

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**FEDERATION OF PARENT-TEACHER**  
**ASSOCIATIONS OF THE CENTRAL AND WESTERN DISTRICT LIMITED**

中西區家長教師會聯會有限公司

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Incorporated the 18<sup>th</sup> day of June , 2008

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The Companies Ordinance (Chapter 32)

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Company Limited by Guarantee  
and not having a Share Capital

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**MEMORANDUM OF ASSOCIATION**

OF

**FEDERATION OF PARENT-TEACHER  
ASSOCIATIONS OF THE CENTRAL AND WESTERN DISTRICT LIMITED  
中西區家長教師會聯會有限公司**

Name

1. The name of the Company is “FEDERATION OF PARENT-TEACHER ASSOCIATIONS OF THE CENTRAL AND WESTERN DISTRICT LIMITED 中西區家長教師會聯會有限公司” (hereinafter called “the Federation”).

Registered Office

2. The registered office of the Federation will be situated in Hong Kong.

Objects

3. The objects for which the Federation is established are:
  - 3.1 To promote the exchange of views experiences among the parent-teacher associations of the Central and Western District (hereinafter called “the PTAs of the Central and

Western District”) with a view to promoting quality education.

- 3.2 To carry out activities among the PTAs of Central and Western District to improve and enhance co-operation between families and schools with a view to promoting quality education.
- 3.3 To make suggestions and proposals to relevant authorities in respect of matters on educational policies and co-operation between families and schools with the aim to advance education of students.
- 3.4 To support, assist and co-operate with the PTAs of the Central And Western District to achieve any charitable objectives as the Federation may think fit.
- 3.5 To carry out any other activities incidental to the objects of the Federation.
- 3.6 To acquire and hold land and immovable property and to sell, develop and maintain such immovable property including the power to demolish and erect new buildings for achieving the object of Federation.
- 3.7 To set up and control funds for the objects of the Federation.
- 3.8 To accept donations of money or gift of property, whether subject to any special trust or not, for any one or more of the objects of the Federation.
- 3.9 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 Federation.
- 3.10 To print and publish any newspapers, periodicals, books or leaflets that the Federation may think desirable for the promotion of the objects of the Federation.
- 3.11 To sell, manage, lease, dispose of, or otherwise deal with all or any part of the property of the Federation.
- 3.12 To invest the monies of the Federation not immediately required for its objects, in or upon such investments, securities or property as may be thought fit, subject

nevertheless to such conditions (if any) and such consent (if any) as may from time to time be imposed or required by law.

- 3.13 To establish and support, and to aid in the establishment and support of , any other charitable associations formed for all or any of the objects of the Federation.
- 3.14 To affiliate, amalgamate or join with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Federation, which shall have powers to restrict the distribution of their profits and assets to members by way of profit, dividend or otherwise at least as great as imposed under Clause 4 of the Memorandum of Association of the Federation.
- 3.15 To do all such other lawful things as the Federation shall consider to be incidental or conducive to the furtherance of the above objects.

Provided that:

- i. In case the Federation shall take or hold any property which may be subject to any trusts, the Federation 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 Federation shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers; and
- iii. The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.

#### No Distribution of Profit

- 4.1 The income and property of the Federation, however derived, shall be applied solely towards the promotion of the objects of the Federation as set out in this Memorandum of Association.
- 4.2 Subject to clauses (4.4) and (4.5) below, no portion of the income and property of the Federation shall be paid or transferred directly or indirectly, by way of dividend,

bonus, or otherwise howsoever, to the members of the Federation.

- 4.3 No member of the Council of Management or governing body of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause (4.5) below) shall be given by the Federation to any member of the Council of Management.
- 4.4 Nothing herein shall prevent the payment, in good faith, by the Federation of reasonable and proper remuneration to any officer or servant of the Federation or to any member of the Federation not being a member of the Council of Management in return for any services actually rendered to the Federation.
- 4.5 Nothing herein shall prevent the payment, in good faith, by the Federation:-
- i. to any member of its Council of Management of out-of-pocket expenses;
  - ii. of interest on money lent by any member of the Federation or its Council of Management at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - iii. of reasonable and proper rent for premises demised or let by any member of the Federation or of its Council of Management; and
  - iv. of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Federation or of its Council of Management 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.
- 4.6 No person shall be bound to account for any benefit he receives in respect of any payment properly paid in accordance with clauses (4.4) and (4.5) above.

