

THE COMPANIES ORDINANCE (Chapter 622)

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

**CHAN SUI KI (LA SALLE) COLLEGE OLD BOYS'
FOUNDATION LIMITED**

陳瑞祺(喇沙)書院舊生基金有限公司

Part A Mandatory Articles

1. Company Name

The name of the company is

**CHAN SUI KI (LA SALLE) COLLEGE OLD BOYS'
FOUNDATION LIMITED**

陳瑞祺(喇沙)書院舊生基金有限公司

2. Objects

The objects for which the Company is established are:-

- a. To grant scholarships and prizes and to make donations to any non-profit making educational institution and otherwise to promote education and to establish charitable funds and trust for this purpose.
- b. To grant relief, by means of pecuniary or other assistance, to poor and necessitous persons.
- c. To grant assistance to persons for their maintenance or education who for poverty are in need of assistance for their maintenance and education.
- d. To make donations for the relief of distress caused by natural disasters or other exceptional calamities and to support and subscribe to any charity.
- e. To accept subscriptions, endowments, and donations whatsoever and by whomsoever for all or any other objects herein and subject to Section 4(17) of the Summary Offences Ordinance to raise money by public or private subscriptions or donations.
- f. To establish, superintend, administer and manage charitable funds from which donations or advances could be made to any poor for furthering the objects of the Company but not otherwise.
- g. To establish and support, and to aid in the establishment and support of, any other non-profit making association formed for all or any of the objects of the Company for furthering the objects of the Company but not otherwise.
- h. To take any gift of whatever nature and whether subject to any special trusts or not, for any one or more of the objects of the Company.

- i. To take such steps by person 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 Company in the shape of donations, annual subscriptions or otherwise for furthering the objects of the Company but not otherwise.
- j. To purchase, take on lease, or in exchange hire or otherwise acquire any real or personal property, and any rights or privileges which the Company considers necessary for the objects of the Company.
- k. To purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, tolls implements, utensils and other things required or used in connection with the premises of the Company for furthering the objects of the Company but not otherwise.
- l. Subject to Article 3 hereof, to hire and employ all class of persons considered necessary for the objects of the Company and to pay to them and to other persons in return for services rendered to the Company salaries, wages, gratuities and pensions.
- m. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company for furthering the objects of the Company but not otherwise.
- n. To invest and deal with the monies of the Company not immediately required in proper and prudent manner as may from time to time be determined for furthering the objects of the Company but not otherwise.
- o. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company property (both present and future), and to purchase, redeem, or pay off any such securities for furthering the objects of the Company but not otherwise.
- p. Subject to Article 3 hereof, to remunerate any person or company for services rendered to be rendered in placing or guaranteeing the placing of any debentures, debenture stock or other securities of the Association or in or about the formation or promotion of the Company.
- q. To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments for furthering the objects of the Company but not otherwise.

- r. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company thinks fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company for furthering the objects of the Company but not otherwise.
- s. To adopt such means of making known the operations of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals on a non-profit making basis for furthering the objects of the Company but not otherwise.
- t. To procure the Company to be registered or recognised in any foreign country or territory.
- u. To sell, improve, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- v. Subject to Article 3 hereof, to appoint any agent or agents for the collection and recovery of any monies receivable by the Company in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers for furthering the objects of the Company but not otherwise.
- w. To do all or any of the above lawful things in Hong Kong or in any other country or territory abroad and as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- x. To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- y. The activities of the Company shall be non-profitable.

3. Disposal of income and property

The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as are herein specified and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to its members. No Director or member of governing body of the Company shall be appointed to any salaried office or position of profit of the Company, and no remuneration or other benefit in money or money's worth shall be given by the Company to any Director or member of governing body except as repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Company.

4. Members' Liabilities

The liability of the members is limited.

5. Liabilities or Contribution of Members

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Amount to be contributed by each of the members: HK\$10.00

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Part 1

Interpretation

1. Interpretation

(1) In these articles—

alternate (候補者) and **alternate director** (候補董事) mean a person appointed by a director as an alternate under article 24(1);

articles (本《章程細則》) means the articles of association of the Company;

associated company (有聯繫公司) means—

- (a) a subsidiary of the Company;
- (b) a holding company of the Company; or
- (c) a subsidiary of such a holding company;

the Company means Chan Sui Ki (La Salle) College OLD BOYS' FOUNDATION LIMITED (陳瑞祺(喇沙)書院舊生基金有限公司)

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Old Boy means the past or present students of the School;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

the School means Chan Sui Ki (La Salle) College (陳瑞祺(喇沙)書院) or La Salle Evening Secondary School between 1964-1969;

Staff means the Brothers, the supervisor, principal, vice principal, the teachers of the School and all those who are at any time working at and employed by the School.

