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Certified True

Dale A. Koehnke
Committee Member
Rev. Dale Koehnke

THE COMPANIES ORDINANCE (Chapter 32)



Company Limited by Guarantee and not having a Share Capital

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Memorandum of Association
(as amended by Special Resolution passed on 4th June 2001)

of

**HONG KONG INTERNATIONAL SCHOOL
ASSOCIATION LIMITED**

1. The name of the Company (hereinafter called "the Association") is "HONG KONG INTERNATIONAL SCHOOL ASSOCIATION LIMITED".
2. The registered office of the Association will be in Hong Kong.
3. The objects for which this Association is established are :-
 - (a) To manage the financial and business operations of Hong Kong International School (hereinafter called "the School"); to handle and direct the assets, assume the liabilities, and otherwise control the finances of the School on behalf of its owner, the Lutheran Church - Missouri Synod, a foreign corporation registered in Hong Kong and incorporated in the state of Missouri, United States of America.
 - (b)
 - (i) To serve in an advisory capacity for the educational operations of the School.
 - (ii) To manage and perform wholly or partially so far as may be approved by the Education Department of the Government of Hong Kong and required by the said Lutheran Church - Missouri Synod the educational operations of the School.
 - (c) To borrow with, or without security or raise and give security by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the School.
 - (d) in so far as the same are necessary to further the charitable objects of the Association, to lend money to such charitable companies or charitable organisations and on such terms as may seem expedient;



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- (e) in so far as the same are necessary to further the charitable objects of the Association, to give credit to or become surety or guarantor for any charitable companies or charitable organisations and to give all descriptions of guarantees and indemnities and either with or without the Association receiving any consideration or advantage to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking property and assets present and future of the Association) the performance of all obligations and the payment of the capital or principal of and dividends or interest on any stocks shares debentures, debenture stock notes bonds or other securities of any charitable companies or charitable organisations.
- (f) To engage and/or authorise the engagement of such persons as are deemed necessary to any of the operations of the School.
- (g) To manage, modify and develop the facilities of the school in accordance with the needs of the educational programme of the School.
- (h) To offer and render complete management, advisory and consultancy and operational services in the field of education in its broadest extent including, but without being limited to, feasibility studies, investigations, appraisals, estimates and reports, systems analysis; research, designs, calculations, drawings, specifications, contract documents; material and equipment valuation and procurement, inspection and testing, construction, supervision, cost control, operating procedure and project management.
- (i) To give advice on public relations, administration, finance and generally on all matters connected with education.
- (j) To offer and provide management, teaching and any other service whatsoever for education and to select and train personnel therefor.
- (k) To organise and arrange conventions, conferences, meetings, exhibitions, demonstrations, displays, shows and gatherings of any kind whatsoever.
- (l) To undertake publicity and disseminate material and information on any matter relating to education in its broadest sense, to any person, firm, corporation or section of the public and to prepare and publish reports.
- (m) Generally to promote, encourage and provide for the public and private furtherance and advancement of the objects and purposes of the School by all means as shall be deemed fit by the Association and including, but without being limited to, the provision of public performances and exhibitions thereafter and also by the provision of facilities of master classes, seminars, coaching, tuition and criticism of all kinds.
- (n) To promote and hold, either alone or in conjunction with any other corporation or association, club or person, any competition, meeting,

exhibition or performance of any kind with a view to furthering the objects of the Association and the raising of money for the purpose of the Association and in particular, but without being limited to the purposes of the School, and to offer, give, contribute to and distribute prizes, awards, and bonuses in connection therewith and to promote, give, hold or support dinners, balls, meetings and entertainments of all kinds for the purposes aforesaid.

- (o) To make known, by way of advertisement or in any other way, the objects of the Association, the objects and purposes of the School, or any analogous activities, causes or projects which it may be desired to sponsor or support.
- (p) To print, publish, distribute and sell or otherwise dispose of tickets, programmes, books, magazines, periodicals, music and other publications whatsoever of all descriptions and to acquire a protective copyright for things printed and published as aforesaid.
- (q) To establish, promote, maintain and manage any club, association society or other organisation for the purpose of or connected with the objects of the Association.
- (r) To enter into any arrangement or contract with any governments or authorities, supreme, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Association or any of them and to obtain from any such government, authority, person or company any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges, and concessions.
- (s) To obtain any order in council, enactment or ordinance for enabling the Association to carry any of its objects into effect or for effecting any modification of the constitution of the Association or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Association.
- (t) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations 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 the funds of the Association except *bona fide* in furtherance of the objects of the Association.
- (u) To support and subscribe to any charitable or public body, and any institution, society or club which may be for the benefit of the furtherance and practical application of education generally or of the Association or of its employees, to give pensions, gratuities, or charitable aid to any persons

who may have served the Association or have been connected with the Association's activities, or to the wife, widow, children, or other relatives of any such person; 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.

