

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**RAIMONDI ALUMNI ASSOCIATION LIMITED**  
**高主教校友會有限公司**  
(Amended by Special Resolution passed on 23/2/2002)  
(Amended by Special Resolution passed on 7<sup>th</sup> day of January 2017)  
(Amended by Special Resolution passed on 30/3/2019)

**Incorporated the 11<sup>th</sup> day of November, 1988.**

LAU, WONG & CHAN  
Solicitors & Notaries  
Hong Kong

No. 232567

編號

[COPY]  
COMPANIES ORDINANCE  
(CHAPTER 32)  
香港法例第 32 條  
公司條例  
CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME  
公司更改名稱  
註冊證書

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I hereby certify that  
本人謹此證明

RAIMONDI OLD BOYS' ASSOCIATION LIMITED  
高主教校友會有限公司

having by special resolution changed its name, is now incorporated under the name of  
經通過特別決議，已將其名稱更改，該公司的註冊名稱現為

RAIMONDI ALUMNI ASSOCIATION LIMITED  
高主教校友會有限公司

Issued by the undersigned on 6 March 2002.  
本證書於二〇〇二年三月六日簽署。

(sd.) MISS R. CHEUNG  
\_\_\_\_\_  
for Registrar of Companies  
Hong Kong  
香港公司註冊處處長  
(公司註冊主任張潔心代行)

COMPANIES ORDINANCE  
(Chapter 32)

SPECIAL RESOLUTION

OF

RAIMONDI OLD BOYS' ASSOCIATION LIMITED  
高主教校友會有限公司

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Passed on 23rd February, 2002

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At an Extraordinary General Meeting of the Members of the Company held at its registered office on 23rd February, 2002, the following resolution was duly passed as Special Resolution:-

THAT the name of the Company be changed to:-

RAIMONDI ALUMNI ASSOCIATION LIMITED  
高主教校友會有限公司

(Sd.) NG CHI WAI

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NG CHI WAI

*Chairman of the Meeting*

No. 232567

(COPY)

CERTIFICATE OF INCORPORATION

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I hereby certify that

RAIMONDI OLD BOYS' ASSOCIATION LIMITED  
(高主教校友會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinances, and that this company is limited.

GIVEN under my hand this Eleventh day of November One Thousand Nine Hundred and Eighty-eight.

(sd.) Mrs. S. LAM  

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p. Registrar General  
(Registrar of Companies)  
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

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Company Limited by Guarantee and not having a Share Capital

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MEMORANDUM OF ASSOCIATION

OF

RAIMONDI ALUMNI ASSOCIATION LIMITED

高主教校友會有限公司

(Amended by Special Resolution passed on 23/2/2002)

(Amended by Special Resolution passed on 7<sup>th</sup> day of January 2017)

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1. The name of the Company is the “RAIMONDI ALUMNI ASSOCIATION LIMITED 高主教校友會有限公司” (hereinafter called “the **Association**”) (Amended by Special Resolution passed on 23/2/2002.)
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
  - (a) To take over the members’ assets and liabilities of the unincorporated association known as the “Raimondi Past Students’ Association (高主教舊生會)” .
  - (b) To maintain and foster the bonds of friendship among former students of the Raimondi College, Hong Kong (hereinafter called “the **College**”) and to afford a means whereby they may be kept in touch with the activities of the College and to assist, wherever possible, in furthering the interests of the College.
  - (c) To establish and foster friendly relationship between former students of the College and former students of other schools and colleges.
  - (d) To promote cultural, educational, scientific and social activities among members of the Association (hereinafter called “the **Members**”) and to establish and maintain social contacts with other educational and cultural institutions in Hong Kong.
  - (e) To promote and cater for the welfare and interests of the former students of the College.
  - (f) To arrange social and recreational activities for the former students and teaching staffs of the College and their guests.
  - (g) To carry on any business which may seem to the Association capable of being

conveniently carried on its connection with the above or calculated directly or indirectly to enhance the value of the property or rights of the Associations.