(2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding

on the Company.

- (3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part 2

Directors and Company Secretary

Division 1—Directors’ Powers and Responsibilities

2. Directors’ general authority

- (1) Subject to the Ordinance and these articles, the operations and affairs of the Company are managed by the directors, who may exercise all the powers of the Company.
- (2) The income and property of the Company whencesover derived, shall be applied solely towards the promotion of the objects of the Company; 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 Company.
- (3) If upon the winding up or dissolution of the Company 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 but shall be given or transferred to other charitable institution or trust of a public character having objects similar to those of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 3 of Part A of the Articles such institution or trust to be determined by the members of the Company before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
- (4) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (5) The powers given by this article are not limited by any other power given to the directors by these articles.
- (6) A directors’ meeting at which a quorum is present may exercise all powers exercisable by the directors.

3. Members’ reserve power

- (1) The members may, by special resolution, direct the directors to take, or

refrain from taking, specified action.

- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

4. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

5. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 7.

7. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been

proposed as a resolution at a directors' meeting.

- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

8. Calling directors' meetings

- (1) Any two directors may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the Company secretary to give such notice.
- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

9. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

10. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least 5, and unless otherwise fixed, it is 5.

11. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

13. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

15. Conflicts of interest

- (1) This article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Company that is significant in relation to the Company's operations; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director and the director's alternate must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.

- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the Company;
 - (b) an arrangement for the Company to give any security to a third party in respect of a debt or obligation of the Company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 3 of Part A of the Articles, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) Subject to Article 3 of Part A of the Articles, a director may hold any other office under the Company (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Company—
 - (a) with regard to the tenure of the other office mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the Company in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the Company for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Company may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the Company; or

(b) any company in which the Company may be interested as shareholder or otherwise.

(7) Subject to the Ordinance, the director is not accountable to the Company for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Company otherwise directs.

17. Accounting Records

(1) The directors must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial reference statements must be prepared to show a true and fair view and follow accounting standards issues or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

(2) The directors must keep accounting records (including donation receipts) as required by the Ordinance.

18. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

(a) there was a defect in the appointment of any of the directors or of the person acting as a director;

(b) any one or more of them were not qualified to be a director or were disqualified from being a director;

(c) any one or more of them had ceased to hold office as a director; or

(d) any one or more of them were not entitled to vote on the matter in question.

19. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

(a) how they take decisions; and

(b) how the rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of directors

(1) A person who is willing to act as a director, and is permitted by law to

do so, may be appointed to be a director—

(a) by ordinary resolution; or

(b) by a decision of the directors.

(2) Unless otherwise specified in the appointment, a director appointed under paragraph (1)(a) holds office for an unlimited period of time.

(3) An appointment under paragraph (1)(b) may only be made to—

(a) fill a casual vacancy; or

(b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.

21. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

22. Composite resolution

(1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Company or any other body corporate.

(2) The proposals may be divided and considered in relation to each director separately.

(3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

23. Termination of director's appointment

A person ceases to be a director if the person—

(a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;

(b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;

(c) becomes a mentally incapacitated person;

(d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;

(e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or

(f) is removed from the office of director by an ordinary resolution of the Company.

24. Directors' remuneration

No Director or member of governing body of the Company shall be appointed to any salaried office or position of profit of the Company, and no remuneration or other benefit in money or money's worth shall be given by the Company to any Director or member of governing body except as repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to the Company.

Division 4—Alternate Directors

25. Appointment and removal of alternates

- (1) A director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the Company; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
 - (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the Company must as soon as practicable give notice of the removal to the alternate's appointor.

26. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 6.
- (2) Unless these articles specify otherwise, alternate directors—
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 15(3), a person who is an alternate director but not a director—
 - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not

- participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether—
- (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted.
- (5) An alternate director is not entitled to receive any remuneration from the Company for serving as an alternate director.

27. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
- (a) if the alternate's appointor revokes the appointment by notice to the Company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
- (a) the approval under article 26(1) is withdrawn or revoked; or
 - (b) the Company by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Directors' Indemnity and Insurance

28. Indemnity

- (1) A director or former director of the Company may be indemnified out of the company's assets against any liability incurred by the director to a person other than the Company or an associated company of the Company in connection with any negligence, default, breach of duty or breach of trust in relation to the Company.
- (2) Paragraph (1) only applies if the indemnity does not cover—
- (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the Company, or an

- associated company of the Company, in which judgment is given against the director;
- (iii) in defending civil proceedings brought on behalf of the Company by a member of the Company or of an associated company of the Company, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

29. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the Company, for a director of the Company, against—

- (a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Company; or
- (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Company.