- (v) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (w) To construct maintain and alter any houses, buildings, or works necessary for the purposes of the Association.
- (x) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (y) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise.
- (z) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (aa) To sell, manage, lease, mortgage, dispose of surrender, or otherwise deal with all or any part of the property of the Association.
- (bb) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (cc) To undertake and execute any trusts which may seem directly conducive to any of the objects of the Association.
- (dd) To amalgamate with or act as agent for any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association.
- (ee) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (ff) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions,

societies or associations with which the Association is authorised to amalgamate.

- (gg) To repay or refund to persons 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.
 - (hh) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others .
 - (ii) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever 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, return for any service actually rendered to the Association, nor prevent the payment of interest on money lent to the Association or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Committee 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 except repayment of out-of-pocket expenses and interest 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 Committee 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. No addition, alteration, or amendment shall be made to or in the regulations contained in the Memorandum and Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Registrar of Companies in writing (if so required by him).
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence may be granted in pursuance of Section 21 of the Companies Ordinance, Chapter 32.
7. The liability of the 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 after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (HK\$100.00).

9. 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 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 amongst 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 at or before the time of dissolution and in default thereof by a judge of the High Court of 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.
10. 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 authorised Auditor or Auditors.


Committee Member
Rev. Dale Koehneke

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not having a Share Capital

Articles of Association
(as amended by Special Resolution passed on 4th June 2001)

of

**HONG KONG INTERNATIONAL SCHOOL
ASSOCIATION LIMITED**

General

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context. In addition the marginal notes hereto shall not affect the construction hereof.

Words	Meaning
The Ordinance	The Companies Ordinance (Chapter 32).
These Presents	These Articles of Association.
The Association	The above named Company.
The Committee	The Committee of management for the time being of the Association
The Chairman	The Chairman of the Committee for the time being if any.
The Members	The Members of the Association as defined by Article 2(a) hereof.
An Organisation	Any firm, association, institution, body corporate or unincorporate or group of firms, associations, institutions, bodies corporate or unincorporate
The Registered Office	The Registered Office of the Association.

Lutheran Church – Missouri Synod	The body corporate of that name incorporated in the State of Missouri, United States of America and registered in Hong Kong as a foreign corporation.
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.
The Secretary	The Secretary of the Association for the time being.
The Treasurer	The Treasurer of the Association for the time being.
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 especially summoned under these Articles.
Special Resolution	Meaning assigned thereto by Section 116 of the Ordinance.

Any words importing the singular number only shall include the plural number and *vice versa*.

Words importing the masculine gender only shall include the feminine gender and organisations as herein defined.

Subject as aforesaid 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 subject or the context bear the same meaning in these presents.

2. The membership of the Association with which the Association proposes to be registered for the purposes of registration exclusive of any Honorary Patron or Special Patrons elected or appointed under Articles 10 and 11 hereof shall be not more than one hundred divided into two classes that is to say :-

Class (A) Up to twenty-five *Ex-officio* Members all of whom shall be members of the Board of Managers from time to time of Hong Kong International School who are registered in accordance with Part III of the Education Ordinance Chapter 279; and

Class (B) Up to seventy-five Ordinary Members being such other persons or organisations as shall from time to time be elected to membership by the Committee.

No person of either class (A) or (B) shall be eligible for membership and no representative of any organisational member shall be eligible if under twenty-five years of age.

The Committee may in its absolute discretion resolve to increase the total number of Members and to register the increase accordingly.

3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The first members of the Association shall be :-

Name and Address	Class A or B	Description
(1) Rev. Louis Jasper	A.	Supervisor, Education for the Deaf, Lutheran Church - Missouri Synod.
(2) Mr. Herbert Minich	A.	Executive Director, American Chamber of Commerce in Hong Kong.
(3) Mr. Paul Li	A.	Managing Director, Sundridge Enterprises Ltd.
(4) Mr. Joseph Mache	A.	Manager, ITT Far East Rayonier, Inc.
(5) Mr. C.S. Hung	A.	Professor, Hong Kong University.
(6) Mr. Roy Schwerdtmann	A.	Administration and Personnel Director, Monsanto Far East Ltd.
(7) Rev. Paul Tucharth	A.	Pastor, Lutheran Church of All Nations.
(8) Mr. Robert Christian	A.	Headmaster, Hong Kong International School.

