

No. 126538

(COPY)

**CERTIFICATE OF INCORPORATION**

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**I hereby certify that**

**THE ALUMNI ASSOCIATION OF NEW ASIA COLLEGE,  
THE CHINESE UNIVERSITY OF HONG KONG, LIMITED  
(香港中文大學新亞書院校友會有限公司)**

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

**Given under my hand this Twenty-second day of July One Thousand Nine  
Hundred and Eighty-three.**

**(Sd.) J. Almeida**

.....  
**for 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**

**THE ALUMNI ASSOCIATION OF NEW ASIA COLLEGE,  
THE CHINESE UNIVERSITY OF HONG KONG, LIMITED  
(香港中文大學新亞書院校友會有限公司)**

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1. The Name of the Company is “THE ALUMNI ASSOCIATION OF NEW ASIA COLLEGE, THE CHINESE UNIVERSITY OF HONG KONG, LIMITED (香港中文大學新亞書院校友會有限公司)(hereinafter called “the Association”).
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 acquire by purchase or otherwise, take over, carry on and assume all or any of the business assets, undertaking function and liabilities of the existing unincorporated association or institution known as “The Alumni Association of New Asia College, the Chinese University of Hong Kong”.
  - (b) To foster, promote and further friendship, relationship, fellowship and better understanding amongst the past, present and future students, graduates and undergraduates and teaching and administrative staff of New Asia College, the Chinese University of Hong Kong.
  - (c) To foster, promote and further friendship, relationship, fellowship and better understanding amongst alumni associations of the Chinese University of Hong Kong and the Federation of the Alumni Associations of the Chinese University of Hong Kong.
  - (d) To assist in every possible way the development and growth of New Asia College, participate in various activities, events and functions held by New Asia College, the Chinese University of Hong Kong.

- (e) To promote education by such means as the Association may think fit and in particular by the provision of scholarships, bursaries, subsidies and other allowances for any students, the provision of research facilities and library facilities and conducting of lectures, seminars, classes and exhibitions.
- (f) To establish, maintain and conduct a club and to provide facilities for the above purposes and to encourage social intercourse between Members of the Association.
- (g) To engage, hire and employ all classes of persons considered necessary for the purposes of the Association and to pay to them and other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
- (h) To purchase, take on lease, hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein, which the Association may think necessary or convenient for effectuating any of its objects, and in particular any lands, plantation, houses, patents, concessions, copyrights, licences, stocks, material or property of any description and to work, use, maintain and improve, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Association, including, in respect of any patent or patent rights belonging to the Association, the grant of licences or authorities to any person, corporation, or company to work the same.
- (i) To develop, improve and utilize any land within Hong Kong or elsewhere acquired by the Association, or in which the Association is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement any such land, and advance money to, enter into contracts and arrangements of all kinds with builders and tenants of and others interested in any such land.
- (j) To charter, sub-charter, take on charter or sub-charter, hire, purchase and work ships and other vessels of any class, motor vehicles or aircraft.
- (k) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Association and its Members and others interested in the objects of the Association and to distribute among its Members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- (l) To promote and hold, either alone or jointly with any other corporations, associations, clubs, or persons, meetings, competitions or any other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefor and to promote, give or support dinners, balls, concerts, tours and other entertainments.

- (m) To establish, promote, or assist in establishing, or promoting, and to subscribe to, or become a member of, 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 no subscription be paid to any such other association or club out of funds of the Association, except bona fide in furtherance of the objects of the Association.
  - (n) To support and subscribe to any charitable or public body, and any institution, society or club, and to give pensions, gratuities, Christmas boxes or charitable aid to any persons who may have served or have been connected with activities, or to the wife, widow, children or other relatives of any such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association.
  - (o) 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.
  - (p) To receive money on deposit or loan and borrow or raise money in such manner as the Association shall think fit, and in particular by issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Association or any other person or organization of any obligation undertaken by the Association or any other person or organization as the case may be.
  - (q) To repay or refund to person who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Association to be established as aforesaid, the amount of the money so advanced or subscribed by them.
  - (r) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
  - (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any them.
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 divided, bonus, or otherwise, howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer

or servant of the Association, or to any Member of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding the best lending rate charged by licensed banks on customer loans on money lent or reasonable and proper rent for premises demised or let by any Member to the Association, but so that no member of the Executive Committee or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of such Committee or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee or Governing Body may be a Member in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding one dollar.
7. 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 New Asia College, the Chinese University of Hong Kong, or some other charitable institution or trust of a public character and which shall prohibit the distribution of its or their income and property amongst its or their Members, such institution or trust to be determined by the Members of the Association before the time of dissolution and in default thereof, by a Judge of the Supreme Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take 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 in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

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Names, Addresses and Descriptions of Subscribers

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(Sd.) LEE KAM CHUNG 李金鐘  
[HIDDEN]

(Sd.) SIU KAM YUEN 蕭錦源  
[HIDDEN]

(Sd.) LEE YEN 李燕  
[HIDDEN]

(Sd.) LUNG CHING CHEUNG 龍禎祥  
[HIDDEN]

(Sd.) MRS LI YUEN WAI CHU 李袁慧珠  
[HIDDEN]

(Sd.) LI KAI MING 李介明  
[HIDDEN]

(Sd.) HEUNG SHU FAI 香樹輝  
[HIDDEN]

(Sd.) IP HON CHOW 葉漢秋  
[HIDDEN]

(Sd.) LAW CHEUNG KWOK 羅祥國  
[HIDDEN]

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Dated the 31st day of May, 1983  
WITNESS to the above signatures:

(Sd.) Paul M.P. Chan  
Certified Accountant  
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**

**THE ALUMNI ASSOCIATION OF NEW ASIA COLLEGE,  
THE CHINESE UNIVERSITY OF HONG KONG, LIMITED  
(香港中文大學新亞書院校友會有限公司)**

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**GENERAL**

- \* 1. In these Presents the words standing in the first column of the Table hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof

Words	Meanings
The Ordinance-----	The Companies Ordinance(Chapter 32).
These Presents-----	These Articles of Association, and the rules and regulations of the Association from time to time in force.
The Association-----	The above-named Association.
The Executive Committee-----	The Executive Committee for the time being of the Association.
Committee Members-----	Shall mean Members of the Executive Committee.
Members-----	Shall mean Ordinary Members, Life Members and Honorary Members of the Association.
Membership-----	Shall mean Ordinary Membership, Life Membership and Honorary Membership.
The Registered Office-----	The registered office of the Association.
The Seal-----	The common seal of the Association.
Month-----	Calendar Month.
In writing-----	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

\*As amended by Special resolution passed on 27th July 1996.

Words	Meanings
The Chairman-----	The Chairman of the Association for the time being.
The Vice Chairman-----	The Vice Chairman of the Association for the time being.
The Hon. Secretary-----	The Hon. Secretary of the Association for the time being.
The Hon. Treasurer-----	The Hon. Treasurer of the Association for the time being.
Voting Member-----	An Ordinary Member or Life Member of the Association who is eligible for election to the Executive Committee.
Honorary Member-----	A non-voting Member of the Association who is not eligible for election to the Executive Committee.
The Annual General Meeting-----	The yearly General Meeting of the Members of the Association and also includes The First General Meeting of the Members.
Extraordinary General Meeting-----	General Meeting of the Members of the Association specially summoned under these Articles.
General Meeting-----	General Meeting of the Members of the Association whether annual or extraordinary.
Special Resolution and----- Extraordinary Resolution	Special Resolution and Extraordinary Resolution having meanings assigned thereto respectively by Section 116 of the Ordinance.

Unless the context otherwise requires, words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender.

Subject as hereinbefore defined, any words or expressions defined in the Ordinance or any statutory modification thereof for the time being in force shall, if not inconsistent with the context, bear the meanings so defined.

