MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(Reprinted with amendments including up to and on 8 January 2011)

OF

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED

葵青區家長教師會聯會有限公司

Incorporated the 27th day of February, 2006

(Reprinted on 18 May 2012)

No. 1026862

COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED
葵青區家長教師會聯會有限公司
("the Federation")

Passed on the 8th day of January 2011

At the Annual General Meeting of the Federation held at C.N.E.C. Ta Tung School, Estate School No. 1, Kwai Hing Estate, Kwai Chung, New Territories on 8th January 2011, the following resolution was duly passed as a Special Resolution:-

Alternation to the Articles of Association

That Articles no. 5.8, no. 26.1, no. 26.6, no. 28.1 and no. 29.2 of the Articles of Association of the Federation be and are hereby amended by the deletion in their entirety and the substitution of the followings therefor respectively:-

"5.8. Members may arrange one or two representative(s) to be elected as councillor(s) of the Council of Management at Annual General Meeting."

"26.1 The Council of Management must compose of the following office bears: -

(a) 1 President; (Retained Representative shall not serve this post)
(b) at least 1 Vice-President; (Retained Representative shall not serve this post)
(c) 2 Secretaries;
(d) 1 Treasurer; and
(e) at least 6 General Councillors."

"26.6 The Council of Management shall have the power to invite persons of distinction to be Honorary Advisers or Advisers of the Federation. The Honorary Advisers or Advisers may but need not be members of the Federation and in either case shall not whilst acting as Honorary Advisers or Advisers have any of the liabilities of members. The Honorary Advisers or Advisers shall have the right to receive notice of and to attend but not to vote at meetings of the members of the Federation and otherwise shall have such rights and privileges as the Council of Management shall determine, provided that the Honorary Advisers or Advisers shall have no executive power of function."

.../P.2

"28.1 The Councillors of the Council of Management shall be elected by the representatives of the members at the annual general meeting and the Councillors shall be elected to their posts by a poll conducted among themselves."

"29.2 No Councillor shall act the post of the President and the Treasurer for more than two continuous terms of office."

(Sd.) LI Chi Ho

Chairman of the Meeting

No. 1026862

COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED
葵青區家長教師會聯會有限公司
("the Federation")

Passed on the 19th day of January 2008

At an Extraordinary General Meeting of the members of the Federation held at 211, Kwai Shing Circuit, Kwai Chung, New Territories on 19th January 2008, the following resolution was duly passed as a Special Resolution:-

Alternation to the Articles of Association

That Articles no. 22, no. 26.1, no. 26.3 and no. 29.1 of the Articles of Association of the Federation be and are hereby amended by the deletion in their entirety and the substitution of the followings therefor respectively:-

"22. The number of the Councillor shall not be more than twenty-one and not less than eleven including three Retained Representatives and eight Representatives. The names of the first Councillors shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them."

"26.1 The Council of Management must compose of the following office bears: -

(a) 1 President; (Retained Representative shall not serve this post)
(b) 1 Vice-President; (Retained Representative shall not serve this post)
(c) 2 Secretaries;
(d) 1 Treasurer; and
(e) at least 4 General Councillors."

"26.3 The tenure of office of the Councillors of the Council of Management shall be two years and will expire at the date of holding of the second annual general meeting after two years, but all members shall be eligible for re-elections."

.../P.2

"29.1 The term of office of every member of the Council of Management shall be two years. All members of the Council of Management shall retire at the second annual general meeting of the Federation but shall be eligible for re-election or nomination."

(Sd.) LEUNG Lai Shan

Chairman of the Meeting

No. 1026862
編號

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

* * *

I hereby certify that
本人謹此證明

FEDERATION OF PARENT-TEACHER ASSOCIATIONS
(KWAI TSING DISTRICT) LIMITED
葵青區家長教師會聯會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.
有限公司。

Issued by the undersigned on 27 February 2006.
本證書於二〇〇六年二月二十七日簽發。

Miss Nancy O. S. YAU
.....
for *Registrar of Companies*
Hong Kong
香港公司註冊處處長
(公司註冊主任 邱愛琛 代行)

The Companies Ordinance (Chapter 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED
葵青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 (KWAI TSING DISTRICT) LIMITED 葵青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 communication and exchange of experiences among the parent-teacher associations of Kwai Tsing District (hereinafter called "the PTAs of Kwai Tsing District") with a view to promoting quality education.

3.2 To carry out activities among the PTAs of Kwai Tsing District, so as to improve and enhance cooperation 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 aims to advance education of the students.

3.4 To support, assist and co-operate with the PTAs of Kwai Tsing 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 the purpose of the Federation.