Admission of Members

5. Every Candidate (individual or organisation) for membership of the Association (other than first members) shall be proposed by one and seconded by another Member who shall vouch, from their personal knowledge, for the fitness of the candidate for membership. Every such application for membership shall be made in writing signed by the candidate and by his proposer and seconder and shall be in such form as the Committee shall from time to time determine.
6. Any omission from or inaccuracy or misrepresentation in the particulars relating to or the description of any candidate shall render his election voidable in the discretion of the Committee.
7. On a candidate for membership being elected by the Committee the Candidate shall be so notified as soon as practicable after the date of the meeting at which he was elected and in the case of an organisation it shall forthwith notify the Committee of its representative and of any change of representative.
8. In the event of any candidate not being elected notice shall be given in writing to his proposer and seconder.
9. Upon election to membership a candidate shall be obliged to pay such membership and entrance fees as may be required by the Committee pursuant to rules passed by the Committee from time to time in relation thereto. If after election such candidates have not paid the entrance fee and membership subscription which may be due within one month of his election then and thereupon his election shall be absolutely void. No Member whose yearly subscription (if any) is in arrear for two months (or as may be from time to time determined) shall be entitled to propose or second any candidate for membership or to vote on any occasion whatsoever until he has fully discharged all claims as to membership and entrance fees which the Association may have against him.

Honorary Patrons and Special Patrons

10. The Committees shall have power to invite without payment of entrance fee or subscription and over and above the complement of members persons of distinction as Honorary Patrons of the Association.
11. The Committee shall have power each year to canvass for and invite up to twelve persons or organisations to subscribe such sum as the Committee shall in each year appoint and thereby to become Special Patrons of the Association for such year. Special Patrons shall have none of the rights or liabilities of a member of the Association hereunder but shall have such special rights as the Committee may from time to time appoint.

Members

12. The rights and privileges of a Member shall be personal to himself or to the organisation as the case may be; they shall not be transferable by his or its own act or by operation of law and shall cease upon his or its death or dissolution as the case may be or upon his or its ceasing from any cause to be a member under the provision of these presents.
13. Any member may withdraw from the Association by giving notice in writing to the Secretary not less than fourteen days prior to the proposed withdrawal.
14. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be a Member may be due from him to the Association.
15. Members shall communicate any change of address to the Association without delay.

Expulsion of Members

16. If any Member violates any of these presents or any rules or bye-laws of the Association for the time being in force or damages Association property or if his conduct shall in the opinion of any Member of the Committee or of any five Members of the Association (who shall certify the same in writing to the Committee) be injurious to the character or interests of the Association or be derogatory to such Member's station in the Association, it shall be the duty of the Committee to invite the Member complained of by letter to give an explanation of his conduct and to appear before a meeting of the Committee convened to consider his case.
17. If the Committee is not satisfied with the explanation of his conduct offered by the Member complained of or if no explanation is offered they shall call upon such member to resign, and should he not do so within two weeks, his name shall, subject to Article 19 hereof, be removed from the list of members and he shall thereupon 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 members of the Committee present at such meetings.
18. The Committee shall on the written request of the Member affected by their decision under the preceding Article convene an Extraordinary General Meeting of the Association for the purpose of reviewing their decision provided that the request shall be signed by at least one-third of the members of the Association and deposited with the Secretary within fourteen days following the decision of the Committee under the preceding Article calling upon such Member to resign.
19. The Committee may, if they consider the case sufficiently grave, without giving him the option of his resigning immediately by written notice to the Member suspend him from the benefits of the Association pending the investigation of his conduct by the Committee.

20. The Committee may in all cases reconsider their own determination upon being requested so to do by notice in writing signed by any eight Members of the Association.
21. Any Member who is adjudicated a bankrupt or being an organisation becomes insolvent or goes into liquidation, or who compounds with his or its creditors under the provisions of any Act or Ordinance relating to bankruptcy, or liquidation, or who in the opinion of the Committee shall have left Hong Kong to escape trial, or shall be dismissed from the public service with disgrace, shall *ipso facto* cease to be a Member of the Association and shall forfeit all right to the use of, or upon, any property or facilities or benefits of the Association, but it shall be lawful for the Committee after enquiry to restore his name to the books of the Association and the Member so re-admitted shall not be called upon to pay any entrance fee.
22. A member of the 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 a complainant.