- (h) To establish, maintain and conduct a social club for the accommodation of Members and friends of Members, visitors and candidates for membership and others as the Committee under their powers in the Articles and Bye-Laws of the Association shall determine, 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 a social club.
- (i) To rent, purchase, take on lease or in exchange, hire or otherwise acquire a suitable building or buildings or part or parts thereof in Hong Kong or elsewhere and any estate or interest in and any rights connected therewith, to fit and furnish the same, or to make arrangements for such buildings or buildings or part or parts thereof to be properly fitted and furnished whether or not the same be immediately required for use by the Association.
- (j) To manage, maintain, improve, and develop all or any part of the property, land, building or buildings of the Association and to operate or use its conjunction or co-ownership with others lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Association may think fit.
- (k) To turn to account any land acquired by the Association or in which it is interested, and in particular by laying out and preparing the same for building purposes, erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, and improving any buildings, for the purposes of the Association and by parting, draining, letting on building lease or building agreements, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers building owner, tenants and others.
- (l) To borrow or raise or give security for any moneys required for the purposes of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the company or by mortgage or charge upon all or any part of the property of the Association both present and future.
- (m) To vest any real or personal property rights or interest acquired by or belonging to the Association in any person or company on behalf of or for the benefit of the Association and with or without any declared trust in favour of the Association.
- (n) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.

- (o) To establish, promote or assist in establishing or promoting overseas branches and overseas chapters of the Association in all part of the world and to engage in all kinds of activities and to enter into all kinds of arrangements with such overseas branches and overseas chapters that may seem conducive to the objects of the Association or any of them.
- (p) To engage in any activities in conjunction with other bodies or associations, within the limits of the Association's objects and to arrange reciprocal concessions and co-operation with other such bodies or associations.
- (q) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional or technical.
- (r) To offer prizes or other rewards or distinctions to students of the College and to accept donations or legacies for such or similar purposes or for other purposes of benefit to the advancement of academic training of the students of the College or of other educational institutions as the Committee shall from time to time determine.
- (s) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a Member of, or amalgamate with, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association. Provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its Members.
- (t) To enter into any arrangements with any government or authorities or otherwise or any person or company that may seem conducive to the objects of the Association or any of them, and to obtain from any such government authority person or company any rights, privileges, charters, contracts, licences and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply therewith.
- (u) To accept fees, subscription, donations and endowments from its Members, and to take such legitimate steps as may be necessary to appeal for funds and to apply same for the attainment of the objects of the Association.
- (v) To enter into any arrangements with any Government or authority whether local or otherwise that may seem conducive to the objects of the Association or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights and concessions.

- (w) To make charitable donations.
- (x) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- (y) Save in so far as modified or contained in the Memorandum of Association herein the powers of the Associations are limited to acts done and performed in furtherance of the benefits and interests of the Association.
- (z) To promote the election of the Alumni Manager of the Incorporated Management Committee of Raimondi College subject to the Education Ordinance (Cap.279), other relevant provisions in the Laws of Hong Kong and the direction of the Catholic Diocese of Hong Kong.

Provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its Members.

4. The income and property of the Association, whensoever derived, shall 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, to the persons who at any time have been Members or to any of them or to any person claiming through any of them.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable remuneration to any officers or servants of the Association or other person in return for any service actually rendered to the Association.

5. The liability of the Members is limited.
6. Every Member 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 one hundred dollars.
7. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by



the Members of the Association before the time of dissolution, and in default thereof by a judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one (1) or more authorised auditor or auditors decided by the Committee.

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

Names, Addresses and Descriptions of Subscribers
<p>(sd.) CHAN YAU LOK, GREGORY CHAN YAU LOK, GREGORY (陳有樂) Flat B, 7th Floor, 8 Tai Hang Drive, Hong Kong. Solicitor</p>
<p>(sd.) CHAN BING WOON CHAN BING WOON (陳炳煥) Flat 17-C, No. 19 Braemar Hill Road, Hong Kong. Solicitor</p>
<p>(sd.) THOMAS SO CHUN-CHEONG THOMAS SO CHUN-CHEONG (蘇鎮昌) B4, 39 Braemar Hill Road, Hong Kong. Accountant</p>
<p>(sd.) WONG CHAN CHUNG, AMOS BERNARD WONG CHAN CHUNG, AMOS BERNARD (王燦宗) Block 25, Flat 6, 1st Floor, Heng Fa Chuen, Hong Kong. Senior Sales Engineer</p>

