

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ST. JOSEPH'S PRIMARY SCHOOL PARENT-TEACHER ASSOCIATION
LIMITED
聖若瑟小學家長教師會有限公司

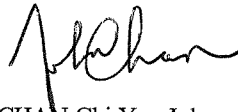
Incorporated on the 26th day of September 2003

**(New Memorandum and Articles of Association adopted by
Special Resolution dated 16th November 2013)**

I hereby certify that this document is
a true and complete copy of the
original.

Dated 16 November 2013




CHAN Chi Yan John
Chairperson (Director)

Herbert Tsoi & Partners
Solicitors & Notaries
Room 2008, Melbourne Plaza,
33 Queen's Road Central,
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**ST. JOSEPH'S PRIMARY SCHOOL PARENT-TEACHER
ASSOCIATION LIMITED**
聖若瑟小學家長教師會有限公司

1. The name of the Company ("the **Association**") is "St. Joseph's Primary School Parent-Teacher Association Limited 聖若瑟小學家長教師會有限公司".
2. The registered office of the Association will be situated in the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**").
3. The objects for which the Association is established are:-
 - (a) To foster and strengthen the relationship between teachers and parents of St. Joseph's Primary School (the "**School**"), to be recognized by the Incorporated Management Committee of the School (the "**IMC**") as a recognized parent-teacher association, and to organise election and make nomination under section 40AO of the Education Ordinance (Chapter 279 of the Laws of Hong Kong) such number of persons for registration by the IMC as parent manager or alternate parent manager of the School as may be provided for in the constitution of the IMC.
 - (b) To assist in the advancement of the welfare of the pupils of the School in terms of their academic, physical, and emotional development, whether by improving facilities of the School or otherwise.
 - (c) To secure better coordination between home education and school education.

- (d) To support, assist and co-operate with the School to achieve such objectives of the School as the Association may think fit.
- (e) For the purpose of the Association, to take over the management, assets and liabilities of the preceding unincorporated association known as The St. Joseph's Primary School Parent-Teacher Association.
- (f) To set up and control funds for the purpose of the objects of the Association.
- (g) For the purposes of the Association, to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (h) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association.
- (i) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for attaining the objects of the Association.
- (j) For the purposes of the Association, to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Association.
- (k) To invest any monies of the Association not immediately required for any of its objects in such manner as may from time to time be determined.
- (l) To establish and support, and to aid in the establishment and support of, any other associations formed for all or any of the objects of the Association.
- (m) To co-operate with other bodies, associations or organisations (whether incorporated or unincorporated) having objects similar to the objects of the Association, with governments and with national and international organisations concerned in any way with the objects of the Association, to provide opportunities and facilities for the co-ordination and development of such co-operation.
- (n) To purchase furniture and equipment items or take on lease or option or in exchange, or to hire or otherwise acquire any real or personal property and any rights or privileges

which the Association may think necessary or convenient for its purposes.

- (o) To mobilize resources for the furtherance of the objects of the Association.
- (p) To provide assistance to and relief for the poor, aged and sick and victims of famine, flood, pestilence and other dire disasters.
- (q) To borrow and raise monies in such manner and on such terms as the Association may think fit.
- (r) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.
- (s) To undertake and execute any trusts which may seem directly conducive to any of the objects of the Association.
- (t) To enter into, make, perform and carry out contracts or arrangements of every sort and kind for the furtherance of the objects of the Association with any person, firm, association, corporation or body and to obtain from any such body any rights, privileges and concessions which the Association may think it desirable to obtain.
- (u) To acquire and hold land and immovable property and to sell, develop and maintain such immovable property including the power to demolish and erect new buildings for the purposes of the Association.
- (v) To carry out any other activities incidental to the objects of the Association.
- (w) Generally to do all lawful things and acts which in the judgment of the Association are necessary, proper and advantageous to promote its complete and successful administration and are incidental or conducive to the attainment of these objects.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will 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 organisations of workers and organisations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) are hereby excluded.
4. To apply for any grant in aid of the aims, objects or functions of the Association on such conditions as the executive committee of the Association (the “**Executive Committee**”) deemed appropriate.
 5. The income and property of the Association, whenever derived, should be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association (the “**Members**”). No member of the Executive Committee 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 shall be given by the Association to any member of the Executive Committee.
 6. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any money or property whatsoever, the same shall not be paid to or distributed amongst the Members, but shall be donated to the School provided that at that time the School is a charitable organisation.
 7. The liability of the Members is limited.
 8. Every Member undertakes to contribute to the assets of the Association, in the event of its being wound up while he/she is a Member, or within one (1) year thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a Member, and the costs, charges and expenses of winding up the Association, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$1.00.

