

ARTICLES OF ASSOCIATION
OF
HONG KONG UNIVERSITY ALUMNI
ASSOCIATION
(香 港 大 學 校 友 會)

Incorporated the 20th day of February 1965.

HONG KONG

Certified True Copy

CHEUNG YI LING CATHERINE
President

[COPY]

CERTIFICATE OF INCORPORATION

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I HEREBY CERTIFY that

**HONG KONG UNIVERSITY ALUMNI
ASSOCIATION**

(香港大學校友會)

(the word "Limited" being omitted by Licence granted by me under delegated powers) is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this Company is limited.

GIVEN under my hand this Twentieth day of February, One Thousand Nine Hundred and Sixty-five.

Signed (J. A. H. TILLEY)
for Registrar of Companies,
Hong Kong

THE COMPANIES ORDINANCE

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

ARTICLES OF ASSOCIATION

OF

HONG KONG UNIVERSITY ALUMNI ASSOCIATION

(香港大學校友會)

1. The name of the Association is the “Hong Kong University Alumni Association” (香港大學校友會) (hereinafter called “the Association”).

Interpretation

2. “Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

"Association" means the Association registered as "Hong Kong University Alumni Association (香港大學校友會)".

"Executive Committee" means the Committee of the Association consisting of A President, Two Vice-Presidents, An Hon. Secretary, An Hon. Treasurer, Sixteen Committee Members, Ten Ex-Officio Members and One Representative from the University of Hong Kong.

“Executive Committee Members” means persons for the time being elected as members of the Executive Committee of the Association and such persons shall be deemed to be “directors” of the Association for the purpose of the Ordinance.

"Hon. Secretary" means the Honorary Secretary of the Association and the person elected as the Hon. Secretary under these Articles.

"General Meeting" means a General Meeting of the Members of the Association whether Annual or Extraordinary.

"Seal" means the common seal of the Association.

"Ordinance" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations.

“Predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and

other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires these Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

Any word denoting the masculine gender shall include the feminine gender or vice versa.

Objects

3. The objects for which the Association is established are:-

(a) To take over the assets and liabilities of the unincorporated associations known as the "Hong Kong University Alumni Association", (香港大學校友會) and the "Hong Kong University Club".

(b) To maintain and foster the bonds of friendship among graduates and former students of the University of Hong Kong and to afford a means whereby they may be kept in touch with the activities of the University and to assist, wherever possible, in furthering the interests of the University.

(c) To establish and foster friendly relationship between graduates and past students of the University of Hong Kong and graduates and past students of other Universities.

(d) To promote cultural, educational, scientific and social activities among members of the Association and to establish and maintain social contacts with other educational and cultural institutions in Hong Kong.

(e) To promote and cater for the welfare and interests of the graduates and past students of the University of Hong Kong.

(f) To establish, maintain and conduct a social club for the accommodation of members of the Association and such Honorary Members, friends of members, visitors and candidates for membership and others as the Executive Committee of the Association under their powers in the Articles and Bye-laws of the Association shall determine, and to provide club premises and other conveniences and generally to afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of a social club.

(g) To acquire by purchase, lease or otherwise, lands, buildings, tenements or hereditaments, and to build and construct buildings, and to maintain the same, and to lease or let out buildings, offices or premises not immediately required for use by the Association, and to furnish, alter, enlarge, repair, uphold and maintain such buildings and premises, and generally to purchase, take on lease or in exchange, hire or otherwise acquire, property and any rights or privileges which the Association may think necessary or convenient for the purposes of the objects of the Association.

(h) 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, tools, implements, machines, utensils and other things required or which may be conveniently used in connection with the club-house and other premises of the Association by persons frequenting the same, whether members of the Association or not.

(i) To buy, prepare, make, supply, sell and deal in all kinds of liquors, provisions and refreshments required or used by the members of the Association or other persons frequenting the club-premises.

(j) To hire and employ all classes of persons considered necessary for the purposes of the objects of the Association and to pay to them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.

