days' notice of every Extraordinary General Meeting, specifying the day, the place and the hour of the General Meeting, and in the case of special business of the general nature of such business, shall be given to the Members, in the manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by a General Meeting, but the accidental omission to give such notice to or the non-receipt of such notice by any Member entitled thereto shall not invalidate the proceedings at any General Meeting.
23. At any General Meeting, twenty Members personally present, shall form a quorum, such quorum to be maintained or the Meeting adjourned.
24. The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitionists as provided in section 113 of the Ordinance.
25. 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 accounts, balance sheets, and the ordinary reports of the Committee and Auditors, and the election of the members of the Committee in the place of those retiring pursuant to the regulations herein contained.

Proceedings at General Meeting

26. The Chairman, or in his absence the Vice-Chairmen, shall preside as Chairman at every General Meeting. If neither the Chairman or Vice-Chairmen be present within ten minutes after the time appointed for the General Meeting, the Members present shall choose one of their number to be Chairman of such General Meeting.
27. The Chairman may, with the consent of any General Meeting, adjourn the same from time

to time and from place to place; but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

28. Questions arising at any General Meeting shall be decided on a show of hands of the Members present, and a declaration by the Chairman that, a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings 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.
29. The Chairman of a General Meeting shall, in case of an equality of votes on a show of hand, be entitled to a casting vote in addition to the vote to which his membership entitles him.
30. Every Member shall be entitled to receive notice of and to attend every General Meeting. Every Member shall be entitled to one vote, which may be given personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer. The proxy is not required to be a Member. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the General Meeting at which the person named in such instrument proposes to vote; but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
32. Every instrument of proxy shall be in the form or to the effect the following:

I, _____ of _____ in Hong Kong, being a member of WAH YAN COLLEGE, KOWLOON PAST STUDENTS' ASSOCIATION LIMITED, hereby appoint or failing him _____ of _____ as my proxy for me and on my behalf at the [Annual or Extraordinary] General Meeting of the Association to be held on the _____ day of _____ and at any adjournment thereof.

Signed this day _____ of _____
33. No person shall be entitled to be present or to vote on any question either personally or by proxy or as proxy for another at any General Meeting, whilst any money is due from him to the Association.
34. At every other General Meeting at which a member of the Committee retires from office, his retirement shall not take effect until the dissolution of the General Meeting.

Extraordinary General Meeting

35. If necessary, and upon the written request of over half of the members of the Committee or ten ordinary members of the Association, the Chairman must convene an Extraordinary General Meeting within 3 weeks after receipt of the request. However, discussions and resolutions at the Extraordinary General Meeting shall be restricted to those subjects as raised in the request. The quorum shall be the same as that for the General Meeting.

36. Proposals for amendments to the memorandum and articles of association of the Association shall not be made except at the Annual General Meeting or an Extraordinary General Meeting specially convened for the purpose of considering, passing or rejecting such proposals.
37. In the event of the Committee resigning in a body or failing to convene an Annual General Meeting for more than 15 months after the holding of the last Annual General Meeting and of there being at any time no person or persons in whom the management of the affairs of the Association may for the time being vested in any 10 Members may immediately call an Extraordinary General Meeting which a fresh committee may be elected to hold office until the next Annual General Meeting.

Officers and Committee

38. The supreme authority of the Association shall rest in the General Meeting during which the Committee comprising of not less than 9 and not more than 40 members shall be elected. The Committee members shall then elect among themselves a Chairman, not more than three Vice-Chairmen, a Secretary, and a Treasurer and the remaining members serve as ordinary Committee members, shall be the supreme executive body.

The Committee may at its discretion either in connection with a specific matter or for a period not extending beyond the year of its office, co-opt others as members of the Committee, but those co-opted members of the Committee shall not be entitled to a vote or to be reckoned towards the quorum.

39. The Principal of Wah Yan College, Kowloon shall be the Honorary President of the Association. He shall not be required to pay membership fees.

The retiring Chairman shall be the Vice President of the Association after his retirement as Chairman until the retirement of his successor.

The retiring Vice President shall be the President of the Association after his retirement as Vice President until the retirement of his successor.

40. All members of the Committee shall serve without remuneration. Their term of office shall be one year and they may be re-elected.
41. At every Annual General Meeting, all members of the Committee shall retire and shall be eligible for re-election.
42. Any member of the Committee whose membership of the Association ceases shall ipso facto vacate his office.
43. If at any Meeting at which an election of the members of Committee ought to take place the places of the vacating members of the Committee are not filled up, then the retiring members of Committee shall continue in office until the Annual General Meeting in the next year, and so on from year to year until their places are filled up. The Committee shall choose from their own body a Chairman for the current term who shall be eligible and a Treasurer and a Secretary.