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
<p>1. (Sd.) LEUNG Foo Tin, Joyce 梁賦鈿 48 Wood Road, Wanchai, Hong Kong.</p> <p>(Principal)</p>
<p>2. (Sd.) NG Wing Yin Clara 伍穎賢 Flat D, 15th Floor, Phase II, Blessings Garden, No. 56 Conduit Road, Mid Level, Hong Kong.</p> <p>(Government Servant)</p>

Dated the 27th day of August 2003

WITNESS to the above signatures:-

(Sd.) Shin Ho Yin Anthony
Solicitor, Hong Kong SAR
Herbert Tsoi & Partners,
602 Aon China Building,
29 Queen's Road Central,
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

**ST. JOSEPH'S PRIMARY SCHOOL PARENT-TEACHER
ASSOCIATION LIMITED**
聖若瑟小學家長教師會有限公司

Interpretation

1. In these Articles 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 subject or context:-

<u>Words</u>	<u>Meanings</u>
AGM	a general meeting held annually by the Association and specified as annual general meeting of the Association in the notices calling it
Alternate Parent Manager of the School	a manager who is nominated by the Association to the IMC for registration as such under section 40AO of the Education Ordinance
Articles	these Articles of Association
Association	St. Joseph's Primary School Parent-Teacher Association Limited 聖若瑟小學家長教師會有限公司
Bye-laws	Bye-laws of the Association for the time being in force
Chairperson	the Chairperson for the time being of the Executive Committee
Companies Ordinance	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as may be amended or supplemented from time to time)
Constitution of the IMC	the constitution of The Incorporated Management Committee of St. Joseph's Primary School

Education Ordinance	the Education Ordinance (Chapter 279 of the Laws of Hong Kong) (as may be amended or supplemented from time to time)
Executive Committee	the Executive Committee from time to time of the Association constituted in accordance with these Articles
Executive Committee Member	a member of the Executive Committee
Hong Kong	the Hong Kong Special Administrative Region of the People's Republic of China
Honorary Member or Honorary Membership	a person to whom honorary membership of the Association as set out in Article 6 below is open
IMC	The Incorporated Management Committee of St. Joseph's Primary School established under the Education Ordinance
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
Member	a member of the Association, whether an Ordinary Member or an Honorary Member as the case may be
month	calendar month
Office	the registered office for the time being of the Association
Ordinary Member or Ordinary Membership	a person who is entitled to ordinary membership of the Association as set out in Article 5 below and is either a Parent Member or a Teacher Member
Parent	in relation to a pupil, includes: <ul style="list-style-type: none"> (a) a parent of the pupil; (b) a guardian of the pupil; and (c) a person who is not the parent or guardian of the pupil but has the actual custody of the pupil
Parent Manager Election Day	the day on which the election or by-election of person(s), for nomination by the Association to the IMC for registration as the Parent Manager of the School and/or

	the Alternate Parent Manager of the School, is to be conducted
Parent Manager of the School	a manager who is nominated by the Association to the IMC for registration as such under section 40AO of the Education Ordinance
Parent Member	a person who is entitled to Ordinary Membership as set out in Article 5(a) below and has made application for membership in the manner prescribed by the Executive Committee and whose application has been accepted and approved by the Executive Committee
Parent Secretary	the Secretary who is a Parent Member
Parent Treasurer	the Treasurer who is a Parent Member
Parent Vice-Chairperson	the Vice-Chairperson who is a Parent Member
Principal	the principal of the School for the time being in accordance with the Education Ordinance
Returning Officer	The returning officer for the time being nominated by the Principal from out of the Executive Committee Members for appointment by the Executive Committee to monitor and supervise the election of person(s) for nomination by the Association to the IMC for registration as Parent Manager of the School and/or the Alternate Parent Manager of the School
School	St. Joseph's Primary School situated for the time being at 48 Wood Road, Wanchai, Hong Kong
School Supervisor	the supervisor of the School for the time being appointed by the sponsoring body of the School, namely, The Director in Hong Kong of St. Joseph's College
School Year	the period from 1 st September in any one year to 31 st August in the immediately following year (both dates inclusive)
Seal	the common seal of the Association
Secretary	either the Parent Secretary or the Teacher Secretary for the time being of the Association
Teacher Member	a person who is entitled to Ordinary Membership as set out in Article 5(b) below

Teacher Secretary	the Secretary who is a Teacher Member
Teacher Treasurer	the Treasurer who is a Teacher Member
Teacher Vice-Chairperson	the Vice-Chairperson who is a Teacher Member
Treasurer	either the Parent Treasurer or the Teacher Treasurer for the time being of the Association
Vice-Chairperson	either the Parent Vice-Chairperson or the Teacher Vice-Chairperson for the time being of the Executive Committee

And words denoting the singular number include the plural number, and vice versa.