#### Limited Liability

5. The liability of the members of the Federation is limited.

#### Contribution of Members

6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Federation contracted before it 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 shall not exceed HK\$1.00.

#### Winding Up

7. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever hereinafter called "The Remaining Property", this shall not be paid to or distributed among the members of the Federation; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Federation, 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 Federation under or by virtue of clause 4 above, such institution or institutions to be determined by the members of the Federation 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 regard to charitable funds. If this provision cannot be effected, then the Remaining Property shall be given or transferred to a charitable organization approved by the Inland Revenue Department of the Hong Kong Special Administrative Region at the discretion of the Liquidator responsible of the dissolution of the Federation.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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Names, Address and Descriptions of Subscribers

Signatures

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1. Name: LEUNG TIN HO DAVID

Address: 9A BONHAM ROAD, HONG KONG

Occupation: MERCHANT

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2. Name:

Address:

Occupation:

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Dated this 18<sup>th</sup> day of June 2008.

Witness to the above signatures:-

The Companies Ordinance (Chapter 32)

Company Limited by Guarantee  
And not having a Share Capital

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**ARTICLES OF ASSOCIATION**

OF

**FEDERATION OF PARENT-TEACHER  
ASSOCIATIONS OF THE CENTRAL AND WESTERN DISTRICT LIMITED  
中西區家長教師會聯會有限公司**

Interpretation

1. In these Articles, unless there is something in the context inconsistent therewith:

“Federation” means Federation of Parent-Teacher Associations of the Central and Western District Limited 中西區家長教師會聯會有限公司

“Councilor” means any person for the time being appointed as a member of the Council of Management of the Federation.

“President” means the President of the Federation for the time being.

“Retained Representative” means an ex-committee member of a Parent-Teacher Association of the Central and Western District, who has been appointed as a Councilor of the Federation by the members of the Federation at the General Meeting.

“Month” and “Year” respectively means calendar month and calendar year.



“Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and shall include all of its statutory amendments or substitution for the time being in force.

“Seal” means the common seal of the Federation.

“Secretary” means any person appointed to perform the duties of the secretary of the Federation.

“The Office” means the registered office for the time being of the Federation.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine.

The headings are inserted for convenience only and shall not affect the construction of these Articles.

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.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall (if not inconsistent with the subject or context) be taken as having the same respective meanings as they have when used in the Ordinance.

### Purposes

2. The Federation is established for the purposes expressed in the Memorandum of Association.

### Number of Members

3. For the purposes of registration, the number of members of the Federation is declared not to exceed 200.

### Qualification of Members

- 4 Any parent-teacher association verified by the relevant school to have been properly formed in the Central and Western District shall be eligible to be a member of the Federation.

### Ultimate Governing Body

- 5 The members of the Federation through the General Meeting are the ultimate governing body of the Federation.

### Admission, rights and obligation of Members

- 6.1 Application for admission of membership shall be made to the Federation in writing for the approval of the Council of Management of the Federation.
- 6.2 Upon the acceptance and approval of the application by the Council of Management of the Federation ~~and the payment of the membership subscription~~, the parent-teacher association shall become a member of the Federation.
- 6.3 The Council of Management is entitled to call for General Meeting to terminate the membership of any member in breach of the Memorandum of Association of the Federation ~~and any paid membership subscription will not be refunded~~.
- 6.4 All membership of the Federation shall be renewed automatically annually until the Federation receives from a member the official notice to resign from the Federation.
- 6.5 Members shall have the obligation to observe the provisions of the Memorandum and Articles of the Association of the Federation and abide by the decision of the Council of Management and assist in the development of the affairs of the Federation.