2. The number of members with which the Association proposes to be registered is for the purpose of registration declared to be unlimited.
3. The Association is established for the objects expressed in the Memorandum of Association.

### **MEMBERSHIP**

4. (a) Membership shall be open to any individual who is connected with New Asia College in the following manner and will consist of the following classes:-

(1) Ordinary Member:-

Any alumnus of New Asia College; any individual who has been a full-time student in New Asia College for over one year or any administrative or teaching staff who has served in New Asia College for more than five years is eligible to apply for Ordinary Membership.

\* (2) Life Member:-

Any person eligible for Ordinary Membership who at any one time pays HK\$500.00 and such other sum as the Executive Committee shall determine by way of subscription to the Association.

(3) Honorary Member:-

(i) Any member of the Board of Trustees of New Asia College or teaching staff of New Asia College; or

(ii) Any person who has made special contributions to the Association is eligible for election as honorary members.

(b) The first Ordinary and Life Members of the Association shall be

(1) the signatories to the Memorandum of Association and these Articles; and

\* (2) such other persons as the Executive Committee had determined.

**ADMISSION & QUALIFICATION OF MEMBERS**

\* 5. Every person applying for Ordinary Membership of the Association (other than the first Ordinary Members provided for in Article 4(b) hereof) shall complete a membership application form prescribed by the Association. Every application shall be accompanied by the first annual subscription subject to any waiver allowed by the Executive Committee, which shall be refunded to the applicant if he is not admitted. On admission as an Ordinary Member, the applicant so admitted shall abide by these Presents.

6. The authority of admission of Ordinary and Life Members shall be vested with the Executive Committee whose decision shall be final and conclusive.

7. (a) The Executive Committee may invite any individual who possesses the qualifications prescribed in Article 4(a) (3) (i) hereof to be an Honorary Member of the Association.

(b) The authority of election of Honorary Members under Article 4(a)(3)(ii) hereof shall be vested with the General Meeting.

8. Every Member, whether or not he shall have actually received copies of the Memorandum and Articles of Association and these Presents shall be deemed to have notice of them and to be bound thereby. Every Member shall abide the resolutions that shall be passed from time to time by the General Meeting.

9. A Member may at any time resign his membership by notice in writing to the Association and by such notice specify that his resignation shall take effect as from the termination of his current year of membership or from some earlier date, not being earlier than the date of receipt of resignation by the Hon. Secretary. In default of any date being specified therein the notice shall take effect as from the termination of the current year of membership. Provided always that unless his notice of resignation be received by the Hon. Secretary on or before the termination of his current year of membership, a member giving notice of resignation shall be liable to pay to the Association his annual subscription for the ensuing year.

\* As amended by Special Resolution passed on 27th July 1996.

10. Membership of the Association shall be lost in any of the following circumstances:-

- (a) if a majority of three-quarters of the votes of the Members of the Association present and voting at an Extraordinary General Meeting convened for the purpose shall resolve pursuant to Articles 11 hereof that any Member be expelled.
- (b) If a Member by notice in writing to the Association resigns his membership.
- (c) If the Annual Subscription of any Member shall fall into arrears for more than six months, as from the expiration of such period of six months, unless the Executive Committee before the expiration of such period resolves to extend such period, in which event the membership shall expire at the end of the extended period unless the subscription shall then have been paid.

11. If any Member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or these Presents or shall be guilty of any conduct objectionable to other Members of the Association or contrary to the interest of the Association shall be liable to expulsion by a resolution of the Members of the Association, provided that not less than two weeks' notice in writing shall be given by the Hon. Secretary to any such Member of the intended resolution and of the nature of the allegations made against him and the Member shall be entitled at his option to give an explanation in writing or to attend the General Meeting at which such resolution is to be considered and to give such explanation or make such defence in person as he may think fit. But the General Meeting shall have absolute and unfettered discretion to accept or reject any such explanation or defence, and its decision to expel any Member shall be final and conclusive.