References to any gender shall be deemed to be references to all genders.

Subject as aforesaid, any words or expressions defined in the Companies Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

Objects

2. The Association is established for the purposes set forth in the Memorandum of Association.

Membership

3. The number of Members with which the Association proposes to be registered is unlimited.
4. The membership of the Association shall consist of Ordinary Members and Honorary Members.
5. The following persons shall be entitled to Ordinary Membership:
 - (a) Parents of pupils currently enrolled in the School (“**Parent Members**”); and
 - (b) All teachers for the time being of the School (“**Teacher Members**”).
6. Honorary Membership shall be open to the following persons (“**Honorary Members**”):

- (a) All current and former School Supervisors and Principals (including former headmistresses) of the School; and
 - (b) All former Chairpersons of the Association whose children have left the School.
7. The subscribers to the Memorandum of Association shall be Members on the incorporation of the Association without having to apply for such admission.
8. On each family basis, a Parent of each pupil currently enrolled in the School may apply to the Association in writing for admission to Ordinary Membership in such manner and on payment of such application and/or subscription fee as may be prescribed by the Executive Committee from time to time. Upon the acceptance and approval of the application by the Executive Committee, the applicant shall become an Ordinary Member and there shall be one Ordinary Membership only per family. For the avoidance of doubt, the Teacher Members and the Honorary Members shall be Members by reason of their official position without having to apply for such admission.
9. All ordinary members of the unincorporated association - The St. Joseph's Primary School Parent-Teacher Association as at the date of incorporation of the Association shall be deemed to have made applications and deemed to have been accepted and approved for their respective memberships in the Association. No application fee is required to be paid.

Rights and Duties of Members

10. A Parent who wishes to become an Ordinary Member for the School Year shall pay on each family basis an annual subscription in Hong Kong dollars as stipulated by the Executive Committee within four weeks of his/her child/children joining the School or within eight weeks following the commencement of the School Year.
11. All subscriptions once paid shall not be refunded.
12. All Ordinary Members shall have the rights to vote at all general meetings of the Association and shall be eligible for election to become the Executive Committee Members and to participate in all activities of the Association during the School Year. Each Parent Member, irrespective of the number of children currently enrolled in the School, shall have one vote at all general meetings of the Association. Where a Teacher Member is also a Parent of any child currently enrolled in the School, his/her status shall be that of a Teacher Member only. Only Parents of current pupils of the School or serving teachers of the School may elect or become the Executive Committee Members under these Articles.

13. All Members shall abide by these Articles and carry out the matters decided at the general meetings of the Association.
14. For the avoidance of doubt, all Parent Members shall pay their annual subscriptions and failure to do so shall render forfeiture of all rights in the Association. Teacher Members need not pay annual subscription.
15. For the avoidance of doubt, the Honorary Members may be appointed as consultants of the Association. They shall have the right to participate in all activities of the Association but shall not have the right to vote or to be elected. Honorary Members need not pay annual subscription.
16. The Association may receive donations from Members or other parties.

Cessation of Membership

17. Parents whose children have graduated or are no longer pupils currently enrolled in the School, and members of the teaching staff no longer in employment with the School shall cease automatically to be Ordinary Members.
18. Any Member may also resign from the Association by giving thirty (30) days' notice in writing to the Association of his/her intention so to do and upon the expiration of the notice he/she shall cease to be a Member.
19. Ordinary Membership shall be deemed to have ceased if the annual subscription remains unpaid for more than the period prescribed in these Articles, unless extended by consent of the Executive Committee and if consent is given, subject to such terms and conditions as the Executive Committee shall deem fit.