- 6.6 ~~Members shall have to pay the membership subscription within one month after it became due.~~

#### Resignation, cessation, termination and renewal of Membership

- 7.1 Any member may resign from membership of the Federation by giving one month's notice in writing to the Federation at its registered office of an intention so to do and upon the expiration of the notice the parent-teacher association serving such notice shall cease to be a member.
- 7.2 Any member who fails to observe any regulation of the Federation or who shall in the judgment of the Council of Management have been guilty of any act or practice or conduct calculated to bring discredit or disrepute to the Federation, or to lower its status may be expelled from the Federation by a resolution of the Council of Management at a special meeting called for that purpose. Such member shall be given not less than thirty days' notice to attend the aforementioned special meeting. Any member of the Federation so expelled shall then cease to be a member of the Federation subject to the following Articles.
- 7.3 Any member expelled from the Federation by resolution of the Council of Management may, within seven days after having received notice of expulsion from the Federation lodge an appeal against the decision of the Council of Management by requesting an extraordinary general meeting of the Federation to be convened by the Council of Management. A majority of not less than two-thirds of the members present at the said extraordinary general meeting shall be required to annul the expulsion, with or without conditions imposed on the annulment.
- 7.4 Any member shall ipso facto cease to be a member of the Federation:-
- 7.4.1 if it shall neglect or refuse to comply with any Article of Association of the Federation or any Bye-law of the Federation and after written notice is sent to him by registered post by the Honorary Secretary on the instructions of the Council of Management directing its attention to such neglect or refusal it fails to take any remedial action within a reasonable time as specified in the aforesaid written notice; or

7.4.2 ~~if it fails to pay the annual subscription to the Federation three months after it has become due. Membership however may be reinstated if all subscription in arrears is paid by the relevant member.~~

7.5 ~~Any member whose name has been removed from the Register of Members shall not be entitled to a refund of the subscription paid.~~

### Subscription

8.1 ~~The first annual subscription shall be payable on application for admission to membership.~~

8.2 ~~All members shall pay an annual subscription set by the Council of management by crossed cheque in favor of the Federation.~~

### General Meetings

9. The Federation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Federation and that of the next. Provided that so long as the Federation holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place, as the Council of Management think fit.

10. All general meetings other than annual general meetings shall be called extraordinary general meetings.

11. The Councilors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitions provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Councilors capable of acting to form a quorum, any Councilor or any two members of the Federation may convene an extraordinary general meeting in the same manner as nearly as possible as if that meeting may be convened by the Councilors.

### Notice of General Meetings

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called with at least 21 days' notice in writing, and a meeting of the Federation other than an annual general meeting or a meeting for the passing of a special resolution shall be called with at least 14 days' notice in writing. The notice period required shall be exclusive of the day which the notice is served or deemed to have been served and of the day for which it is given. The notice shall specify the place, the day and the hour of meeting and the nature of business to be discussed and decided and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Federation in general meeting, to such persons as are, under the Articles of the Federation, entitled to receive such notices from the Federation:

Provided that a meeting of the Federation 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 percent of the total voting rights of all the members entitled to attend and vote at that meeting.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### Proceedings at General Meetings

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the

Councilors and auditors, the election of Councilors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as otherwise provided 1/3 of all members or above present by duly appointed representative or by proxy shall be a quorum.
16. If within half an hour from the time set 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 Councilors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time set for the meeting the members present shall be a quorum.
17. The President, shall preside as chairman at every general meeting of the Federation, or if there is no such president, or if he shall not be present within 15 minutes after the time set for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Federation of his intention not to attend the meeting, the Councilors present shall co-opt one present Councilor to be chairman of the meeting.
18. If at any meeting no Councilor is willing to act as chairman or if no Councilor is present within 15 minutes after the time set for holding the meeting, the representative or proxy of the members present shall co-opt one present representative or proxy of the members to be chairman of the meeting.
19. 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 when the meeting adjourned 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 for resuming the meeting shall be given in the same manner as that for the original meeting. Save as previously stated it shall not be necessary to give any notice for the resumption of an adjourned meeting and for the business to be transacted at the adjourned meeting.