Management

23. The management of the affairs administration and business of the Association shall be vested in the 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 Memorandum and these presents or otherwise authorised to exercise or do and are not hereby or by the 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 presents and to any regulations (not being inconsistent with these presents) from time to time made by the Association in general meeting or issued by the Board of Directors of the Lutheran Church - Missouri Synod; provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.

The Committee

24. The first members of the Committee shall be :-

- (1) Rev. Louis Jasper
- (2) Mr. Herbert Minich
- (3) Mr. Paul Li
- (4) Mr. Joseph Mache
- (5) Mr. C.S. Hung
- (6) Mr. Roy Schwerdtmann
- (7) Rev. Paul Tucharth
- (8) Mr. Robert Christian

who shall hold office until the close of the first Annual General Meeting of the Association.

25. The Committee shall consist of not less than six nor more than eleven of the *Ex-officio* Members who (other than the first members above named) shall be elected by the *Ex-officio* Members of the Association and whose election shall be approved by the Board for Missions of the Lutheran Church - Missouri Synod and of whom one shall be the Chairman.
26. Subject to Article 28 hereof the Committee shall forthwith elect a Chairman and determine the period for which he is to hold office and a retiring Chairman shall be eligible for re-election. The remaining members of the Committee (other than the first members) shall be elected by the *Ex-officio* members of the Association at the Annual General Meetings of the Association and shall subject to these Articles hold office until the conclusion of the Annual General Meeting next following their election. Three of the Members of the Committee shall retire every year but all retiring members of the Committee shall be eligible for re-election. The first Members of the Committee shall not less than 28 days before the date of the First Annual General Meeting hold a ballot to determine which of their number shall retire at such First and the next Annual General Meeting.
27. The election of members of the Committee shall be conducted in the following manner, that is to say, any *Ex-officio* member may propose in writing any number of candidates at the Annual General Meeting. Every *Ex-officio* member of the Society present at the meeting shall be entitled to vote for as many candidates as there are vacancies to be filled and no more. Candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the Chairman of the meeting shall have a second or casting vote. All voting for election of members under this article shall be by written ballot.

Proceedings of the Committee

28. The Committee may meet together with the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Committee may be convened on request of the Chairman or by a requisition in writing signed by two members of the Committee stating the objects for which such meetings are to be convened and forwarded to the Secretary. A member of the Committee who is absent abroad shall not be entitled to notice of a meeting.
29. The Chairman shall preside at meetings of the Committee but in his absence the members present (provided they form a quorum) shall elect an *ad hoc* Chairman.
30. Subject to Article 28 hereof the quorum necessary for the transaction of the business of the Committee shall be a majority personally present of the members of the Committee.
31. Questions arising at any meeting (except as herein otherwise mentioned) shall be decided by a majority on a show of hands and in case of any equality of votes the Chairman of the Meeting shall have a second or casting vote.

32. The continuing members of the 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 Committee may act for the 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.
33. The Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing signed by a majority of the members thereof shall be valid and effectual as if it had been passed at a meeting of the Committee.
34. A member of the Committee (as such) may not receive any salary from the Association but he shall be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association.
35. Except as provided in Article 33, a meeting of the members of the 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 Committee generally provided the same shall in nowise conflict with the Constitution and Bye-laws for the time being of Lutheran Church - Missouri Synod.
36.
 - (a) The Committee may, from time to time, appoint such Sub-Committee as it considers necessary for securing the efficient discharge of its functions, and may delegate to any Sub-Committees any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the Committee from exercising or resuming at any time the powers and duties so delegated.
 - (b) Any Sub-Committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Committee.
37. All acts done by any meeting of the Committee or a Sub-Committee or by any person acting as a member of the Committee or Sub-Committee, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee, or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a member of the Committee or Sub-Committee.
38. Any vacancy occurring in the Committee by reason of death, resignation or other disability may be filled by the Committee, but the person so chosen shall be subject to the same conditions as to eligibility and tenure of the office as his predecessor.

39. The Committee shall cause proper minutes to be made in books provided for the purpose of :-
- (a) all the appointments of Sub-Committees made by the Committee;
 - (b) the names of the members present at each meeting of the Committee and of any Sub-Committees thereof;
 - (c) all the resolutions and proceedings at all meetings of the Association and of the Committee and of Sub-Committees of the Committee.