General Meetings

20. The Association shall in each year hold a general meeting as its AGM in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one AGM and that of the next. Provided that so long as the Association holds its first AGM within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such time and place as the Executive Committee shall appoint.
21. All general meetings of the Association other than AGMs shall be called extraordinary general meetings of the Association.
22. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting of the Association, and extraordinary general meeting of the Association shall also be convened on such

requisition, or, in default, may be convened by such requisitionists, as provided by Section 113 of the Companies Ordinance.

Notice of General Meetings

23. An AGM or a general meeting of the Association called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least, and a general meeting of the Association other than an AGM or a general meeting for the passing of a special resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association:

Provided that a general meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a general meeting called as the AGM, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other general meeting of the Association, by a majority in number of the Members having a right to attend and vote at the general meeting, being a majority together representing not less than ninety-five (95) per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
24. The accidental omission to give notice of a general meeting of the Association to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding had at any general meeting of the Association.

Proceedings at General Meetings

25. All business shall be deemed special that is transacted at an extraordinary general meeting of the Association, and also all that is transacted at an AGM, with the exception of the consideration of the income and expenditure accounts, balance sheets and the reports of the Executive Committee and auditors, the election of Executive Committee Members in the place of those retiring, and the appointment of, and the fixing of the remuneration of the auditors.
26. No business shall be transacted at any general meeting of the Association unless a quorum of Members is present at the time when the general meeting proceeds to business and continues to be present until the

conclusion of the general meeting. Fifty (50) Members present in person shall form a quorum.

27. If within half an hour from the time appointed for the general meeting of the Association a quorum is not present, the general meeting, if convened upon the requisition of the 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 or to such other day and at such other time and place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the general meeting the Members present shall be a quorum.
28. The Chairperson of the Executive Committee shall preside as chairperson of every general meeting of the Association. If the Chairperson is absent from the general meeting due to unforeseeable circumstances, the Parent Vice-Chairperson shall preside at the general meeting; and if the Parent Vice-Chairperson is similarly absent, the Parent Treasurer shall preside at the general meeting; and if the Parent Treasurer is similarly absent, an Executive Committee Member chosen from among their numbers may preside at the general meeting.
29. The chairperson of any general meeting of the Association may, with the consent of the general meeting at which a quorum is present (and shall if so directed by the general meeting), adjourn the general 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 general meeting from which the adjournment took place. If a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original general 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.
30. At any general meetings of the Association a resolution put to the general 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:
 - (a) by the chairperson of the general meeting; or
 - (b) by at least ten (10) Ordinary Members present in person; or
 - (c) by Ordinary Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the general meeting.

Unless a poll be so demanded a declaration by the chairperson of the general meeting of the Association that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

31. Except as provided in the case of an equality of votes, if a poll is duly demanded it shall be taken in such manner as the chairperson of the general meeting of the Association directs, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.
32. In the case of an equality of votes, either on a show of hands or on a poll, the chairperson of the general meeting of the Association shall be entitled to a second or casting vote.
33. A poll demanded on the election of a chairperson of a general meeting of the Association, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the general meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

34. Every Ordinary Member shall have one (1) vote only, whether on a show of hands or on a poll.
35. No Member shall be entitled to vote at any general meeting of the Association unless all moneys due and payable by him/her to the Association in his/her capacity as Member have been paid.
36. On a poll votes shall be given personally.

Executive Committee of the Association

37. The business and affairs of the Association shall be managed by the Executive Committee who may, subject to the Companies Ordinance and these Articles, exercise all such powers of the Association as are not by the Companies Ordinance or by these Articles required to be exercised by the Association in general meeting of the Association. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Executive Committee by any other Article. For the purposes of the Companies Ordinance, the Executive Committee shall be deemed to be the board of directors of the Association, and Executive Committee Members shall be deemed to be directors of such board.
38. The Executive Committee shall have the management of the Association and shall be composed of twenty (20) Members, twelve (12) of whom are Parent Members and eight (8) are Teacher Members. Subject to the By-laws (if any), of the twelve (12) Parent Members, at least four (4) shall be Parents from the upper primary classes and at least four (4) from the lower

primary classes. The composition of the Executive Committee shall be as follows:

- (a) One (1) Chairperson
(being a Parent Member);
- (b) Two (2) Vice-Chairpersons
(being a Parent Member and a Teacher Member);
- (c) Two (2) Treasurers
(being a Parent Member and a Teacher Member);
- (d) Four (4) Secretaries
(being two Parent Members and two Teacher Members);
- (e) Five (5) Welfare Coordinators
(being three Parent Members and two Teacher Members); and
- (f) Six (6) Liaison Officers
(being four Parent Members and two Teacher Members).