Names, Addresses and Descriptions of Subscribers

(sd.) DESMOND LIU HIN CHI  
DESMOND LIU HIN CHI (廖顯智)  
Flat A, 13/F., Block 1,  
Phoenix Court,  
39 Kennedy Road,  
Hong Kong.  
Accountant

(sd.) WAN YIU-CHUNG, PAUL  
WAN YIU-CHUNG, PAUL (溫耀宗)  
Pokfulam Gardens, Flat 4A, 9/F.,  
180 Pokfulam Road,  
Hong Kong.  
Accountant

(sd.) ERIC TAT CHOI LEE  
ERIC TAT CHOI LEE (李達財)  
9E Skyline Mansion,  
51 Conduit Road,  
Hong Kong.  
Medical Doctor

Dated the 21st day of September, 1988.

WITNESS to the above signatures:-

Address:-

4/F., V. Heun Bldg.,  
138 Queen's Road Central,  
Hong Kong

(sd.) ANTHONY C.K. SO  
Solicitor,  
Hong Kong.

THE COMPANIES ORDINANCE (Chapter 32)

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Company Limited By Guarantee and not having a Share Capital

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ARTICLES OF ASSOCIATION

OF

RAIMONDI ALUMNI ASSOCIATION LIMITED

高主教校友會有限公司

(Amended by Special Resolutions passed on 23/2/2002)

(Amended by Special Resolution passed on 7<sup>th</sup> day of January 2017)

(Amended by Special Resolution passed on 30/3/2019)

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**Interpretation**

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

"**Alumni Manager**" means a manager who is nominated for registration as such under section 40AP of the Education Ordinance (Cap.279) which may be amended from time to time.

"**Annual Meeting**" or "**Annual General Meeting**" means the yearly general meeting of the Members.

"**Assistant Secretary**" means any person for the time being elected and appointed by the Committee to perform the duties of the assistant secretary of the Committee.

"**Assistant Treasurer**" means any person for the time being elected and appointed by the Committee to perform the duties of the assistant treasurer of the Committee.

"**Association**" means the Association registered as "RAIMONDI ALUMNI ASSOCIATION LIMITED".

"**Chairman**" means any person for the time being elected and appointed by the Committee to perform the duties of the Chairman of the Committee.

"**College**" means the Raimondi College, Hong Kong

"**Committee**" means the Committee for the time being of the Association.

**“Committee Member”** means the member elected to the Committee of the Association at the general meeting thereof.

**“Guide for Alumni Manager Election”** means the guide governing the manner of conducting the election of the Alumni Manger and the power of respective bodies.

**“Member”** means a member of the Association which term includes Life Member, Ordinary Member and Honorary Member of the Association.

**“Office”** means the Office for the time being of the Association.

**“Ordinance”** means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong and every other Ordinance incorporated therewith, or any Ordinance or Ordinances substituted therefor, and in case of any substitution the reference in these presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances.

**“Principal”** means the principal for the time being of the College.

**“Seal”** means the Common Seal of the Association.

**“Secretary”** means any person for the time being elected and appointed by the Committee to perform the duties of the secretary of the Committee.

**“Supervisor”** means the Supervisor for the time being of the College.

**“Treasurer”** means any person for the time being elected and appointed by the Committee to perform the duties of the treasurer of the Committee.

**“Vice-Chairman”** means any person for the time being elected and appointed by the Committee to perform the duties of the vice-chairman of the Committee.

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

Any word denoting singular number shall include the plural or vice versa and the masculine gender shall include the feminine gender or vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date of which these articles become binding on the Association.

## **Members**

2. The Association, for the purposes of registration, the membership of the Association is declared to consist of an unlimited number of Members.