(k) To promote and hold either alone, or jointly, with any other association, club or persons, meetings, competitions and matches for the playing of tennis, golf, cricket, bowls, badminton, billiards, bridge 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 and other entertainments.

(l) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association. Provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.

(m) Subject to the proviso in sub-clause (1) to support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Association or its employees; to give pensions, gratuities, or charitable aid to any person who may have served the Association, or to the wife, widow, children or other relatives of 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.

(n) In furtherance of the objects of the Association, to invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time be determined.

(o) In furtherance of the objects of the Association, to borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory note or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association.

(p) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:-

(i) In case the Association shall take or hold any property which may be

subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.

4. (a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in these Articles.

(b) Subject to sub-article (c), none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Association.

(c) The requirement under sub-article (b) above does not prevent the payment by the Association:

(i) of reasonable and proper remuneration to a member of the Association for any goods or services supplied by him or her to the Association;

(ii) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;

(iii) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(iv) of rent to a member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

(v) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(d) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clause (c).

5. No addition, alteration, or amendment shall be made to or in this Articles of Association, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

6. 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.

7. The liability of Members is limited.

8. 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 thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the cost, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding twenty dollars.

9. 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 Article 4 hereof and this Article, such institution or institutions to be determined by a resolution of the Members of the Association at or 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 the matter. If and so far as effect cannot be given to the aforesaid provision, the same shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

Membership

10. For the purposes of registration, the number of members of the Association is declared not to exceed one hundred thousand.

11. The Association is established for the objects as expressed in the Articles of Association.

12. Only persons described in Articles 15, 16, 17, 18, 19, 20, 21, 22 and 23 of these Articles of Association are eligible for membership of this Association.

13. The first members of the Association shall be:-

(a) the signatories to these Articles;

(b) every person who was at the date of the incorporation of Association a member of the said unincorporated Hong Kong University Alumni Association (香港大學校友會) and who shall not within two months from the date of incorporation give notice in writing to the Honorary Secretary of the Association that he does

not desire to be a member of the Association.

14. 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.

15. Ordinary Members - Graduates of the University of Hong Kong and Past Students who have been registered as internal students of the University are entitled to become Ordinary Members. Ordinary Members who have joined the Association prior to 1st July, 2003 shall enjoy all the privileges of members, and shall have the right to hold office, attend and vote at any General Meeting of the Association. Ordinary Members joining the Association on or after 1st July, 2003 shall enjoy all the privileges of members, and shall have the right to hold office and attend, but shall not have the right to vote, at any General Meeting of the Association before the end of year 2005. Commencing from 1st January, 2006, all Ordinary Members, whether they have joined the Association prior to or on or after 1st July, 2003, shall enjoy the same privileges and rights including the right to hold office, attend and vote at any General Meeting of the Association.

16. Associate Members – Past and present members of the Court, Council and HKU Foundation (in propria persona) and Term I and 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.

17. 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.

18. Student Members – Undergraduate or postgraduate students or those who are otherwise registered with The University of Hong Kong as students to pursue programmes listed in Statute III(1) and (2) under the University of Hong Kong Ordinance are entitled to become Student Members. Student Members shall enjoy all the privileges of members, but shall not have the right to hold office except in subcommittees, attend and vote at any meeting of the Association.”

19. Absent Members – Subject to the approval of the Executive Committee, any member leaving Hong Kong for six months or more may have his name put on the Absent Members' list and shall not be liable to pay the normal membership subscription during the period of his absence, provided he shall pay an Absent Member's Fee fixed in accordance with Article 31 hereof in respect of each twelve months or part of twelve

months for which he proposes to be absent from Hong Kong, and he shall retain his status as an Absent Member for so long as this fee is paid

20. Honorary Members – Benefactors of the Association, members who have contributed outstanding services to the Association and retired Vice-Chancellors of the University who have shown keen interest in the affairs of the Association or, in the event of their demise, their widow may, on the recommendation of the Executive Committee, be elected Honorary Members at the Annual General Meeting of the Association.