20. The business to be transacted at an annual general meeting shall include:-

Approval of the reports of the Council of Management, the Treasurer and the Auditors;

the appointment of Councilors; and

the appointment of the Auditors.

#### Votes of Members

21. Every member present by duly appointed representative shall have one vote. Every member shall register with the Federation a duly appointed representative for the purpose of receiving notices from the Federation, attending general meetings of the Federation and voting thereat.

22.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairman; or

(b) by at least 8 members present by duly appointed representative or by proxy; or

(c) by members present by duly appointed representative or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. The demand for a poll may be withdrawn.

22.2 A poll demanded on the election of a chairman, or on a question of adjournment, shall

be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. Except as aforesaid, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22.4 No objection shall be raised as to admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

22.5 On a poll votes may be given either by the duly appointed representative of the members or by the proxy of the members and a person entitled to more than one vote need not use or cast all his votes or cast all the votes he is entitled to in the same way.

22.6 A member may attend by proxy, any general meeting which it is entitled to attend by duly appointed representative and, on a poll but not otherwise, vote by proxy on any resolution at any such meeting on which it would, if present by duly appointed representative, otherwise be entitled to vote. A proxy need not be the duly appointed representative of any member of the Federation.

22.7 General Proxy

An instrument appointing a proxy shall be in the following form and a form as near thereto as circumstances admit or such other form which the Council of Management may approve:

General Proxy



FEDERATION OF PARENT-TEACHER  
ASSOCIATIONS OF THE CENTRAL AND WESTERN DISTRICT LIMITED

We, \_\_\_\_\_, of \_\_\_\_\_ being a member of the  
above-named Federation hereby appoint

\_\_\_\_\_ of \_\_\_\_\_, or failing him,  
\_\_\_\_\_ of \_\_\_\_\_

as our proxy to vote for us on our behalf at the (annual or extraordinary, as the case  
may be) general meeting of the Federation to be held on the \_\_\_\_\_ day of  
\_\_\_\_\_ and at any adjournment thereof.

Signed by the \*Chairman/Secretary of the \_\_\_\_\_ )  
[member's name] duly authorised by its \_\_\_\_\_ )  
management, this \_\_\_\_\_ day \_\_\_\_\_ )  
of \_\_\_\_\_ . \_\_\_\_\_ )

\* Strike out whichever is not desired

22.8 Special Proxy

Where it is desired to afford members an opportunity of voting for or against a  
resolution the instrument appointing a proxy shall be in the following form or a form  
as near thereto as circumstances admit or such other form which the Council of  
Management may approve:

Special Proxy

FEDERATION OF PARENT-TEACHER  
ASSOCIATIONS OF THE CENTRAL AND WESTERN DISTRICT LIMITED

We, \_\_\_\_\_, of \_\_\_\_\_ being a member of the  
above-named Federation hereby appoint

\_\_\_\_\_ of \_\_\_\_\_, or failing him,  
\_\_\_\_\_ of \_\_\_\_\_

as our proxy to vote for us on our behalf (\*in favor of/against) the following  
resolutions at the (annual or extraordinary, as the case may be) general meeting of the

Federation to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

Signed by the \*Chairman/Secretary of the \_\_\_\_\_ )  
[member's name] duly authorised by its \_\_\_\_\_ )  
Management, this \_\_\_\_\_ day \_\_\_\_\_ )  
of \_\_\_\_\_ . \_\_\_\_\_ )

This form is to be used (\*in favor of/against) the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.