3. The Association is established for the purposes as expressed in the Memorandum of Association.
4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership and shall be Members.
5. Subject to the verification of the Committee pursuant to the Education Ordinance (Cap.279), which may be amended from time to time, the Members shall be divided into the following categories:-

Ordinary Member - any person who has been a pupil of the College but is no longer such a pupil of the College

Life Member - any person who has been a pupil of the College but is no longer such a pupil of the College, and is nominated by two (2) Members

Honorary Member - any person who has been a pupil of the College but is no longer such a pupil of the College, and is nominated by two (2) Committee Members

The management and control of all information and records of the Member, shall be vested in the Committee, and proper books and list of Members shall be kept for investigation, updates and amendments by the following authorised persons:-

- the Chairman,
- the Secretary,
- the Assistant Secretary; and
- the Principal.

6. On an applicant being admitted as a Life Member by the Committee the applicant shall pay appropriate membership fees.
7. The name and address of each Member shall be entered by the Secretary in a book kept for that purpose.
8. Any Member may withdraw from the Association by giving notice in writing to the Secretary of his intention so to do.
9. The delay or non-payment of the membership fees shall not preclude any Member from participating in any meetings of the Association or vote upon any question.
10. The Committee shall review and vary the amount of membership fees and/or any other annual subscription chargeable of the Members from time to time as appropriate.

11. Notwithstanding (9) above, in the event of any Member failing to pay any sum due to the Association within one (1) month after the Association has issued him notice of demand for payment thereof, the Committee may, at their discretion, suspend the rights of any such Member for participating any functions or activities of the Association, save and except his constitutional rights under Article 10, unless he shall justify the non-payment or delay to the satisfaction of the Committee.
12. 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 Articles.
13. Any person who shall be any means cease to be a Member, shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be a Member shall be due from him to the Association.

### **Management**

14. The management of the affairs of the Association shall be vested in the Committee.

### **The Committee**

15. The Committee shall consist of not less than six (6) Committee Members.
16. The Committee Members shall be elected from amongst the Members of the Association in the general meetings of the Association. The Association may from time to time in general meeting by ordinary resolution increase or reduce the number of the Committee Members subject to the provisions of these Articles.
- 16A. The Association shall, subject to the provisions of these Articles, by ordinary resolution(s) elect any Member to be a Committee Member in accordance with the following procedures and manners:-
  - (a) subject to the notice of the general meeting, any Member and incumbent Committee Member during its terms of office may propose one (1) Member only (subject to the resolution(s) of the Committee) for election as a succeeding Committee Member by lodging the following documents to Secretary of the Association:-
    - (i) a notice in writing of the intention to propose that Member for election as a Committee Member; and
    - (ii) a notice in writing by such Member of his/her willingness to be elected as a Committee Member together with his/her biographical details in form and substance reasonably satisfactory to the Committee;
  - (b) any Member, subject to the approval and/or record of the Committee pursuant to these Articles, who has been recommended by one (1) incumbent Committee

Member during its terms of office and one (1) Member in accordance with the Article 16A(a) shall be entitled to be nominated as a candidate for the election of the succeeding Committee Member;

- (c) such notices shall be with details as required under Article 16A(a) lodged at least seven (7) clear days before the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the publication of the notice of the general meeting and shall be at least seven (7) clear days in length;

subject to the provisions of these Articles, the Association may from time to time in general meeting by ordinary resolution(s) elect any Member to be a Committee Member subject to the Ordinance. The terms of the office of each Committee Member shall be two (2) years.

- 16B. Any Committee shall be eligible for re-election and needs no nomination (as stipulated under Article 16A herein) for such purpose.
- 16C. Notwithstanding other provisions of these Articles, Member shall be entitled to nominate, to be nominated, to vote at and to receive notice of the general meeting in respect of the ordinary resolution under Article 16A.
- 17. In case of any vacancy occurring in the Committee during the term, such vacancy shall be filled by the decision of the Committee.
- 18. The Committee shall have a Chairman and at least one (1) Vice-Chairman, one (1) Secretary, one (1) Assistant Secretary, one (1) Treasurer and one (1) Assistant Treasurer to be elected at a meeting of the Committee amongst its Committee Members.
- 19. The terms of office of the respective Chairman, Vice-Chairman, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer of the Committee shall be 2 years for re-election.
- 20. The Committee may if necessary appoint different sub-committees for specific purposes as shall be decided by the Committee. If it has been resolved by resolution of the Committee, each sub-committee of the Committee may if necessary appoint different sub-groups.