12. Any Person ceasing to be Member of the Association shall have no right or claim upon the Association or its property and funds.

### SUBSCRIPTION

13. The amounts of Annual Subscription and Life Members Subscription shall from time to time be prescribed by the Executive Committee. Unless and until the Executive Committee shall prescribe, subscriptions payable shall be as follow:-

Ordinary Member-----	\$50.00 per annum
Life Member-----	\$500.00 once for life time
Honorary Member-----	\$Nil

### MEETINGS

\* 14. The Association shall hold its Annual General Meeting once in every calendar year in June, July, August or September as to be determined by its Executive Committee. The election of Members of the Executive Committee shall be conducted in the Annual General Meeting held in every 2 years.

15. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

16. (a) The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on the written request of 20 or more Members.

(b) An Extraordinary General Meeting shall be convened by the Executive Committee within 14 days upon the receipt of such requisition as stipulated in Article 16(a), or in default it shall be convened by such requisitionists in the manner provided in Section 113 of the Ordinance.

\* As amended by Special Resolution passed on 19th July 2008.

### **NOTICE OF GENERAL MEETING**

17. Subject to the provisions of the Ordinance relating to special resolutions and special notice, a General Meeting shall be called by not less than 14 days' (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) notice in writing. The notice shall specify the place, day and time of meeting, and in the case of special business, the general nature of that business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution as the case may be. There shall appear on every such notice with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that a proxy must be a member of the Association.

18. Notwithstanding that a meeting of the Association is called by shorter notice than that specified in these Articles or required by the Ordinance, it shall be deemed to have been duly called if it is so agreed by a majority of three quarters of the Members entitled to attend and vote thereat.

19. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

20. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Executive Committee and of the Auditors, the fixing of the remuneration of the Auditors, and the election or re-election of the Chairman, Vice Chairman and Members of the Executive Committee.

21. All business to be transacted or resolution to be put to the vote of an Extraordinary General Meeting convened under Article 16(a) hereof shall only be those stated in the requisition.

\* 22. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided, a quorum shall be constituted by 20 members present in person or by proxy.

\* 23. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned, to the same weekday in the next week at the same time and place or to such other day and at such time and place as the Executive Committee may determine, and if at such adjourned meeting a quorum is again not present within half an hour from the time appointed for holding the meeting, 15 Members present shall be a quorum.

\* 24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which adjournment took place. Whenever a meeting is adjourned for fourteen days or more, seven days' notice at the least specifying the place, day and hour of the adjourned meeting shall be given but it shall not be necessary to specify in such notices the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, the Member shall not be entitled to any further notice of an adjournment or business to be transacted at an adjourned meeting.

\* As amended by Special Resolution passed on 27th July 1996.

25. The Chairman or failing him, the Vice Chairman of the Executive Committee shall preside as Chairman at every General Meeting but if at any meeting neither the Chairman nor the Vice Chairman of the Executive Committee be present within fifteen minutes after the time appointed for holding the same, or if neither of them is willing to act as Chairman, the Members present shall choose a Member of the Executive Committee, or if no such Member be present, or if all the Members of the Executive Committee present decline to take the chair, they shall choose a Member of the Association present to preside.

26. (a) At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:-

(i) the Chairman of the meeting; or

(ii) at least ten Members present in person or by proxy and entitled to vote; or

(iii) any Member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting.

(b) Unless a poll is so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number of the votes recorded for or against such resolution.

\* 27. A demand for a poll may be withdrawn only with the approval of the meeting. If a poll is demanded, it shall be taken in such manner as the Chairman of the meeting directs. The result of such poll shall be deemed for all purposes to be the resolution of the meeting at which the poll was so directed or demanded. The Chairman may, in the event of a poll, appoint scrutineers.

28. In the case of an equality of votes at any General Meeting, whether upon a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

29. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. Any business, other than that upon which a poll has been demanded, may be proceeded with pending the taking of poll.

