

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EGM) of the Hong Kong University Alumni Association will be held at the Association Premises, 101 Yip Fung Building, 2 D'Aguilar Street, Hong Kong, on Tuesday, 13th day of October, 2009 at 6:30 p.m.

A G E N D A

To pass the following Special Resolutions:

1. That the Memorandum of Association shall be amended in the following manner: -
 - (1) Clause 6 be added to read: -

“The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.”
 - (2) Clause 9 be amended to read:-

“If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Association before the time of dissolution, and in default thereof by a judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.”

HONG KONG UNIVERSITY ALUMNI ASSOCIATION

香 港 大 學 校 友 會

Room 101 Yip Fung Building, 2 D'Aguilar Street, Central, Hong Kong.
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Email: hkuaa@hkuaa.org.hk Website: www.hkuaa.org.hk

2. That the Articles of Association shall be amended in the following manner:-
 - (1) Article 13 be amended to read:-

“Life Members - Subject to the approval of the Executive Committee any ordinary member may become Life Member upon payment of a sum as determined by the Executive Committee in accordance with Article 20. Any payment made under this clause shall under no circumstances be refundable. A Life Member shall be entitled to all privileges of any ordinary member without payment of the normal membership subscription. Subject to the approval of the Executive Committee on application, any lawful spouse of a deceased Life Member may enjoy all the privileges of the deceased Life Member as set forth hereinabove without payment of fee for such period as to be determined by resolution of the Executive Committee from time to time, but such spouse shall not be entitled to attend and vote as a Member at any General Meeting of the Association and shall not have the right to elect or to be elected as a member of the Executive Committee or to hold any office (whether salaried or not) in the Association by virtue of this article. The approval of such extension of privileges of a deceased Life Member to his/her surviving spouse shall rest at the absolute discretion of the Executive Committee which is not obliged to assign a reason for refusal.”
 - (2) Article 43 be amended to read:-

“Subject to Article 63A, questions arising at any meeting shall be decided by a majority on a show of hands and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.”
 - (3) A new Article 63A be added after Article 63 to read:-

“Any sale, mortgage, charge, pledge, bequeath or otherwise disposition (with or without consideration) of any landed properties or interests therein beneficially owned and/or held by the Association cannot be validly proceeded with and transacted by the Association without first obtaining a resolution approving such a transaction from all of the following bodies: -

 - (a) a resolution of the Executive Committee carried and passed by 75% majority of the members of the Executive Committee attending and voting at a meeting of the Executive Committee, properly convened and constituted in accordance with these articles;
 - (b) a resolution carried and passed by 75% majority of the existing Life Members with at least 10 years' standing (hereinafter called “such Life Members”) who attend and vote at a meeting which must be properly convened, constituted and conducted in the manner as set out in sub-paragraphs (i) to (iii) below. For the purpose of this paragraph (b), a meeting of such Life Members shall be regarded as properly convened, constituted and conducted if the following requirements are fulfilled: -

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- (i) a 14 days' prior notice of meeting is given to all such Life Members;
 - (ii) the necessary quorum is 5 such Life Members personally attending; and
 - (iii) such attending Life Members elect amongst themselves a Chairperson who shall preside at the meeting; and
- (c) a special resolution passed by the Member of the Association at a General Meeting* in accordance with Section 116 of the Ordinance.

For the avoidance of doubts, the execution of any deed, contract, agreement or other instruments relating to such sale, mortgage, charge, pledge, bequeath or otherwise disposition (with or without consideration) of the properties or interests mentioned above by any person for and on behalf of the Association without satisfying the requirements under this article shall be void and of no effect.”

- (4) Article 6 be amended to read:-

“The Members of the Association shall be divided into the following categories:-

Ordinary Members,
Associate Members,
Subscribing Members,
Students Members,
Absent Members,
Honorary Members,
Life Members,
Associate Life Members, and
Invitation Members.”