44. If any casual vacancy shall occur among the Chairman, the Vice-chairmen, the Secretary or the Treasurer, the Committee shall thereupon fill the vacancy, but any person so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election if duly nominated.

Proceedings of the Committee

45. The Committee shall meet as required and shall ordinarily meet twelve times per year.
46. The Committee may make such regulations as it thinks proper as to the summoning and holding of its Meetings, and for the transaction of business thereof, and it may adjourn any Meeting, and may from time to time fix the quorum necessary for the transaction of business but until it shall otherwise determine, five members of the Committee shall form a quorum, such quorum to be maintained or the Meeting adjourned.
47. The Chairman, the Vice-Chairmen, or any five members of the Committee may at any time summon a Special Meeting thereof.
48. The Chairman, or in his absence, any one of the Vice-Chairmen, shall take the chair at all Meetings of the Committee: and if at any Meeting not one of them be present within ten minutes after the time appointed, those present shall choose one of the members of the Committee to be Chairman of the Meeting.
49. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.
50. The continuing members of the Committee may act, notwithstanding any vacancy in their body, provided that the number be not reduced below six. If their number be reduced below six the continuing members may act for the purpose of filling vacancies in the Committee or convening a General Meeting, but for no other purpose.
51. A member of the Committee may at any time resign by giving notice in writing to the Secretary, but shall not thereby be disqualified from being at any time thereafter re-elected.
52. If a member of the Committee shall without leave of absence granted by the Committee, be absent from the Meetings thereof for a period of six consecutive months, the Committee may declare his office vacant, and he shall thereupon cease to be a member of the Committee.
53. Minutes of the proceedings of every Committee or Committee Meeting and of attendance thereat respectively, shall be recorded by the Secretary in a book kept for that purpose, and after approval be signed by the Chairman of the Meeting at which they are read.
- Every such minute, when so recorded and signed shall, in the absence of proof of error therein, be considered as the accurate record of the proceeding.
54. The Association may by resolution at any Extraordinary General Meeting, of which due notice specifying the object has been given, remove a member of the Committee from his

office, provided that fourteen days' prior notice of intention to hold such Extraordinary General Meeting shall be given to such member of the Committee. Upon such resolution being duly passed he shall cease to be a member of the Committee.

55. A Member may be nominated for election as member of the Committee by any two Members at such election: the nomination to be sent to the Secretary in writing at least fourteen days before the date of election, together with the notification in writing from such nominee of his willingness to serve upon the Committee if elected.
56. All acts of the Committee and of its appointed agents in their respective capacity shall be valid, notwithstanding that some defect shall afterwards be discovered to have existed or to have arisen in the appointment of or by the Committee in the appointment of any member of the Committee or of any such Agent.

Powers of the Committee

57. In the management of the Association, the Committee shall, in addition to the powers and authorities expressly conferred upon them by these Articles, be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association pursuant to the statute or required to be exercised or done by the Association in General Meeting.
58. The Committee shall have the power to:
 - (a) from time to time appoint or terminate the appointment of any person as an official or servant of the Association;
 - (b) from time to time make such rules and regulations for ensuring and carrying into effect the objects of the Association including charitable fund as it may think fit, not involving any such alteration of or addition to these Articles as could only legally be made by special resolution and not being contrary to the Memorandum of Association, and may from time to time alter and amend the same;
 - (c) in the temporary absence of the Secretary, or his inability to act, may appoint any person to act in his stead: and the person so appointed may temporarily exercise all the powers and duties of the Secretary;
 - (d) The Chairman shall represent the Association, conduct all its affairs, and preside over all its meetings save meetings of sub-committees which may be formed from time to time;
 - (e) The Vice-Chairmen shall assist the Chairman in undertaking the affairs of the Association. In case the Chairman is absent, on leave or has vacated his post, they shall act for him;
 - (f) The Secretary shall attend to the correspondence and the secretarial work of the Association and record the minutes of all meetings;
 - (g) The Treasurer shall attend to all financial matters, receipts and payments of the Association. He shall compile, before the convocation of the Annual General Meeting, a statement of accounts which, after being approved by the Committee and duly

audited, shall be submitted to the Annual General Meeting for adoption. Funds in excess of HK\$500 shall be deposited in a bank designated by the Committee, and all cheques must be jointly signed by any two of the Chairman, the Vice-Chairmen, the Secretary or the Treasurer. Expenses of HK\$500 or under may be authorized by the Chairman. Any payment of HK\$500 or more must be approved by the Committee.