30. (a) No objection shall be made to the validity of any vote except at a meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purpose whatsoever of such meeting or poll.

(b) In case of any dispute as to voting, the Chairman shall determine the same, and such determination shall be final and conclusive.

### **VOTES OF MEMBERS**

\* 31. (a) Subject as herein provided, every Ordinary Member or Life Member shall have one vote. An Honorary Member shall be entitled to attend a General Meeting but shall not be entitled to vote.

- \* As amended by Special Resolution passed on 27th July 1996.
- \* (b) Any Members entitled to attend and vote at a meeting of the Association shall be entitled to appoint another Voting Member as his proxy to attend and vote on his behalf. The casting of vote referred to in this Article shall include the vote cast for electing Members of the Executive Committee. The proxy form shall be prescribed by the Executive Committee for use in any General Meeting.
- \* (c) The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a Member of the Association.

### **EXECUTIVE COMMITTEE**

- \* 32. (a) The affairs of the Association shall be managed by an Executive Committee consisting of not more than 15 Committee Members, who will elect among themselves a Chairman, not more than three Vice Chairmen, an Honorary Secretary and an Honorary Treasurer. The minimum number of the Committee Members shall not be less than 10 in an Executive Committee throughout its term of office.
  - \* (b) The Chairman shall preside the Executive Committee and all general meetings and superintend the administration of the Association. In the absence of the Chairman, one of the Vice Chairmen (if there is more than one during its term of office) shall be elected by the Committee Members to perform all his duties and functions.
  - \* 33. (a) Members of the Executive Committee, including the Chairman, Vice Chairmen, Honorary Secretary and Honorary Treasurer shall hold the office for a prescribed period which is counted from the date when they are elected at the Annual General Meeting of an election year to the conclusion of the Annual General Meeting held in the next election year in which Members of the new Executive Committee reaching the minimum number of 10 are duly elected in the meeting. The Annual General Meeting referred to in this Article will include any adjourned meetings conducted on later dates in the election year for the purpose of completing the election process of a new Executive Committee.
  - \* (b) Committee Members who retire from office are eligible for re-election, but no Committee Members shall hold the post of Chairman for more than two consecutive terms.
34. All Committee Members are not entitled to any remuneration or whatsoever from the Association in return for their services rendered in the capacity of Committee Member.

### **ELECTION OF THE EXECUTIVE COMMITTEE**

- \* 35. (a) An Ordinary or Life Member who wishes to stand for election as a Committee Member in the election year must be nominated in writing by not less than 10 Voting Members and he shall signify in writing his acceptance of such nomination. The completed nomination in writing must be submitted to the Honorary Secretary during the month of April in the election year.
- \* (b) The nominated candidates can run for election either as an individual group or as a single person, and they may request the Association to distribute their campaign material (which solely confines to introduce the background of the candidates and their objectives of serving the Association). The costs to be incurred for distributing the campaign material will be paid in advance to the Association by the person making the request, and the campaign material shall be submitted to the Association before 15 May of the election year for distribution.

\* As amended by Special Resolution passed on 27th July 1996 & 19th July 2008.