The Principal of the School is the consultant of the Executive Committee and has the right to be present at the meetings of the Executive Committee but shall not have a right to vote thereat.

- 39. The appointment of Parent Members on the Executive Committee shall be by election at the AGM. The appointment of Teacher Members on the Executive Committee shall be by election amongst the teaching staff prior to the AGM, and their election to the Executive Committee shall be confirmed by the Members at the AGM.
- 40. Executive Committee Members retiring from office of the Executive Committee at an AGM shall be invited to attend the first meeting of the Executive Committee to be held after the AGM electing new Executive Committee Members for the School Year. The first meeting of the Executive Committee shall be held within thirty (30) days after the AGM. Such retired Executive Committee Members and all current Executive Members present at the first meeting of the Executive Committee shall elect the Executive Committee Members to the different positions set out in Article 38 above.
- 41. The term of each Teacher Member on the Executive Committee shall be one (1) year. The term of each Parent Member on the Executive Committee shall be two (2) years. All retiring Executive Committee Members who meet the qualifications set out in these Articles shall be eligible for re-election and if elected, serve on the Executive Committee for another term. Save and except for the Teacher Members, no Parent Member shall serve on the Executive Committee for more than three (3) consecutive terms (inclusive of the first term, that is, a maximum of six (6) consecutive years in total).

For the avoidance of doubt, those Parent Members on the Executive Committee not required to retire at any AGM shall be deemed to have

been elected as Parent Members on the Executive Committee until the next AGM.

42. All Executive Committee Members are honorary.
43. In the event of any casual vacancy occurring on the Executive Committee, the Executive Committee may appoint another Member to fill up the vacancy but the person filling such vacancy shall retire at the AGM next ensuing after his/her appointment as aforesaid, but shall be eligible for re-election.
44. The Executive Committee shall also have the power to co-opt Members to serve in an advisory capacity for any specific purpose and to appoint sub-committees to promote activities in pursuit of the objects of the Association.

Duties of Executive Committee

45. The duties of the Executive Committee Members are as follows:
 - (a) Chairperson
 - (i) To call and preside over meetings of the Executive Committee.
 - (ii) To supervise the execution of motions which have been passed at meetings of the Executive Committee.
 - (iii) To supervise the day-to-day business of the Association and give his/her official signature to the instruments of the Association.
 - (b) Vice-Chairpersons
To assist the Chairperson in his/her duties. If the Chairperson is unable to perform his/her duties, the Parent Vice-Chairperson for the time being shall assume the role of acting chairperson until the Chairperson resumes duties.
 - (c) Treasurers
To be responsible for the upkeep of the financial records of the Association and to present a full report of these records for the annual general meeting which shall be subject to the scrutiny of the auditor prior to its presentation to the Members.
 - (d) Secretaries
To give notices and keep records of all meetings and to perform any other company secretarial duties.
 - (e) Welfare Coordinators
To be responsible for the promotion of the Association and to organise social events for the benefit of Members.
 - (f) Liaison Officers
To furnish all Members with the details of meetings and events.

Disqualification of Executive Committee Member

46. The office of an Executive Committee Member shall be vacated if he/she:-
- (a) becomes bankrupt; or
 - (b) is convicted of a criminal offence; or
 - (c) is of unsound mind; or
 - (d) is deceased; or
 - (e) resigns his/her office by notice in writing to the Association; or
 - (f) shall cease to be a Member; or
 - (g) removed by a special resolution of the Association in general meeting of the Association.

An Executive Committee Member shall declare any conflict of interest and shall not vote in respect of any contract or matter in which he/she is interested or any matter arising thereon, and if he/she does so vote his/her vote shall not be counted.

Proceedings of Executive Committee Meetings

47. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. An Executive Committee Member may, and the Secretary on the requisition of an Executive Committee Member shall, at any time summon a meeting of the Executive Committee.
48. The Secretary shall give reasonable notice in writing of meetings of the Executive Committee. Such notice shall state the agenda.
49. The quorum necessary for the transaction of the business of the Executive Committee shall be seven (7), out of which four (4) shall be Parent Members and three (3) shall be Teacher Members. A meeting of the Executive Committee at which a quorum is present when the meeting proceeds to business shall be competent to exercise all powers and discretion for the time being exercisable by the Executive Committee.
50. The Chairperson shall preside at all the meetings of the Executive Committee. If the Chairperson is absent from the meeting due to unforeseeable circumstances, the Parent Vice-Chairperson shall preside at the meeting; and if the Parent Vice-Chairperson is similarly absent, the Parent Treasurer shall preside at the meeting; and if the Parent Treasurer

is similarly absent, an Executive Committee Member chosen from among their numbers may preside at the meeting.