21. 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 31. Any payment made under this clause shall under no circumstances be refundable. A Life Member shall be entitled to all privileges of an Ordinary Member and certain additional privileges as may be determined from time to time by the Executive Committee without payment of the normal membership subscription, if any. 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 surviving spouse shall rest at the absolute discretion of the Executive Committee which is not obliged to assign a reason for refusal.

22. Associate Life Members – Subject to the approval of the Executive Committee any Associate Member may become an Associate Life Member upon payment of a sum as determined by the Executive Committee in accordance with Article 31. Any payment made under this clause shall under no circumstances be refundable. An Associate Life Member shall enjoy all the privileges of an Associate Member and certain additional privileges as may be determined from time to time by the Executive Committee without payment of the normal membership subscription, if any. 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 sub-committees.

23. 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.

24. 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.

Application

25. Application for Ordinary or Associate Membership shall be made by online registration at the Association's website or on the prescribed Application Form signed by the applicant and delivered to the Hon. Secretary for acceptance by the Executive Committee or the Membership Sub-Committee duly appointed by the Executive Committee at one of their regular or ad hoc meetings. The applicant shall be notified in writing by the President or the Hon. Secretary of the resolution of the Executive Committee or the Membership Sub-Committee in respect of his application as soon as possible after the meeting. The Executive Committee or the Membership Sub-Committee shall have the right of refusing any application without assigning any reason therefor.

26. Every candidate for Subscribing Membership of the Association shall be proposed by one and seconded by another Ordinary Member to both of whom the candidate must be personally known. Every such application for Subscribing Membership shall be made on the prescribed Application Form signed by the candidate and counter-signed by the proposer and seconder and delivered to the Hon. Secretary of the Association.

27. Application for Student Membership shall be made by online registration at the Association's website or on the prescribed Application Form signed by the applicant and delivered to the Hon. Secretary of the Association. The applicant shall be notified by the President or the Hon. Secretary as soon as his application is approved by the Executive Committee. The Executive Committee shall have the right to accept or reject such application without assigning any reason therefor.

28. Any member desiring to have his name put on the Absent Members' List shall notify the Hon. Secretary of his intention and date of departure in writing and pay the prescribed Absent Member's Fee.

29. Recommendation for election as Honorary Members of the Association may be made by the Executive Committee at any of its meetings if there is such a person or persons deserving of such recommendation. The number of persons so recommended must not exceed two in any one year.

30. Any member desiring to become Life Member or any Associate Member desiring to become Associate Life Member of the Association shall apply to the Hon. Secretary in writing. He shall be notified by the President or the Hon. Secretary as soon as his application is approved by the Executive Committee.

Entrance Fee and Membership Subscriptions

31. The Entrance Fee and Membership Subscriptions payable by members of the Association shall be such amounts as determined from time to time by the Executive Committee and approved by a majority of members of the Association in a general meeting.

32. The Entrance Fee and Membership Subscriptions are not refundable.
33. Any Member may at any time withdraw from the Association by giving notice in writing to the Hon. Secretary but he will be held liable for any membership subscription which may have fallen due before such notice is given.
34. Any member who shall by any means cease to be a Member, shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be Member shall be due from him to the Association.

Executive Committee

35. 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.

The Executive Committee shall consist of not less than 16 and not more than 32 members.

36. The First Executive Committee shall consist of S.T. Cheung (張紹棠), President; Edmund Y.M. Sun (孫翼民), Vice-President; Leung Shing Wai (梁盛煒), Hon. Secretary; Liu Hing Chai (廖慶齊), Assistant Hon. Secretary; Fung Shiu Lam (馮兆林), Hon. Treasurer; Peter C.Y. Lee (李仲賢); Lo Chi Chiu (羅嗣超); Philip Mao (毛文奇); George Choa (蔡永善); Chau Cham-son (周湛榮); Lo Hung Hing (羅鴻興); and J.C. Fenton (馮瑩璋), Committee Members; and Phoon Seck Wah (潘錫華), Ex-Officio Member.