- \* (c) An information sheet containing the names of all the nominated candidates and their individual year of graduation and the faculty or department from where they graduated shall be prepared and forwarded together with the AGM notice to all Members of the Association before the Annual General Meeting is held.
- \* (d) If the number of nomination for the vacancies in the Executive Committee to be filled does not exceed the number of 15 prescribed under Article 32(a), the candidates so nominated shall be declared duly elected at the Annual General Meeting.
- \* (e) Every Member entitled to vote shall have the right to vote for as many candidates as there are vacancies to be filled. The Voting Members shall cast their vote of election either in person or by proxy in the meeting where the election of Committee Members is conducted. The vote to be cast which is in a paper ballot form shall be prescribed by the Executive Committee and issued to the Voting Members for use in the meeting of election. Such vote to be cast may elect the number of candidates to fill all the vacancies in existence for the new Executive Committee or, if the Voting Member so prefers, to fill any lesser number of such vacancies as he decides. The candidates who shall receive the highest votes will fill the vacancies. In case two or more candidates receive an equal number of votes, one or more of them to be elected shall be chosen by lot.
- \* (f) With reference to Article 32(a), the election of the Chairman, Vice Chairmen, Honorary Secretary and Honorary Treasurer shall be conducted immediately after the related Annual General Meeting is concluded.
- \* (g) With reference to the timetable specified for submission of the nomination form to the Honorary Secretary under Article 35(a) and the submission of the campaign material to the Association for distribution under Article 35(b), the Executive Committee may adjust the said timetables specified under Article 35(a) and Article 35(b) if it considers proper to do so. The adjusted timetables shall be promulgated by the Executive Committee not later than 1<sup>st</sup> April of the election year.

36. The Executive Committee may from time to time and at any time appoint any member (other than an Honorary Member) to be a member of the Executive Committee to fill a casual vacancy. The period of office for any person so appointed shall be the remaining period of office that his predecessor would have had if not for his resignation or being removed from the Committee.

- \* 37. Any Member of the Executive Committee shall be deemed to have vacated his office or membership of the Executive Committee if
  - (a) he becomes bankrupt; or
  - (b) he becomes of unsound mind; or
  - (c) he ceases to be a Member of the Association; or
  - (d) he is absent from three consecutive meetings of the Executive Committee without submitting a written explanation acceptable to the Executive Committee; or
  - (e) by notice in writing to the Association, he resigns his office.

\* As amended by Special Resolution passed on 27th July 1996 & 19th July 2008.

38. In addition and without prejudice to the foregoing, the Association may by Extraordinary Resolution remove any member of the Executive Committee before the expiration of his period of office and may by Ordinary Resolution appoint another member in his place. Any person so appointed shall be eligible for re-appointment.

### **POWERS OF THE EXECUTIVE COMMITTEE**

39. The business of the Association shall be managed by the Executive Committee who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association and may exercise all such powers of the Association, and do on behalf of the Association all such as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulation of these Presents, to the provisions of the Statute or Ordinances for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

40. The Members for the time being of the Executive Committee may act notwithstanding any vacancy in their body, provided always that in case the Members of the Executive Committee shall at any time be reduced in number to less than the number prescribed by or in accordance with these Articles as the necessary quorum, it shall be lawful for them to act as the Executive Committee for the purpose of increasing the number of Members of the Executive committee to that number, admitting persons to membership of the Association or summoning a General Meeting for the purpose of appointing Members.

\* 41. The Executive committee is empowered to nominate representatives of the Association to the Board of Trustees of New Asia College, the Federation of the Alumni Associations of the Chinese University of Hong Kong, and any other organizations or institutions as the Executive Committee thinks fit.

### **RULES**

42. The Executive Committee may make Rules for regulating the affairs of the Association which shall be binding on all Members, and may from time to time revoke, alter or replace any such Rules. In particular and without prejudice to the generality of the foregoing words, the Executive Committee may make such Rules in regard to all or any of the following matters:-

- (a) As to the rights and privileges (so far as not provided for by these Articles) which shall be accorded to Members of the Association, and as to the particulars to be supplied by candidates for membership.
- (b) As to the use of the Association's premises and facilities.
- (c) As to the conduct of Members of one in relation to another and to the Association's servants.
- (d) As to the badges and insignia to be issues to Members.
- (e) As to the organization, management and conduct of social events arranged by the Association.
- (f) As to the arrangements for reciprocal concessions or other matters with other clubs or associations.

\* As amended by Special Resolution passed on 27th July 1996

(g) As to any other matter relating to the operation of the Association not already provided for by the Memorandum and Articles of Association for the time being in force, provided always:-

- (i) that no Rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of the Association.
- (ii) that any Rule may be cancelled, modified or amended by Special Resolution of the Association.

#### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

\* 43. The Executive Committee shall meet together for the despatch of business not less than six times a years. Half the number of Committee Members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes and in cases of an equality of votes the Chairman or the person presiding the meeting shall have a casting vote.

44. The Chairman and/or the Vice Chairman and/or the Secretary may summon a meeting of the Executive Committee at any time by giving three days' notice to Committee Members. Notice of a meeting of the Executive Committee shall be deemed to be duly given to a Committee Member if it is given to him personally in writing or by word of mouth or sent to him at his last known address or any other address giving by him to the Association for this purpose. Committee Member for the time being out of Hong Kong shall not be entitled to notice of meetings of the Executive Committee. A Committee Member may consent to short notice of and may waive notice of any meeting and any such waiver may be retrospective.

45. A resolution in writing signed by all the Committee Member(s) shall be as effective for all purposes as a resolution of the Executive Committee passed at a meeting duly convened, held and constituted. A written notice of confirmation of such resolution in writing sent by a Committee Member shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents each signed by one or more Committee Member(s).

\* 46. The Executive Committee may, from time to time, appoint sub-committee consisting of such persons they think fit, and may delegate any of their powers to any such sub-committee and, from time to time, revoke any such delegation and discharge any such sub-committee wholly or in part. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Executive Committee and abide by the regulations of these Presents.

47. The meeting and proceedings of any such sub-committee consisting of one or more Members shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the Executive Committee, insofar as the same are not superseded by any regulations made by the Executive Committee under Article 45 hereof.

48. All acts done bona fide by any meeting of the Executive Committee or of a sub-committee or by any persons acting as Committee Members, shall, notwithstanding that there was some defect in the appointment of such Committee Members or persons acting as aforesaid, or that they or any of them were disqualified, or had vacated office, be as valid as if every such person had been duly appointed and was qualified and continued to be a Committee Member.

\*As amended by Special Resolution passed on 27th July 1996.

### **MINUTES**

49. The Executive Committee shall cause minutes to be duly entered in books provided for the purpose:-

- (a) of all appointments made by the Committee
- (b) of all the names of the Committee Member(s) present at each meeting of the Committee Member(s) and of any sub-committee of Committee Member(s)
- (c) of all orders made by the Executive Committee and sub-committee of Committee Member(s), and
- (d) of all resolutions and proceedings of general meetings and of meetings of the Executive Committee and sub-committee.

Any such minutes of any meeting of the Executive Committee, or any sub-committee, or of the Association, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

### **THE SEAL**

50. The Executive Committee shall forthwith procure a common seal to be made for the Association, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and every instrument to which the Seal shall be affixed shall be signed by the Chairman or Vice Chairman and countersigned by the Honorary Secretary or some other Committee Member nominated by the Committee for the purpose.

51. The Association may exercise all the powers of having official seals conferred by the Ordinance and such powers shall be vested with the Executive Committee.

### **SECRETARY AND STAFF**

52. The Executive Committee shall be entitled to employ a Secretary or Secretaries or other staff of the Association on such terms and remuneration as the Executive Committee shall think fit, and any Secretary or staff so appointed may be removed by them.

### **FINANCE**

53. All donations other than those from Members shall not be accepted without prior approval of the Executive Committee.

54. Half of the excess of income over expenditure of each year if any, shall be transferred to the Reserve Fund.

55. Income generated on the Reserve Fund may be deemed as recurrent income available at the disposal of the Executive Committee.

56. If for any year the Association's expenditure is in excess of its income, the Executive Board may dispose of 10% of the Reserve Fund brought forward from previous years to cover the deficit. In any other case, disposal of the Reserve Fund shall be subject to the prior approval from a general meeting by a majority of three-quarters of the votes of the Members of the Association present in person or by proxy.