- 22.9 An instrument appointing a proxy shall be signed by the Chairman and/or the Secretary of the relevant member of the Federation in accordance with that member's constitution and bye-laws or by that member's attorney.
- 22.10 An instrument appointing a proxy (and, where it is signed on behalf of the member by an attorney, and failing previous registration with the Federation the power of attorney or a certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office) at least 48 hours before the time set for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purpose of any meeting shall not be required again to be delivered for the purpose of any adjourned meeting to which it relates.
- 22.11 An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, and the same right to speak at the meeting as the appointer member has.
- 22.12 A vote cast by proxy shall not be invalidated by the revocation of the appointment of

the proxy or of the authority under which the appointment of the proxy was made provided that no notification in writing of such revocation shall have been received by the Federation at the office at least 48 hours before the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time set for the taking of the poll at which the vote is cast.

### Council of Management

23. The daily operation and management of the Federation is delegated by the members of the Federation to Council of Management of the Federation. The names of the first Councilors shall be determined in writing by the subscribers to the Memorandum and Articles of Association of the Federation.

### Powers and Duties of Council of Management

24. The business of the Federation shall be managed by the Council of Management, who may pay all expenses incurred in promoting and registering the Federation, and may exercise all such powers of the Federation as are not, by the Ordinance or by the Articles of Association of the Federation, required to be exercised by the Federation in general meeting; subject nevertheless to the provisions of the Ordinance or the Articles of Association of the Federation and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Federation in general meeting, but no regulation made by the Federation in general meeting shall invalidate any prior act of the Council of Management which would have been valid if that regulation had not been made.
25. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two Councilors of the Council of Management.
26. The Council of Management shall cause minutes to be made in books provided for purpose:-
  - (a) of all appointments of officers made by the Council of Management;

- (b) of the names of the Councilors present at each meeting of the Council of Management and of any committee of the Council of Management;
- (c) of all resolutions and proceedings at all meetings of the Federation, and of the Council of Management, and of committees of Council of Management.

and every Councilor and member of a committee present at any meeting of Council of Management shall sign his name in a book to be kept for that purpose.

27.1 The Council of Management shall be composed of the following:

Office bears:-

- (a) 1 President;
- (b) 2 Vice-Presidents;
- (c) 2 Secretaries; and
- (d) 1 Treasurer

General Councilor(s).

- (a) Each member shall have the right to arrange for one representative from the member to join the Council of Management as a councilor to vote at meetings of the Council of Management, which it is entitled to attend. In addition each member shall have the right to arrange an additional representative to act as Alternative Representative who shall be entitled to attend the said meetings but shall not be entitled to vote thereat.
- (b) At the last meeting of the term of each Council of Management, the Councilors may co-opt upto four current and/or past Councilors to be put forward to the Annual General Meeting for appointment as Councilor(s) in his/her/their personal capacity (“Retained Representative”) instead of being representatives duly appointed by the members in the ensuing term of the Council of Management.

27.2 The duties of the Councilors of the Council of Management shall be governed by the bye-laws of the Federation.

27.3 The Council of Management shall have the power to invite persons of distinction to be Honorary Patrons of the Federations. Honorary Patrons may but need not be a member of the members of the Federation and in either case shall not whilst acting as

Honorary Patron have any of the liabilities of a member. At the invitation of President of the Federation an Honorary Patron shall have the right to receive notice of and to attend but not to vote at meetings of the Council of Management, and otherwise shall have such rights and privilege as the Council of Management shall determine, provided that the Honorary Patron shall have no executive power or function.

#### Disqualification of Councilors

- 28.1 The office of a Councilor shall be vacated if he becomes bankrupt; of unsound mind; guilty of any criminal conviction; or if he resigns his office by notice in writing to the Federation or if he fails to declare the nature of his interest in any contract with the Federation in manner required by Section 162 of the Ordinance.
- 28.2 A Councilor may be vacated if he is not present for more than three times at the meeting of Council of Management without acceptable explanation.

#### Election of Councilors

- 29.1 The Councilors of the Council of Management shall be elected by members of the Federation at the annual general meeting and the Councilors shall be co-opted to the posts listed under 27.1 by a poll conducted among themselves.
- 29.2 During the election of the Councilors of the Council of Management at the annual general meeting, the candidates nominated by the members of the Federation and the Retained Representatives shall be required to declare any conflicts of interest, current and potential, if any.