59. The Committee shall provide for the safe custody of the Common Seal of the Association, and make regulations as to the use thereof, but the Common Seal shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of the Chairman of the Association, or of the Vice-Chairmen and of the Secretary; and the Chairman or the Vice-Chairmen and the Secretary shall sign every instrument to which the Common Seal of the Association is so affixed in their presence.

Discipline

60. The Committee may issue warning to or at an Extraordinary General Meeting specially convened expel a member of a Committee member who is found by the Committee to have been guilty of any one of the following:
- (a) Infringement of the constitution or resolutions of the Association; or
 - (b) Committing corruptive acts by using the name of the Association and thereby impairing its fair reputation.

Committee Meeting

61. Committee meeting shall be held not less than once in every three months and whenever the Chairman deems it necessary. The quorum shall be constituted by five of the members of the Committee personally present.
62. At all meetings, motions shall be carried by the approval of over half of the members of the Committee personally present.
63. The Chairman of the Association shall preside over all Meetings. In case of absence, any one of the Vice-Chairmen shall act for him. In case of absence of both the Chairman and the Vice-Chairmen at a Committee meeting, the members of the Committee present shall elect among themselves an interim Chairman to preside over the meeting.

Election of Office Bearers

64. Nominations for the posts of Committee members shall be made and seconded at the General Meeting by members attending in person. Not less than 9 nor more than 40 of the candidates who received the highest number of votes by a show of hands shall be elected as Committee members.
65. The new Committee members shall forthwith elect one another to fill the various posts of the Committee. The retiring Chairman, Vice-chairmen, Secretary and Treasurer shall hand over their office to their respective successor within ten days.

Accounts

66. The Committee shall cause true accounts to be kept of the moneys received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of the assets, credits and liabilities of the Association and of all sales and purchases of goods by the Association. The Accounts shall closed on the 31st day of December each year, and a balance sheet containing a summary of the assets and liabilities of the Association on that day shall be prepared, together with an income and expenditure account for the year ending on that day.
67. At the Annual General Meeting each year, the duly audited accounts for the year ending 31st day of December of the immediately preceding year with all vouchers and receipts, and also the balance sheet, shall be presented and reported upon by the Treasurer, and at the Annual General Meeting the Auditors of the Association shall be represented.
68. A copy of the income and expenditure account and balance sheet shall, not less than seven days before each Annual General Meeting, be sent to every Member entitled to receive notices of the Annual General Meetings, together with copies of the Reports of the Committee and the Auditors.
69. All entrance fees, subscriptions, and other moneys payable to the Association shall be received by the Treasurer, or by such person as the Committee may from time to time appoint to act temporarily in his place.
70. The Committee may, from time to time, resolve to make grants to charitable fund.

The Committee may, from time to time, reserve or set apart out of the moneys of the Association, such sums as, in its judgment are necessary or expedient, to be at the discretion of the Committee applied in providing a sinking fund to pay off debentures or encumbrances of the Association, or for any other purposes of the Association.
71. All moneys received shall be kept in an appointed bank, and all cheques shall be signed by any two of the following officers, namely, the Chairman, the Vice-Chairmen, the Secretary and the Treasurer. The Treasurer is empowered to keep cash of an amount not exceeding HK\$500 to meet petty cash payments. The receipt of the Treasurer or the Secretary for all moneys coming to the Association shall be sufficient discharge.

Winding Up

72. The Association may be wound up by a Special Resolution passed at a General Meeting with a quorum of two-thirds of the Members and with the consent of the Principal of Wah Yan College, Kowloon. If in the winding up the assets available for distribution shall be more than sufficient, the excess shall be donated to Wah Yan College, Kowloon.

We, the persons whose names and addresses are subscribed, are desirous of being formed into a Company pursuant to this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) Francis K. Lui
FRANCIS LUI KWOK HING
Articled Clerk
274C Prince Edward Road, Ground Floor,
Kowloon

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BERNARD WONG KONG SUM
Solicitor
1101 Tak Shing House, Des Voeux Road Central,
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107 New Henry House, Hong Kong

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THOMAS POON MONG YUE
Dentist
67 Argyle Street, 3rd Floor, Kowloon

(Sd.) P. T. Chan
CHAN PING TIM
Teacher
112 Waterloo Road, 1st Floor, Kowloon

(Sd.) Hilary Lee Hoi Chow
HILARY LEE HOI CHOW
Teacher
91 Dundas Street, 8th Floor, Flat 6,
Kowloon

(Sd.) Chui Wing Man
ALFRED CHUI WING MAN
District Community Officer
Sapphire Court, Flat 9B, 224 Argyle Street, Kowloon

Dated the 30th day of May, 1970.

Witness to the above signatures:

(Sd.) Patrick Chan
Solicitor,
Hong Kong