51. Decisions at meetings of the Executive Committee shall be decided by a simple majority of vote by show of hands and such decision shall be final. The chairperson of a meeting of the Executive Committee shall have no right to vote but he/she shall have the casting vote in the absence of a simple majority when both sides have an equal number of votes.
52. A resolution in writing signed by all the Executive Committee Members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
53. If and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Executive Committee, the remaining and continuing Executive Committee Members may act notwithstanding any vacancy in their body, for the purpose of increasing the number of Executive Committee Members to that number, or of summoning a general meeting of the Association for that purpose, but for no other purpose.

**Election and Nomination of Persons for Registration as
Parent Manager of the School and Alternate Parent Manager of the School**

54. The Association shall nominate such number of persons to the IMC for registration as the Parent Manager of the School and the Alternate Parent Manager of the School as may be provided for in the Constitution of the IMC, or to fill up the vacancy of the office of the Parent Manager of the School or the Alternate Parent Manager of the School howsoever arising, and for that purpose shall hold an annual election, or any by-election as and when necessary, of person(s) for such nomination to the IMC.
55. Subject to the provisions in the Education Ordinance and the Constitution of the IMC, the term of office of the Parent Manager of the School or the Alternate Parent Manager of the School shall be for one (1) year, beginning on the date on which the elected and nominated person concerned is registered as the Parent Manager of the School or the Alternate Parent Manager of the School (as the case may be).
56. A Parent Manager of the School or an Alternative Parent Manager of the School who is due to retire at the end of his/her term shall be eligible for re-election for one (1) more term, provided always that he/she shall not serve on the IMC as manager for more than a maximum of two (2) consecutive terms (inclusive of the first term, that is, a maximum of two (2) consecutive years in total, whether as the Parent Manager of the School or the Alternate Parent Manager of the School or otherwise).

57. All Parents are eligible candidates to be elected as Parent Manager of the School or the Alternate Parent Manager of the School except a Parent who is at the same time the School Supervisor, the Principal or a teacher employed by the School.
58. The annual election, or any by-election, and any other matters relating to such election of person(s) for nomination to the IMC for registration as the Parent Manager of the School and/or the Alternate Parent Manager of the School shall be governed by the provisions of these Articles, the By-laws (if any), the Education Ordinance and the Constitution of the IMC. In the event of any conflict between and among any of the aforesaid provisions, such provisions shall be interpreted in a manner that is consistent with the Education Ordinance.
59. The Principal shall nominate for appointment by the Executive Committee a Returning Officer to monitor the nominations and supervise the issue of ballot papers and counting of votes. The Returning Officer must not be a candidate for the election and nomination by the Association to the IMC for registration as the Parent Manager of the School or the Alternate Parent Manager of the School, but may be a teacher. Once appointed, the tenure and duties of the Returning Officer shall not be affected by his/her retirement from the Executive Committee for any reason whatsoever, unless and until another Returning Office is appointed by the Executive Committee to replace his/her tenure and duties.
60. Not less than twenty-one (21) days before the Parent Manager Election Day, the Returning Officer shall give notice in writing through the School to all Parents of the current pupils of the School. The notice shall:
 - (a) specify the Parent Manager Election Day (including the time and venue for conducting the election if applicable); and
 - (b) specify the number of vacancy for the Parent Manager of the School and/or the Alternate Parent Manager of the School; and
 - (c) specify all Parents of the current pupils of the School have equal voting right and all Parents (except for a Parent who is at the same time the School Supervisor, the Principal or a teacher employed by the School) have equal right of candidature; and
 - (d) specify each Parent (including such parent who is a serving teacher of the School) of the current pupils of the School shall have one vote, irrespective of the number of children such Parent has as current pupils of the School; and
 - (e) specify the manner in which any interested Parent (except for a Parent who is at the same time the School Supervisor or the

Principal or a teacher employed by the School) may declare his/her candidature, together with the specified declaration form; and