- (5) Article 8 be amended to read:-

“Associate Members – Past and Present Members of the Court, Council and HKU Foundation (in propria persona) and Term I & Term II and/or Bands B-J staff of the University of Hong Kong may become Associate Members. Associate Members shall enjoy all the privileges of members, but shall not have the right to attend and vote at any general meeting of the Association and shall not have the right to hold office except Honorary positions and in sub-committees.”

- (6) Article 9 be amended to read:-

“Subscribing Members - Respectable persons resident permanently in Hong Kong who have the interests and welfare of the Association at heart may be elected by the Executive Committee as Subscribing Members. Subscribing Members shall enjoy all the privileges of members, but shall not have the right to attend and vote at any general meeting of the Association and shall not have the right to hold office except Honorary positions and in subcommittees.”

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(7) Article 13A be amended to read:-

“Associate Life Members - Subject to the approval of the Executive Committee any Associate Member may become an Associate Life Member after enrolment for not less than 12 months and upon payment of a sum as determined by the Executive Committee in accordance with Article 20. Associate Life Members shall enjoy all the privileges of members, but shall not have the right to attend and vote at any general meeting of the Association and shall not have the right to hold office except Honorary positions and in subcommittees.”

(8) A new Article 13B be added after Article 13A to read:-

“Invitation Members – respectful and prominent persons who have made recognizable contribution to the Association, Honorary Vice-Presidents, Honorary Auditors and Honorary Legal Advisers may be invited by the Executive Committee as Invitation Members. Invitation Members shall enjoy all the privileges of members, but shall not have the right to attend and vote at any general meeting of the Association and shall not have the right to hold office except Honorary positions and in sub-committees.”

(9) A new Article 13C be added after the new Article 13B to read:-

“The lawful spouse of a member of any category may enjoy the restaurant services at the club premises and other privileges of the member as determined from time to time by the Executive Committee.”

(10) Article 30 be amended to read:-

“The Association shall have an Executive Committee consisting of the following officers:-

A President

Two Vice-Presidents

An Hon. Secretary

An Hon. Treasurer

Sixteen Committee Members

Ten Ex-Officio Members

One Representative from the University of Hong Kong.”

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(11) Article 32 be amended to read:-

“With the exception of the ex-officio members who shall be the Immediate Past Presidents of the Association and the Representative from the University of Hong Kong, all officers of the Executive Committee shall be elected at an Annual General Meeting. A retiring officer shall be eligible for re-election. All officers so elected shall hold office till the Annual General Meeting following the next Annual General Meeting, save and except that at the first Annual General Meeting on the coming into effect of this Article, the first eight Committee Members having the highest number of votes out of the sixteen Committee Members so elected shall hold office till the Annual General Meeting following the next Annual General Meeting whilst the remaining eight Committee Members so elected shall hold office till the next Annual General Meeting. Should there be equality of votes, the Chairman of the meeting shall decide on which candidate(s) shall deem to be having a higher number of votes.”

(12) Article 35 be amended to read:-

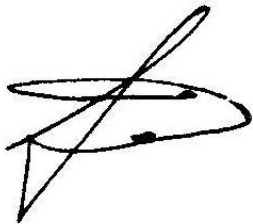
“If any vacancy shall occur in the Executive Committee, the Committee shall have power to appoint such person as they deem fit (being a member of the Association) to fill the office so vacated until the expiration of the term of such office.”

(13) Article 65 be amended to read:-

“The Hon. Secretary, the Hon. Treasurer and the Sixteen Committee Members shall be elected by ballot at the Annual General Meeting from among ordinary or life members of the Association. All committee Members so elected shall have been members of the Association for not less than two years. Candidates for election must be present at the meeting or have indicated in writing to their proposers and seconders their willingness to serve in their respective posts if elected.

Dated this 11th day of September, 2009.

BY ORDER OF THE EXECUTIVE COMMITTEE



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Alex C H LAI
Hon. Secretary