Disqualification of Members of the Committee

40. The office of a member of the 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) He resigns his office by notice in writing to the Association;
 - (d) He is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest in manner required by Section 162 of the Ordinance;
 - (e) He is no longer a member of the Board of Managers of Hong Kong International School or is no longer otherwise eligible under Article 2 hereof.
41. Subject to the provisions of the Memorandum of Association a member of the Committee shall disclose the nature of his interest in any contract with the Association and shall not vote in respect of any such contract or any matter arising thereout, and if he does so vote his vote shall not be counted.

Powers of the Committee

42. The 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 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 presents) 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 organisation, management and conduct of social events arranged by the Association.

- (c) As to the election of a person as Honorary Patron under Article 10 hereof and as to the privileges and advantages to be accorded to any person so elected at General Meetings or otherwise.
- (d) As to the arrangements for reciprocal concessions or other matters with other associations or organisations.
- (e) As to entrance fees and annual subscriptions for Members.
- (f) As to the rights and liabilities of persons becoming Special Patrons of the Association as provided in Article 11 hereof and the requirements therefor.
- (g) As to any other matter as to the operation of the Association not already provided for by the Memorandum and Articles of Association thereof for the time being in force, provided always :-
 - (1) that no Rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Association.
 - (2) that any Rules may be cancelled modified or amended by resolution of the Committee.

Secretary and Staff

- 43. The Committee may appoint a Secretary and a Treasurer and such other officers and servants of the Association at such remuneration and upon such conditions as they see fit.

General Meetings

- 44. A General Meeting of members shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Committee.
- 45. The abovementioned General Meeting shall be called the Annual General Meeting, all other General Meetings of members shall be called Extraordinary General Meetings.
- 46. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of not less than one-tenth of the total number of the Members, having the right to vote.

Notice of General Meetings

47. Subject to Section 116C of the Ordinance, an Annual General Meeting and a General Meeting calling for the passing of a Special Resolution shall be called by not less than twenty-one days' notice in writing, and any other General Meeting shall be called by not less than fourteen days' notice in writing (exclusive of the day on which the notice is served, and the day for which notice is given) specifying the place the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given to such persons as are under the regulations of the Association, entitled to receive such notice of a meeting from the Secretary.
48. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member entitle thereto shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

49. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all business shall be deemed special that is transacted at an Annual General Meeting other than the consideration of the accounts, balance sheet, and the reports of the Committee and auditors, the election of members of the Committee, and the appointment of the auditors and fixing of their remuneration.
50. 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 such quorum shall consist of not less than eight members or fifteen per centum of the Members of the Association for the time being whichever is the greater.
51. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request 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, and if at the adjourned meeting a quorum is not present all Members present who are entitled to vote thereat shall be a quorum.
52. The Chairman of the Committee shall preside as Chairman at every General Meeting of the Association. If at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, or if he shall have previously notified the Association of his intention of not being present, one of the members of the Committee shall preside, or if no member of the 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.
53. The Chairman 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 ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article [47] hereof. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

54. 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 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 votes recorded in favour of or against that resolution.
55. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
56. Every Member personally present shall have one vote.

Accounts

57. The Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.
58. The books of account shall be kept at the Registered Office of the Association or at such other place or places as the Committee think fit, and shall always be open to the inspection of the members of the Committee.
59. The Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being members of the Committee and no Member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by Statute or by the Memorandum of Association or authorised by the Committee or by the Association in General Meeting.
60. The Committee shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
61. 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 Auditor's Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the Association.

62. The Treasurer shall receive all subscriptions and all other moneys coming into the Association. His receipt shall be the only sufficient discharge and he shall pay into a Bank to be named by the Committee all money received by him.
63. All cheques shall be signed by two persons to be designated by the Committee.

Audit

64. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

The Seal

65. The Committee may from time to time make regulations as to the custody and use of the Seal of the Association. Until contrary regulations shall be made by the Committee the Seal shall be kept at the Registered Office or at such other place as the Committee shall from time to time determine, and all documents requiring the Seal to be affixed thereto shall be signed (a) by two members of the Committee and (b) by the Secretary or some other person appointed by the Committee.

Notices

66. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address appearing in the Register of Members.
67. Any Member described in the Register of Members by an address not within Hong Kong who shall from time to time give the Association an address within Hong Kong at which notices may be served on him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Ordinance only those Members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.
68. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Indemnity

69. Every member of the Committee, officer or other servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him as such member of the Committee, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

Winding Up

70. Clauses 4, 8 and 9 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these presents.