- (f) specify the manner in which any Parent of a current pupil may nominate other Parent of a current pupil (except for a Parent who is at the same time the School Supervisor, the Principal or a teacher employed by the School) to stand for election, provided that the nominee is required to sign the nomination consenting to his/her candidature, together with the specified nomination form; and
 - (g) specify the voting for the election shall be conducted by secret ballot; and
 - (h) be accompanied by a copy of the text of this Article.
61. Parents shall inform the Returning Officer no less than fourteen (14) days before the Parent Manager Election Day if he/she intends to stand as a candidate by notice in writing, and provide a brief statement of his/her personal information of not more than one hundred (100) words.
62. Not less than seven (7) days before the Parent Manager Election Day, the Returning Officer of the Association shall give a further notice in writing through the School to all Parents of the current pupils of the School. The notice shall:
- (a) include a list of the names of all candidates who are validly nominated for the election of person(s) for nomination to the IMC for registration as the Parent Manager of the School and/or the Alternate Parent Manager of the School; and
 - (b) specify the arrangements for the counting of votes and declaration of election results.
63. On the Parent Manager Election Day, the Returning Office shall during the time and at the venue specific in the notice conduct the election and adopt the following election procedure:
- (a) arrange one (1) ballot paper containing the names of all the nominated candidates to be distributed to each Parent present at the venue (including the candidates, and teachers who are also Parents);
 - (b) inform the Parents present at the venue that all completed ballot papers shall be anonymous and be placed in the ballot box at the venue;
 - (c) declare the vote closed at the specific time mentioned in the notice;

- (d) pour out all the ballot papers from the ballot box;
 - (e) conduct the counting of votes in the presence of the Chairperson and/or the School Supervisor and/or the Principal and/or the vice-Principal; and
 - (f) announce the results of the election orally to the Parents present at the venue, and also do so by notice in writing by post and/or by hand through the School within one (1) week of the Parent Manager Election Day.
64. On the Parent Manager Election Day, Parents who are candidates shall attend the venue specified in the notice until the Returning Officer declares the vote closed. In the event a Parent who is one of the candidates standing for election fails to attend on the Parent Manager Election Day, he/she shall not be elected and he/she shall also be deemed to have forfeited his/her right to elect as the Parent Manager of the School and/or the Alternate Parent Manager of the School.
65. The candidate who obtains the highest number of votes shall be nominated by the Association to the IMC for registration as the Parent Manager of the School, and the candidate who obtains the second highest number of votes shall be nominated by the Association to the IMC for registration as the Alternate Parent Manager of the School.
66. If the voting results in an equality of votes so that no successful candidate for nomination as the Parent Manager of the School or the Alternate Parent Manager of the School (as the case may be) can be decided, there shall be a second round of voting for those candidates who obtain the same number of votes after the first round of voting is announced. A candidate may withdraw his/her candidature before the second round of voting. If only one candidate remains due to any withdrawal of candidature, the remaining candidate shall be nominated for registration as the Parent Manager of the School or the Alternate Parent Manager of the School (as the case may be) and the second round of voting is not required to be conducted. If there is a second round of voting, the candidate who obtains the highest number of votes in that round shall be nominated for registration as the Parent Manager of the School or the Alternate Parent Manager of the School (as the case may be) and (where applicable) the candidate who obtains the second highest number of votes in that round shall be nominated for registration of the Alternate Parent Manager of the School. If there is still an equality of votes in the second round of voting so that no successful candidate for nomination as the Parent Manager of the School or the Alternate Parent Manager of the School (as the case may be) can be decided, the results shall be determined by drawing lots by the Returning Officer immediately after the results regarding the second round of voting are announced. The

candidate on which the lot falls shall be deemed to have obtained more votes.

67. Any unsuccessful candidate may, within one (1) week of the declaration of election results of the person(s) for nomination by the Association to the IMC for registration as the Parent Manager of the School and the Alternate Parent Manager of the School, appeal to the IMC in writing, together with the reasons. On receiving such written appeal, the IMC shall discuss, as soon as reasonably practicable, and vote on whether it is necessary to conduct a re-election. If a simple majority of all managers of the IMC are in favour of a re-election, the Parent Manager of the School and the Alternate Parent Manager of the School shall vacate office immediately and the office of the Parent Manager of the School and the Alternate Parent Manager of the School shall become vacant from the date of the decision of the IMC, pending the results of the re-election. A re-election shall be conducted by the Association within two (2) months of the decision of the IMC and in accordance with the same procedures as set out in Articles 54 to 66 above.