Division 6—Company Secretary

30. Removal of Company secretary

Subject to Article 3 of Part A of the Articles,

- (1) The directors may appoint a Company secretary for a term on

conditions they think fit.

- (2) The directors may remove a Company secretary appointed by them.

Part 3

Members

Division 1—Becoming and Ceasing to be Member

31. Application for membership

The Subscribers to the Articles of Association and such other persons as the Board shall admit to membership shall be members. For avoidance of doubt, the Subscribers of the preceding articles of association existing immediately before the commencement of this Articles of Association shall continue to be members of the Company until his membership is terminated in accordance with the Articles of Association.

- (a) A person may become a member of the Company only if—
 - (i) that person has completed an application for membership in a form approved by the directors; and
 - (ii) the directors have approved the application.

(b) No person shall be admitted to membership of the Company unless he is:-

- (i) an Old Boy; or
- (ii) a member of the Staff.

(c) The rights of any member shall be personal and shall not be transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing to retain the qualifications on the ground of which member was admitted to membership.

32. Termination of membership

- (1) A member may withdraw from membership of the Company by giving 14 days' notice to the Company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.

- (4) Any member may at any time be removed from the Company by a resolution passed by not less than two-third of the total number of the members of the Company attending in General Meeting

Division 2—Organization of General Meetings

33. Composition of the Board

- (1) Unless otherwise determined by the Company in general meeting, the Board of Directors shall consist of 12 members appearing as follows:
 - (i) the president, vice-president, secretary, treasurer and one committee member from Chan Sui Ki (La Salle) College Old Boys' Association Limited;
 - (ii) 2 Old Boys to be appointed by ordinary resolution in general meeting or appointed by the Board;
 - (iii) the Supervisor of the School.
 - (iv) the Principal of the School;
 - (v) the Vice-Principal Pastoral of the School; and
 - (vi) 2 teachers of the School appointed by the Supervisor of the School.

The Chairman and Treasurer shall be elected amongst the Board members at Board meeting provided that the Chairman must be an Old Boy.

- (2) A director must be a member of the Company.
- (3) The term of office of the directors under Articles 33 (1) (ii) and (vi) shall be 3 years. After retiring from his office, he shall be eligible for re-election. Other directors shall remain in office as long as they hold the position in Chan Sui Ki (La Salle) College Old Boys' Association Limited or the School as the case may be.

34. Officers' duties

- (1) The Chairman shall preside over all meetings of the Company and shall represent the Company in all external and internal affairs of the Company and to assist the other members of the Board in the carrying out or management of the Company.
- (2) The Company Secretary shall be responsible for all documents in respect of the Company and to keep proper records and minutes of all meetings of the Company.
- (3) The Treasurer shall be responsible for the financial affairs of the

Company.

35. General meetings

- (a) Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (b) The directors may, if they think fit, call a general meeting.
- (c) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (d) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.
- (e) The business of an Annual General Meeting shall be:-
 - (i) to receive and consider the accounts, the financial statements and reports of the Board and the Auditors;
 - (ii) to elect Directors to the board and other officers in the place of those retiring;
 - (iii) to appoint Auditors and fix their remuneration;
 - (iv) to transact any other business which under these presents ought to be transacted at an Annual General Meeting.

36. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to

- be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution; and
- (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
 - (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

37. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

38. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

39. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting

when—

- (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

40. Quorum for general meetings

- (1) Five (5) members present in person constitutes a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

41. Chairing general meetings

- (1) If the chairperson (if any) of the board of directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the board of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the Company of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Company passed at the meeting.

42. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Company.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the Company; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

43. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

44. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll,

the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

45. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

46. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 members present in person; or
 - (c) any member or members present in person and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) A demand for a poll on a resolution may be withdrawn.

47. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting, every member present in person has 1 vote.

48. Votes of mentally incapacitated members

A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.

49. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the Company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1—Communications to and by Company

50. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Company for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

51. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the Company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Company and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the Company;
 - (b) the Company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

52. No right to inspect accounts and other records

A person is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the Company.

53. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Company, for an auditor of the Company, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Company or; or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Company.
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.