37. 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. 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.

38. The Representative from the University of Hong Kong shall be a person nominated by the Vice-Chancellor of the University of Hong Kong to sit in the Executive Committee of the Association and the person so nominated shall not be entitled to exercise such powers as other Committee Members may exercise and shall

have no right to vote.

Power of the Executive Committee

39. The management of the affairs and business of the Association shall be vested in the Executive Committee who may pay all the expenses incurred in the formation and registration of the Association and may exercise all such powers and do all such acts and things as the Association is by its Articles of Association or otherwise authorised to exercise and do and are not hereby or by Ordinance required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles) from time to time made by the Association in general meeting; provided that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

40. Notwithstanding the qualifications for membership set out in other Articles, if any vacancy shall occur in the Executive Committee, the Executive 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. For the avoidance of doubt, appointment of a person to the Executive Committee by a decision of the Executive Committee may only be made to fill a causal vacancy.

41. The Executive Committee shall have power at any time to appoint such sub-committee or committees for such purposes as they deem fit and may determine the powers, functions and duties of any sub-committee or committees.

42. The Executive Committee shall have the power to reserve at any time either the whole or part of the Association premises for official functions or meetings of the Association or for the use of members for holding social parties.

43. The Executive Committee shall be responsible for the proper appropriation of the funds of the Association.

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two members of the Executive Committee of the Association.

Proceedings of the Executive Committee

45. The Executive Committee may meet together for the despatch of business; adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Executive Committee may be convened at the request of the President or by requisition in writing signed by two members of the Executive Committee stating the objects for which such meetings are to be convened and forwarded to the Secretary. A member of the Executive Committee who is absent abroad shall not be entitled to

notice of a meeting.

46. The President or in his absence one of the Vice-Presidents shall preside at meetings of the Executive Committee or, in their absence, members present shall elect one among themselves to preside over such meetings.

47. The quorum necessary for the transaction of the business of the Executive Committee shall be six members of the Executive Committee personally present.

48. Subject to Article 70, 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.

49. The continuing members of the Executive Committee may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members, the continuing members of the Executive Committee may act for purpose of (a) admitting persons to membership of the Association (b) filling up vacancies in their body or (c) summoning a General Meeting of the Association but for no other purpose.

50. The Executive Committee may, if they think fit, transact any of their business by the circulation of papers and a resolution in writing approved by a majority of all the members of the Executive Committee shall be valid and effectual as if it has been passed at a meeting of the Executive Committee.

51. A member of the Executive Committee may not receive any salary or remuneration.

52. Except as provided in Article 50, a meeting of the members of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Executive Committee generally.

53. The Executive Committee shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Executive Committee;
- (b) of the names of the committee members present at each meeting of the Executive Committee and of any sub-committee of the Executive Committee;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of sub-committees of the Executive Committee;

and every committee member present at any meeting of the Executive Committee or sub-committee of the Executive Committee shall sign his name in a book to be kept for that purpose.

Records of the Association

54. The Executive Committee must cause the information of the Association to be adequately recorded for future reference as required by the Ordinance.

Disqualification of Members of the Executive Committee

55. The office of a member of the Executive Committee shall be vacated if:-

- (a) He becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
- (b) He is found lunatic or becomes of unsound mind;
- (c) In accordance with section 464(5) of the Ordinance, he resigns his office by notice in writing to the Association or
- (d) He is directly or indirectly interested in any transaction, arrangement and contract with the Association and fails to declare material interests in manner required by section 536 of the Ordinance.

56. A member of the Executive Committee who is in any way, whether directly or indirectly, materially interested in any transaction, arrangement or contract (being a contract of significance in relation to the Association's operations) with the Association shall declare the nature of his interest in manner required by section 536 of the Ordinance.