Subscription and Finance

68. The annual subscription shall be paid on a family basis for each Parent Member, regardless of the number of his/her children currently enrolled in the School. The amount of the annual subscription for each School Year shall be decided by the Executive Committee of the previous year or otherwise by the Executive Committee from time to time.
69. Each Parent Member irrespective of the number of children currently enrolled in the School shall be entitled to a single membership in the Association. For the avoidance of doubt, only one of the parents of a pupil or pupils who are children of the same family can apply for Ordinary Membership.
70. The purposes of which the funds of the Association may be applied are for promoting its objects.
71. The Executive Committee shall have the power to grant at its discretion sums of money from the funds of the Association to the School to be used for scholarships, prizes, or other purposes, and the Principal shall have full authority to use the sums so granted provided that the School is a charitable organisation at the time when the payments are made.
72. The finances of the Association shall be managed by the Treasurers. All funds belonging to the Association shall be deposited in a bank or banks authorised by the Executive Committee. All cheques drawn on such bank account or accounts shall be signed by one of the Treasurers and countersigned by either the Chairperson or a Vice-Chairperson designated by the Chairperson or the remaining Treasurer. All expenditures must be approved by the Executive Committee, with the exception of expenditures

not exceeding HK\$2,000.00 per month which may be brought up to the Executive Committee for ratification and approval after payment has been made.

73. The Treasurers shall be responsible for the collection of all funds due to the Association, for their deposit in the Association's account and for the payment from the account of all expenses of the Association. The Treasurers shall report on the financial condition of the Association at the general meeting of the Association.

Seal

74. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee. Every instrument to which the seal shall be affixed shall be signed by either the Chairperson or a Vice-Chairperson and countersigned by one of the Treasurers.

Accounts

75. The Executive 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 matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

76. The books of account shall be kept at the office of the Association, or subject to Section 121(3) of the Companies Ordinance, at such place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the Executive Committee.
77. The Executive 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 an Executive Committee Member and no Member (not being an Executive Committee Member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in general meeting of the Association.
78. The Executive Committee shall from time to time in accordance with the Companies Ordinance cause to be prepared and to be laid before the

Association in general meeting of the Association such income and expenditure accounts, balance sheet, group accounts (if any) and reports as referred to in the Companies Ordinance.

79. 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 of the Association together with a copy of the Executive Committee's report and a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the general meeting be given to every Member.

Audit

80. The Association shall appoint an honorary auditor to audit the accounts of the Association.

Company Secretary

81. The Association shall appoint an honorary company secretary to assist in attending to company secretarial matters of the Association.

Legal Adviser

82. The Association shall appoint an honorary legal adviser for legal advice on matters relating to the Association.

Notices

83. A notice may be given by the Association to any Member either personally or through the School or by sending it by prepaid post to him/her at his/her address registered with the Association.
84. Where a notice is given through the School, service of the notice shall be deemed to be effected on the date of the notice, or when the child or children of the Member should have, in ordinary course of events, received the same from the relevant school teacher(s) upon handing out the notice to the class or classes to which the child or children of the Member belong, whichever is the later.
85. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a letter containing the notice and to have been effected in the case of the address of a Member being in Hong Kong on the second day following that on which it was posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Bye-laws

86. The Executive Committee may subject to the terms of these Articles from time to time adopt, add to, alter and repeal Bye-laws for the regulation of the Association, its officers and the Members thereof or any section thereof and as to the use or enjoyment of the Association or any part thereof.
87. Any such Bye-laws, and any such alteration, addition or repeal of the existing or any new Bye-laws or any addition thereto or alteration or repeal thereof, shall be binding on all Members. They shall be notified to all Members and shall be entered in a book to be kept by the Secretary for that purpose and such book shall be open to the inspection of all Members.

Winding Up

88. The provisions of Clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

1. (Sd.) LEUNG Foo Tin, Joyce 梁賦鈿
48 Wood Road,
Wanchai,
Hong Kong.

(Principal)

2. (Sd.) NG Wing Yin Clara 伍穎賢
Flat D, 15th Floor,
Phase II, Blessings Garden,
No. 56 Conduit Road,
Mid Level,
Hong Kong.

(Government Servant)

Dated the 27th day of August 2003

WITNESS to the above signatures:-

(Sd.) Shin Ho Yin Anthony
Solicitor, Hong Kong SAR
Herbert Tsoi & Partners,
602 Aon China Building,
29 Queen's Road Central,
Hong Kong