#### **Powers and Duties of the Committee**

- 21. The Committee shall see that all resolutions of the general meeting of the Association are properly carried out.
- 22. The Chairman shall externally represent the Association as the Chairman in all its matters and internally assume control of all its affairs. He shall conduct and manage all matters in accordance with the provisions of these regulations and of all resolutions of the Association and of the Committee.

23. The Vice-Chairman of the Committee shall assist the Chairman in the dispatch of all matters and affairs of the Association and shall in the absence of the Chairman of the Committee act on his behalf.
24. The business of the Association including its money and property of the Association shall be managed by the Committee which, in addition to the powers and authorities and discretions by these presents or other expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by Ordinance expressly directed or 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 from time to time made by the Association in general meeting, not inconsistent with such provisions or the presents; but no regulation so made shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
25. In the event of any special matters, the Committee may if necessary institute for the time being such rules and by-laws as may be resolved by a majority of the Committee Members present at a meeting of the Committee.
26. The Committee shall have power to engage suitable persons to assist them in carrying out their duties at such salaries as the Committee may think fit and the salaries shall be paid out of the funds of the Association.

#### **Proceedings of the Committee**

27. The Committee shall hold ordinary meetings of the Committee at least once every two (2) months.
28. An extraordinary meeting of the Committee may be called upon by the requisition in writing in the following manner by at least half of the Committee Members of the Committee:
  - (i) such written requisition should be delivered to the Secretary seven (7) days before the date of the convening of the extraordinary meetings;
  - (ii) the Secretary shall within two (2) days thereafter give to all Committee Members notice of such written requisitions and the date time venue and agenda of the said extraordinary meeting of the Committee and the resolutions to be proposed and discussed therein.
29. No business shall be transacted at any meeting of the Committee unless a quorum is present at the time when the meeting proceeds to business. Such quorum shall be as follows:-
  - (a) For ordinary meetings – five (5) Committee Members



(b) For extraordinary meetings – eight (8) Committee Members

30. Each Committee Member who fails to attend three successive Committee meetings shall give a satisfactory explanation to the Committee for his failure to so attend, failing which the Committee shall write to enquire of the reason of his absence. In the absence of any sufficient reason assigned therefor after the expiration of one (1) month from the receipt of a notice from the Committee the defaulting Committee Member shall be deemed to have tendered his resignation and the Committee may by resolution appoint any Member to take his place to fill the remaining term of the Committee Member who was deemed to have resigned.
31. If any Committee Member during his term of office shall injure the name of the Association or prevent the proper conduct of the affair of the Association or embezzle any of the funds of the Association, the Committee may convene an extraordinary meeting of the Committee and by resolution thereof remove such Committee Member before the expiration of his period of office and the Committee may at the same meeting or at any other ordinary meeting of the Committee and by resolution thereof appoint another Member in his stead.
32. Resolutions 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.
33. Notwithstanding anything in these Articles, a resolution in writing signed by all Committee Members of the Committee for the time being in Hong Kong, provided that their number shall be sufficient to constitute a quorum, shall be as valid as a resolution passed at a meeting of the Committee. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign. Any such resolution may be contained in one (1) document or in several documents in like form, each signed by one (1) or more Committee Members.
34. The Committee may act notwithstanding any vacancy in their body, but so that the number be not reduced below six (6).

#### **Alumni Manager**

- 34A. The Association shall set up an association for the purpose of the election of the alumni manager.

#### **Management of Money and Property**

35. (a) The management and control of all moneys and assets of the Association, shall be vested in the Committee, and proper books shall be kept for investigation and audit. All moneys received, shall be deposited with the bank authorized by the Committee. All cheques shall be jointly signed by any one person from the group A authorised signatories together with any one person from the group B authorised signatories:

- (i) group A authorised signatories
  - the Chairman
  - any one (1) of the Vice-Chairmen
  - the Secretary

- (ii) group B authorised signatories
  - the Treasurer
  - the Assistant Treasurer
  - the Supervisor
  - the Principal

(b) Notwithstanding Article 35(a) herein, any transaction concerning the sale, mortgage or exchange of all or any part of the landed property of the Association, shall require the sanction of a resolution of the general meeting of the Association.