A member of the Executive Committee shall not vote in respect of any transaction, arrangement or contract in which he is interested or upon any matter arising therefrom and if he does so vote his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the Executive Committee that a member of the Executive Committee is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any transaction, arrangement or contract which may, after the date of the notice be entered into or made by the Association, shall be deemed to be a disclosure that the member of the Executive Committee has an interest in any transaction, arrangement or contract of the nature and to the extent specified.

General Meetings

57. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

58. The above mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary General Meetings.

59. The members of the Executive Committee may, if they think fit, call a general meeting. If the members of the Executive Committee 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. If the members of the Executive Committee do not call a general meeting in accordance with section 567 of the Ordinance, the members of the Association 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.

Notice of General Meetings

60. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association:

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

(a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

61. (a) Unless otherwise determined by the Executive Committee, a notice of general meeting of the Association to any of its members entitled to receive the same may be given to him by:

- (i) Personal delivery;
- (ii) Post to his last known address as appears in the Association Record;
- (iii) Electronic mail to his electronic mail address as appears in the Association records;
- (iv) Facsimile to his facsimile number as appears in the Association record; or
- (v) An advertisement placed on an English and a Chinese language newspaper authorized by the Government to carry official or legal advertisements in Hong Kong.

(b) Further or alternatively, such notice may be given by means of a website provided that the Executive Committee shall notify the members by methods set out in sub-paragraph 61(a) above of the relevant website and presence of the notice in the relevant website and that the notice is available on the relevant website throughout the period from the date of the notification and the date of conclusion of the general meeting concerned.

(c) When a notice is sent by post, it is deemed to be served at the expiration of twenty-four hours after posting to an address in Hong Kong and seventy-two hours after posting to an address by airmail to an address outside Hong Kong. When a notice is sent by electronic mail or facsimile, it is deemed to be served at the expiration of twenty-four hours after the notice is sent. When a notice is sent by means of a website, it is deemed to be served when it is first made available on the website or when notification about its availability in the relevant website is served on the members whichever is later.

Proceedings at General Meetings

62. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Executive Committee and auditors, the election of members of the Executive Committee and the appointment of the auditors and the fixing of their remuneration.

63. No business shall be transacted at any General Meeting unless a quorum of members who are entitled to vote thereat is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, and such quorum shall consist of not less than 12 such members.

64. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present who are entitled to vote thereat shall be a quorum.

65. The President and in his absence one of the Vice-Presidents shall preside as the Chairman at every General Meeting of the Association. If at any meeting the President or both the Vice-Presidents shall not be present within 15 minutes after the time appointed for holding the meeting, or if they shall have previously notified the Association of their intention of not being present, one of the members of the Executive Committee shall preside, or if no member on the Executive Committee be present or willing to take the chair, the members present who are entitled to vote shall choose one of their number to preside.

66. The chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from

time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

67. Subject to Article 70, at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, and a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact, without proof, of the number or proportion of the vote recorded in favour of or against that resolution.

68. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

69. Every member personally present and entitled to vote shall have one vote.

70. Custody and Management of Landed Properties

(a) The Association shall have a Board of Trustees (hereinafter referred to as "the Board"). The Board shall consist of eight members who shall be Life Members of the Association. The President of the Association shall while he is the President for the time being of the Association be ex-officio member of the Board. The other members, of the Board shall consist of four former Presidents of the Association, one existing Vice-President of the Association and two existing members of the Executive Committee, and they shall be nominated and appointed by the Executive Committee as they deem fit. The Executive Committee shall also have absolute discretion to fill in casual vacancy of the Board and decide upon the qualifications for the membership of the Board from time to time.

(b) Except as regards the ex-officio member when his term of office as a member of the Board shall be so long as he is the President of the Executive Committee, the term of office of a member of the Board shall be two years and such member shall retire at the Annual General Meeting of the Association in the 2nd year next after that in which he is appointed to be such a member.

(c) The Executive Committee shall have power, at their absolute discretion, to remove any member of the Board, except the ex-officio member of the Board, before the expiration of his period of office and may appoint another qualified person to fill his place as it deems fit. The person so appointed shall hold office during such time only as the member of the Board in whose place he is appointed would have held the same if he had not been removed.