#### Rotation of Councilors

- 30.1 The tenure of office of every Councilor of the Council of Management shall be one year. All Councilors of the Council of Management shall retire at every annual general meeting of the Federation but shall be eligible for re-election.
- 30.2 No Councilor shall hold the office of President for more than three continuous terms

of office. No Councilor shall hold the office of Treasurer for more than three continuous terms of office.

- 30.3 The Council of Management shall have power at any time, and from time to time, to appoint or co-opt a duly appointed representative from a member of the Federation as an additional Councilor of the Council of Management who shall retire from office at the annual general meeting next ensuing after his appointment as aforesaid, but shall be eligible for re-appointment.
- 30.4 The Federation may from time to time by ordinary resolution increase or reduce the number of Councilors, and may also determine the basis for the rotation of office for the increased or reduced number of Councilors.

#### Proceedings of meetings of the Council of Management

31. The Council of Management shall at least hold four meetings each year. The quorum necessary for the transaction of the business of the Council of Management shall be half of the number of Councilors of the Council of the Management. A meeting of the Council of Management at which a quorum is present when the meeting proceeds to business shall be competent to exercise all powers and discretions for the time being exercisable by the Council of Management.
32. Resolutions at any meeting of the Council of Management shall be carried by a majority of votes. The Chairman of any meeting shall have a second or casting vote.

#### Secretaries

33. The duties of the Secretaries are to keep records of all meetings and to perform any other secretarial duties.

#### The Seal

34. The Council of the Management shall provide for the safe custody of the seal, which shall only be used with authorization from the Council of the Management. Every instrument to which the seal shall be affixed shall be signed by a Councilor and countersigned by a President and the Treasurer.

## Accounts

35. The Council of Management shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Federation matters in respect of which the receipt and expenditure takes place;
  - (b) assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if no such books of account are kept as are necessary to give a true and fair view of the state of affairs of the Federation and to explain its transactions.

36. The books of account shall be kept at such place or places as the Council of Management thinks fit, and shall always be open to the inspection of the Council of Management.
37. The Council of Management shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of members the representative of whom are not being Councilors, and no representatives of members (not being Councilors) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorized by the Council of Management.
38. The Councilors shall from, in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid at the general meeting such income and expenditure accounts, balance sheets and financial report as are referred to in those sections.
39. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid at the general meeting, together with a copy of the Councilors' 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 Federation, provided

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

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

#### Bye-laws

41.1 The Council of Management shall have power to make such bye-laws as may be necessary from time to time for the furtherance of the purposes for which the Federation is established and for regulating its business and affairs and for regulating the conduct of General Meetings of the Federation and Meetings of the Council of Management, provided that such bye-laws be not repugnant to, or inconsistent with, the terms of Memorandum and Articles of Association of the Federation.

41.2 The Council of Management may, at any time, and from time to time revoke or alter any bye-laws.

#### Special Power

42. The Federation may alter or add to the Articles of Association of the Federation by a special resolution being passed at general meeting(s) for this purpose.

#### Notices

43.1 A notice may be given by the Federation to any members of the Federation either by delivery or by sending it by post to its address registered with the Federation for the attention of its duly appointed representative. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, stamping and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

43.2 Notice of every general meeting shall be given in any manner hereinbefore authorized to:



- (a) each of the members of the Federation entitled to attend and vote for the attention of its duly appointed representative at an address in Hong Kong registered with the Federation except those members who have not supplied to the Federation an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Federation.

Winding Up

- 44. The provisions of Clause 7 of the Memorandum of Association of the Federation relating to the winding-up or dissolution of the Federation shall have effect upon a special resolution being passed at the general meeting conducted for this purpose.

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Names, Addresses and Descriptions of Subscribers

Signatures

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1. Name : LEUNG TIN HO DAVID

Address : 9A BONHAM ROAD, HONG KONG

Occupation :

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2. Name :

Address :

Occupation :

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Dated this                    day of    2008

Witness to the above signatures:-