## ACCOUNTS

57. The Executive Committee shall cause proper books of accounts to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods, lands and other things whatsoever by the Association; and
  - (c) the assets and liabilities of the Association;

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

58. The Hon. Treasurer shall receive all Subscriptions and all other moneys coming to the Association; his receipts shall be the only sufficient discharge, and he shall pay into a Bank, to be named by the Executive Committee, all money received by him.

59. All cheques, bills of exchange, promissory notes and other negotiable instruments issued or required to be signed, endorsed or accepted or otherwise negotiated by the Association shall be jointly signed for and on behalf of the Association by any two of the following:- the Chairman, Vice Chairmen and the Hon. Treasurer or any other person or persons as the Executive Committee shall from time to time by resolution determine.

60. The books of account shall be kept at the Registered Office of the Association or at such other place or places as the Executive Committee shall think fit and shall always be open for the inspection of Committee members.

61. At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account made up to a date not more than three months before such meeting, together with a proper Balance Sheet made up as the same date. Every such Balance Sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than seven clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open for inspection and be read before the Meeting.

## AUDIT

62. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one more authorized Auditor or Auditors.

63. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

## **NOTICES**

- \* 64. Any notice or document to be given or issued under these Articles shall be served by the Association on any member either personally or by sending it by post to his registered address, or (if he has no registered office within Hong Kong) to the address supplied by him to the Association for the giving of notice or document to him, or by sending it as an electronic communication by way of fax or email to him at his electronic address as he may provide. The notice of publication may be given to such person by any one of the aforesaid means set out in this Article.
- \* 65. Any notice or document sent by post shall be deemed to have been served on the day following that on which the letter containing the same is put into a post office situated within Hong Kong. Any notice or document sent as an electronic communication shall be deemed to be given on the day on which it is transmitted from the fax machine or the server of the Association or its agent.
- 66. Any notice required to be given by the Association to the members, or any of them, and not expressly provided for by these Presents shall be sufficiently given if by advertisement.
- 67. Any notice by a Court of law, or otherwise, required or allowed to be given by the Association to the Members or any of them by advertisement, shall be deemed sufficiently advertised if advertised once in two daily newspapers in Hong Kong.
- \* 68. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

## **WINDING UP**

69. Clause 7 of the Memorandum of Association as to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

## **INDEMNITY**

70. Subject to the provisions of the Ordinance, every Member of the Executive Committee or servant and Auditor of the Association shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and in particular and without prejudice to the generality of the foregoing, every Committee Member and servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Committee Members out of the funds of the Association to pay all costs, losses and expenses which any such Committee member or servant may incur or become liable for by reason of any contract entered into, or act or thing done by him or them as such Committee Member or servant, or in the discharge of their or his duty, including travelling expenses; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association, and have priority as between the Members over all other claims. No Committee Member or servant of the Association shall be liable for the acts, receipts, neglects or defaults of any other Committee Member or servant of the Association or for any losses or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement, omission, default or oversight on their or his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through their or his own dishonesty.

\*As amended by Special Resolution passed on 28th July 2007.

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

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Names, Addresses and Descriptions of Subscribers

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(Sd.) LEE KAM CHUNG 李金鐘  
[HIDDEN]

(Sd.) SIU KAM YUEN 蕭錦源  
[HIDDEN]

(Sd.) LEE YEN 李燕  
[HIDDEN]

(Sd.) LUNG CHING CHEUNG 龍禎祥  
[HIDDEN]

(Sd.) MRS LI YUEN WAI CHU 李袁慧珠  
[HIDDEN]

(Sd.) LI KAI MING 李介明  
[HIDDEN]

(Sd.) HEUNG SHU FAI 香樹輝  
[HIDDEN]

(Sd.) IP HON CHOW 葉漢秋  
[HIDDEN]

(Sd.) LAW CHEUNG KWOK 羅祥國  
[HIDDEN]

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Dated the 31st day of May, 1983  
WITNESS to the above signatures:

(Sd.) Paul M.P. Chan  
Certified Accountant  
Hong Kong