(d) In furtherance of the objects of the Association, the Board may meet together, adjourn and otherwise regulate their meetings and business for the purpose of the management, control and power of disposal of or dealing with all the landed properties or interests therein beneficially owned and/or held by the Association. Meetings of the Board may be convened at the request of the ex-officio member or by requisition in

writing signed by two members of the Board forwarded to the Hon. Secretary. A member of the Board who is absent abroad shall not be entitled to notice of a meeting. Four members of the Board with half being the former Presidents of the Association personally present shall be a quorum for the transactions of the business of the Board.

(e) 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 being so proposed by the Board and obtaining a resolution approving such a transaction from all of the following bodies:

(i) a resolution of the Board carried and passed by 75% majority of the members of the Board attending and voting at a meeting of the Board, properly convened and constituted in accordance with these articles;

(ii) 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;

(iii) 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 subparagraphs [1] to [3] below. For the purpose of this paragraph (e) (iii), a meeting of such Life Members shall be regarded as properly convened, constituted and conducted if the following requirements are fulfilled:-

[1] a 14 days' prior notice of meeting is given to all such Life Members;

[2] the necessary quorum is 5 such Life Members personally attending; and

[3] such attending Life Members elect amongst themselves a Chairperson who shall preside at the meeting; and

(iv) A special resolution passed by the Members of the Association at a General Meeting in accordance with Section 564 of the Ordinance.

(f) If 75% majority of the members of the Executive Committee considers that a transaction (with or without consideration) of any landed properties or interests therein beneficially owned and/or held by the Association is of substantial interests to the Association, the Executive Committee might in furtherance of the objects of the Association procure the Board to propose such transaction, or propose such transaction on their own volition as if it is first being so proposed by the Board.

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.

Election of President and Vice-President

71. The President of the Association shall be elected at the Annual General Meeting from among Life members of the Association who shall have been members of the Executive Committee of the Association for not less than five years, provided that no person who shall have been elected as the President of the Association on two or more occasions (whether consecutively or not) shall be eligible to be elected as the President of the Association. The 2 Vice-Presidents of the Association shall be elected at the Annual General Meeting from among Life members of the Association who shall have been members of the Executive Committee of the Association for not less than three years. A candidate for election as the President or Vice-President must be proposed by a current Committee Member and seconded by another current Committee Member, and must have given his consent to accept the post if elected. Such proposal must be sent to the Hon. Secretary not less than three days before the Annual General Meeting. If the Hon. Secretary shall receive no nomination, the Executive Committee shall have a right to nominate a candidate for the Presidency or Vice-Presidency as the case may be. All nominations shall be posted on the Notice Board of the Association. At the Annual General Meeting the President and the 2 Vice-Presidents shall be elected by ballot from among such nominee.

72. 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. The Hon. Secretary and the Hon. Treasurer so elected shall have been members of the Executive Committee for not less than two years. All Sixteen Committee Members so elected shall have been members of the Association for not less than five years. The Hon. Secretary, the Hon. Treasurer and the Sixteen Committee Members must be proposed by a current Committee Member and seconded by another current Committee Member, and 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.

73. The ex-officio member shall retire from the Executive Committee upon the retirement of the President for the current term, and if such President shall be re-elected and continue to hold the office of President then such ex-officio member shall be entitled to remain in office until the ultimate retirement of such President.

Hon. Legal Adviser

74. An Hon. Legal Adviser shall be elected at the Annual General Meeting. The Hon. Legal Adviser to be elected may or may not be members of the Association, and shall hold office till the next Annual General Meeting.

Hon. President

75. Any person of distinction who has made exceptionally outstanding contributions to the Association may be invited by the Executive Committee to become Hon. President of the Association. The person who has accepted to be Hon. President of the Association shall continue to remain as Hon. President for life. Such Hon. President shall have no right to vote, or to attend general meetings of the Association, or to elect or be elected to the Executive Committee of the Association.