36. If the Committee shall have managed the property and assets of the Association in accordance with the powers vested in them by these Articles, and having taken such due care in the carrying out of their duties and there is still an unexpected loss, then the Committee shall not be responsible for the same.
37. In the event of the Association being short of funds, the Committee shall have power at any time to devise means of raising money for its use.

#### **Disqualification of Committee Member**

38. The office of a Committee Member shall ipso facto be vacated:-
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors,
  - (b) If he is found lunatic or becomes of unsound mind,
  - (c) If he ceases to be a Member,
  - (d) If by notice in writing to the Association he resigns his office,
  - (e) If he is removed by an extraordinary resolution of a general meeting of the Members,
  - (f) If he becomes prohibited from being a director by reason of any order made under Section 157E or 157F of the Ordinance.

## **General Meetings**

39. There shall be an Annual General Meeting of the Members for the purpose of considering the accounts, report and abstract of the affairs of the Association as shall be laid before such Meeting by the Committee and where appropriate for electing Committee Members.
40. At least seven (7) clear days prior to the date for which such meeting is called, Members having resolutions to bring forward must give notice to the Secretary of their intention to do so and of the matter to be proposed.
41. The Annual General Meeting shall be convened in any month from September to December in each year unless the Committee shall otherwise determine.
42. The Chairman or failing him any Vice Chairman, shall be entitled to take the chair at every general meeting of the Association, or if there be no Chairman or Vice-Chairman, or if at any general meeting neither of them shall be present within fifteen (15) minutes after the time appointed for holding such meeting, or if they shall have previously notified the Secretary of their intention of not being present, the Members shall choose another Committee Member as Chairman and if no Committee Member be present, or if all the Committee Members present decline to take the chair, then the Members shall choose one of their Member to be the Chairman to preside over the meeting.
43. The passing of resolutions shall, except in cases otherwise specially provided for, be decided by a majority of votes. In cases where the votes on each side are equal the Chairman to the meeting shall have a second or casting vote.
44. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-
  - (a) by the Chairman; or
  - (b) by at least ten (10) Members present in person or by proxy (each proxy shall not represent more than thirty (30) appointing Members at the same meeting).

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the 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.

45. The Demand of a poll may be withdrawn:

(a) Except as provided in paragraph (b) of this Article, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(b) A poll demanded on the election of the Chairman of the meeting, 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 Chairman of the 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. It shall not be necessary (unless the Chairman otherwise directs) for notice to be given of a poll.

46. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
47. Every Member personally present and entitled to vote shall have one vote.
48. The Chairman shall also call an extraordinary meeting of the Association upon requisition of over half of the Committee Members specifying in the notice convening the Meeting the object or objects for which the Meeting is called, to which the discussion must be strictly confined.
49. The Chairman shall also call an extraordinary meeting of the Association under the same conditions and restriction upon the written requisition of not less than five hundred (500) Members.
50. For all purposes the quorum for a general meeting shall be twenty (20) Members present.
51. Subject to any statutory provisions relating to special resolution, fourteen (14) days' notice at the least of every general meeting (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, day and hour of meeting and, in case of special business, the general nature of such business shall be given in manner hereinafter provided.
52. The accidental omission to give any such notice to any Member shall not invalidate any resolution passed at such meeting.
53. If within thirty (30) minutes from the time appointed for any general meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to within fourteen (14) days and Members shall again be notified in writing seven (7) days prior to the second meeting. If at such second meeting a quorum is not present, the business may be proceeded with, with such number of Members as may be present.
54. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **Notices**

55. A notice may be served upon any Member whose registered place of address is in Hong Kong either personally, or by sending it through the post in a prepaid letter addressed to, or by leaving it for such Member at his registered place of address. A Member who has no registered place of address within Hong Kong shall not be entitled to receive notices from the Association.
56. Any notice sent by post shall be deemed to have been served at the expiration of twenty-four (24) hours after the letter containing the same is posted, 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 Office.
57. Alternatively as the Committee shall so decide in meeting a notice may be published in at least one (1) local newspaper or on the website of the Association, which shall be deemed to be sufficient service of the said notice on all Members and that the notice shall be deemed to have been served on the date of publication thereof.
58. Where a given number of days' notice, or notice extending over any other period is required to be given, the day of service shall, but the day on which such notice shall expire shall not, unless otherwise herein provided, be included in such number of days or other period.