Hon. Vice-Presidents

76. Any prominent resident in Hong Kong or benefactor of the Association may be elected at the first Committee Meeting of the newly elected Executive Committee each year as Hon. Vice-President of the Association with such privileges as may from time to time be determined by the Executive Committee. The number of persons to be elected as Hon. Vice-Presidents shall be decided from time to time by the Executive Committee and they shall hold office till the first Committee Meeting of the following year.

Patron

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

General Matters Relating to Members

78. If any member shall fail to pay his annual subscription or other sums which may be due from him to the Association for a period of two months after the same has become due, notice shall be sent to him calling his attention thereto, and if he does not pay the amount within 14 days from the posting of such notice, his name may be posted in the Association premises as a defaulter. If the amount due shall not be paid within 30 days following, the defaulter shall cease to be a member of the Association and his name shall be removed by the Executive Committee from the books. But if at any time he shall give to the Executive Committee a satisfactory explanation, he may at the discretion of the Executive Committee and upon payment of arrears, be re-admitted into membership without payment of any entrance fee.

79. If any member violates any of the Articles of Association or Bye-laws of the Association or if his conduct in or out of the Association premises shall, in the opinion of any member of the Executive Committee or of any ten members of the Association (who shall certify the same in writing to the Executive Committee) be injurious to the character or interests of the Association or be derogatory to such member's station in society, it shall be the duty of the Executive Committee to invite the member complained of by letter to give an explanation of his conduct and to appear before a meeting of the Executive Committee convened to consider his case.

80. If the member complained of shall not explain his conduct to the satisfaction of the Executive Committee, they shall call upon such member to resign, and should he not do so within a week, his name shall subject to Article 81 hereof, be removed from the list of members and he shall ipso facto cease to be a member of the Association, provided always that the decision calling upon him to resign shall be supported by at least two-thirds of the Committee present at such meeting.

81. The Executive Committee shall on the written requisition of the member effected by their decision under the preceding clause convene an extraordinary meeting of the Association for the purpose of reviewing their decision provided that the requisition shall be signed by at least ten members of the Association and deposited with the Hon. Secretary of the Association within fourteen days following the decision of the Executive Committee under the preceding Article calling upon such member to resign.

82. The Executive Committee may, if they consider the case sufficiently grave, without giving him the opinion of his resigning immediately by written notice to the member suspend him from the use of the Association premises.

83. The Executive Committee may in all cases reconsider their own determination upon being requested so to do by writing signed by any ten members of the Association.

84. A member of the Executive Committee shall not act as a member of the Committee at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is the complainant.

85. No member shall participate in any of the advantages of the Association until he shall have paid his entrance fee, subscription or any other claim the Association may have against him.

Change of Address

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

Seal

87. The Hon. Secretary shall affix the Seal of the Association, with the authority of the Executive Committee and in the presence of at least one other Member of the Executive Committee to all instruments requiring to be sealed, and all such instruments shall be signed by the two Members of the Executive Committee present, one of whom shall be the Hon. Secretary.

Accounts

88. The Committee Members shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

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

89. The books of account shall be kept at the registered premises of the Association or subject to the applicable statutory requirements, at such other place or places as the Executive Committee think fit, and shall be opened at any time to the inspection of any member of the Executive Committee.

90. The Executive Committee from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be opened to the inspection of Ordinary Members not being members of the Executive Committee and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statutes or by the Articles of Association or authorised by the Executive Committee or by the Association in a general meeting.

91. The Executive Committee shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and laid before the Association in general meeting such Income and Expenditure Accounts, Balance Sheets and Reports as are required by the statutes.

92. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the President's report and a copy of the auditor's report shall not less than 21 days before the date of the meeting be sent to every member of the Association:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

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

(b) The members of the Executive Committee must keep accounting records as required by the Ordinance.

Audit

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

Bye-Laws

95. The Executive Committee may subject to the terms of these Articles from time to time make, add or alter and repeal Bye-laws for the regulation of the Association, its officers and employees or the Members thereof or any section thereof and as to the use or enjoyment of the Association or any part thereof.

96. Any such alterations, addition or repeal of the existing or any new Bye-laws or any additions thereto or alteration or repeal thereof, shall be binding on all Members. They shall be posted on the Association's website or sent to all Members by email or by fax or by ordinary mail and shall be entered in a book to be kept by the Secretary for that purpose and such book shall be open to the inspection of all Members.

97. If at any time the number of members falls below 100, the Executive Committee shall summon an Extraordinary General Meeting to be convened as provided by Article 59 and such meeting may by special Resolution declare that the Association ought to be wound up, and it shall be wound up accordingly.

Indemnity

98. Every agent, auditor, secretary and other officer (other than the members of the Executive Committee) for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the predecessor Ordinance or sections 903 or 904 of the Companies Ordinance in which relief is granted to him by the court.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association pursuant of this Articles of Association.

| Names, Addresses and Descriptions of Subscribers | |
|--------------------------------------------------|-------------------------------------------------------------------------------------|
| CHEUNG SHIU TONG (張紹棠) | 132 Blue Pool Road, 1 st floor, Hong Kong. Senior Education Officer |
| EDMUND YICK MAN SUN (孫翼民) | 37 Bonham Road, 2 nd floor, Hong Kong. Architect |
| LEUNG SHING WAI (梁盛煒) | 3B, Robinson Road, 6 th floor, Hong Kong. Assistant Education Officer |
| FUNG SHIU LAM (馮兆林) | 83 Sing Woo Road, 5 th floor, Hong Kong. Chartered Account |
| PETER CHUNG YIN LEE (李仲賢) | 37 Happy View Terrace, Hong Kong. Physician |
| LO CHI CHIU (羅嗣超) | 23B Belcher Gardens, Hong Kong. Merchant |
| PHILIP MAO (毛文奇) | 1 Stirling Road, Kowloon. Surgeon |
| GEORGE CHOA (蔡永善) | 86 B Pokfulam Road, Hong Kong. Surgeon |
| CHAU CHAM-SON (周湛森) | 1 Robinson Road, Hong Kong. Architect |
| LO HUNG HING (羅鴻興) | 3 Dragon Road, 2 nd floor, Hong Kong. Merchant |
| LIU HING CHAI (廖慶齊) | Mandarin Court, B9, 142 Argyle Street, Kowloon. Teacher |
| JOHN CECIL FENTON (馮瑩璋) | 114 Waterloo Road, Kowloon. Merchant |
| PHOON SECK WAH (潘錫華) | 34A Kennedy Road, Hong Kong. Surgeon |

Dated this 20th day of January
And this 11th day of February, 1965.
WITNESS to the above Signatures:-

LEUNG PING-HIN, J.P.
HONG KONG.

The Companies Ordinance

(Chapter 32 of the Laws of Hong Kong, Revised Edition, 1950)

Section 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the power conferred on him by Section 26 of the Interpretation Ordinance (Chapter 1) deputed the person for the time being holding the office of Registrar of Companies to exercise and perform on his behalf the duties, discretions and powers vested in him by Section 21 of the Companies Ordinance, Chapter 32;

And WHEREAS it has proved to my satisfaction that HONG KONG UNIVERSITY ALUMNI ASSOCIATION (香港大學校友會) which is about to be registered under the said Companies Ordinance as a company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Association that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Association.

NOW THEREFORE I, WILLIAM KIRK THOMSON, Registrar of Companies of the Colony of Hong Kong in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by twelve members thereof on the Twentieth day of January, 1965, and by one member thereof on Eleventh day of February, 1965, do on behalf of His Excellency the Governor by this my licence direct HONG KONG UNIVERSITY ALUMNI ASSOCIATION (香港大學校友會) to be registered with limited liability without the addition of the word "Limited" to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this Twentieth day February One Thousand Nine Hundred and Sixty-five.

(W. K. THOMSON)
Registrar of Companies,
Hong Kong.