## **Honorary Presidents and Advisers**

59. The Committee may invite any person or persons to be honorary president or presidents or adviser or advisers of the Association, but no honorarium shall be payable to such honorary presidents or advisers.

## **Patron**

60. Any person of distinction may be invited by the Committee to become Patron of the Association. The person who has accepted to be Patron of the Association shall continue to remain as Patron until he resigns or leaves Hong Kong permanently.

## **Minutes**

61. The Committee shall cause minutes to be duly entered in the books provided for the purposes:-
  - (a) Of all appointments of officers to the Committee.
  - (b) Of the names of the Members present at each meeting of the Committee.
  - (c) Of orders made by the Committee.
  - (d) Of all resolutions and proceedings of general meetings and meetings of the Committee.

### **Seal and Cheque**

62. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Committee, and unless and until the Committee shall otherwise determine any two of the following persons shall sign every instrument to which the seal shall be so affixed:-

- (i) the Chairman;
- (ii) any one of the Vice-Chairmen;
- (iii) the Secretary;
- (iv) the Treasurer;
- (v) any one (1) Committee Member as the Committee may from time to time by resolution determine for such purpose.

63. Unless and until the Association in general meeting shall otherwise determine all cheques drawn on the Association's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued by the Association and all other contracts and instruments entered into by the Association shall be jointly signed by any one person from the group A authorised signatories together with any one person from the group B authorised signatories:

- (i) group A authorised signatories
  - the Chairman
  - any one (1) of the Vice-Chairmen
  - the Secretary
- (ii) group B authorised signatories
  - the Treasurer
  - the Assistant Treasurer
  - the Supervisor
  - the Principal

### **Change of Address**

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

### **Accounts**

65. 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 matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.

66. The books of account shall be kept at the registered premises of the Association, or at such other place or places as the Committee think fit, and shall be opened at any time to the inspection of any Committee Member.
67. The Committee may from time to time determine 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 opened to the inspection of Ordinary Members not being Committee Members and no Member shall have any right of inspecting any account or book or document of the Association except as conferred by Statutes or by the Memorandum of Association or authorized by the Committee or by the association in a general meeting.
68. The Committee shall from time to time in accordance with Sections 121 and 122 of the Ordinance cause to be prepared and laid before the Association in general meeting such Income and Expenditure accounts, Balance Sheet and Reports as are referred to in those Sections.
69. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the auditors report shall not less than seven (7) days before the date of the meeting be kept in the office of the Association and be made available for inspection or taking photocopies thereof by all persons entitled to receive notices of general meeting of the Association.

#### **Audit**

70. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132 and 133 of the Companies Ordinance (Chapter 32 Reprint August 1984).

#### **Bye-Laws**

71. The Committee may subject to the terms of these Articles from time to time make, add to alter and repeal Bye-laws for the regulation of the Association, its officers and employees or the Members thereof or any section thereof as to the use or enjoyment of the Association or any part thereof.
72. Any such alterations, addition or repeal of the existing or any new Bye-laws or any additions thereto or alteration or repeal thereof, shall be binding on all Members. They shall be mailed 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.
73. If at any time the number of Members falls below thirty (30), the Committee shall summon an extraordinary meeting to be convened as provided by Article 49 and such meeting may by special resolution declare that the Association ought to be wound up, and it shall be wound up accordingly.

### Indemnity

74. Every Committee Member or other servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him as such Committee Member, 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

75. 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 Raimondi College Hong Kong or some other educational institutions as shall be determined by the Members at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

Names, Addresses and Descriptions of Subscribers
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(sd.) THOMAS SO CHUN-CHEONG THOMAS SO CHUN-CHEONG (蘇鎮昌) B4, 39 Braemar Hill Road, Hong Kong. Accountant
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Medical Doctor

Dated the 21st day of September, 1988.

WITNESS to the above signatures:-

Address:-

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Hong Kong

(sd.) ANTHONY C.K. SO  
Solicitor,  
Hong Kong.