3.7 To set up and control funds for the purpose of the objects of the Federation.

3.8 To take any 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, mortgage, 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 purposes 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 this 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 organisations of workers and organisations 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 or governing body.

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 or governing body of the Federation in return for any services actually rendered to the Federation.

4.5 Nothing herein shall prevent the payment, in good faith, by the Federation: -

(a) to any member of its Council of Management or governing body of out-of-pocket expenses;

(b) of interest on money lent by any member of the Federation or its Council of Management or governing body 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;

(c) of reasonable and proper rent for premises demised or let by any member of the Federation or of its Council of Management or Governing Body; and

(d) 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 or Governing Body 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 may receive 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 he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Federation 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 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, 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 and, if this provision cannot be effected, then to some charitable object.

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.

Names, Addresses and Descriptions of Subscribers			Signatures
1.	Name :	(Sd.) CHEUNG Wing Yin CHEUNG Wing Yin 張永賢	
	Address :	G/F, 85 Hing Shing Road, Kwai Chung, New Territories	
	Occupation :	Merchant	
2.	Name :	(Sd.) TANG Yuk Wah TANG Yuk Wah 鄧毓華	
	Address :	G/F, Kwai Ching House, Kwai Fong Estate, Kwai Chung, New Territories	
	Occupation :	Manager	

Dated this 14th day of January, 2006.

Witness to the above signatures: -

(Sd.) Tang Piu Hung
Tang Piu Hung
Certified Public Accountants
3/F, Rammon House,
101 Sai Yeung Choi Street South,
Mongkok, Kowloon.

The Companies Ordinance (Chapter 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
(Including all amendments adopted by Special Resolutions up to and on 8 January 2011)

OF

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED
葵青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 (Kwai Tsing District) Limited 葵青區家長教師會聯會有限公司.

"Councillor" 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 the ex-Councillor or the ex-Councillor of the Joint Parent-Teacher Association of Kwai Tsing District, who is appointed as a representative by the Council of Management of the Federation.

"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. All parent-teacher associations verified or approved by schools in Kwai Tsing District shall be eligible to be a member of the Federation.

Admission, rights and obligations of Members

5.1 Application for admission of membership shall be made to the Federation in writing together with the name of his nominated representative(s) for the approval of the Council of Management of the Federation.

5.2 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.

5.3 The Council of Management is entitled to terminate the membership of any member in breach of the Memorandum and any paid membership subscription will not be refunded.

5.4 All membership at the Federation shall be renewed automatically annually until the Federation receives from a member the official notice to resign from the Federation.

5.5 Members shall have the right to elect Councillors of the Council of Management of the Federation and the right to arrange not more than two representatives to vote at meetings, which they are entitled to attend.

5.6 Members shall have the obligation to observe the provisions of the Memorandum and Articles of the Association to abide by the decision of the Council of Management; to comply with directions and to assist in the development of the affairs of the Federation.

5.7 Members shall have to pay the membership subscription and in any event not later than 6 months after the same is due.

5.8 Members may arrange one or two representative(s) to be elected as councillor(s) of the Council of Management at Annual General Meeting. *(As amended by special resolution passed on 8 January 2011)*

Retirement and renewal of Members

6.1 Any member may retire from 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 notice shall cease to be a member.

6.2 Any member who shall fail in the observance of 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 on 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 have thirty days' notice to attend the aforementioned special meeting. Any member so expelled shall then cease to be a member subject to the following Articles.

6.3 Any member expelled from the Federation by the vote of the Council of Management as is provided in the last preceding Article may within seven days after having received notice of expulsion appeal from the decision of the Council of Management to an extraordinary general meeting the Federation which shall then be convened by the Council of Management. A majority of not less than two-thirds of the members present at such last-mentioned meeting shall have power to annul the expulsion, subject to the performance of any conditions which the meeting shall think fit to impose.

6.4 Any member shall ipso facto cease to be a member of the Federation: -

6.4.1 if it shall neglect or refuse to comply with any Article of Association or any Bye-law of the Association after written notice 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 and it shall fail to take any remedial action within a reasonable time; or

6.4.2 if it fails to pay the annual subscription fee to the Federation which is required for membership but it may be reinstated as a member by paying the arrears of the membership subscription.

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

Membership Subscription

7.1 The first annual subscription shall be payable on application for admission of membership.

7.2 All members shall pay an annual subscription fee, as passed by the General Meeting, by crossed cheque in favour of the Federation.

General Meetings

8. 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 Councillors shall appoint.

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

10. The Councillors 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 requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Councillors capable of acting to form a quorum, any Councillor or any two members of the Federation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Councillors.

Notice of General Meetings

11. 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 Federation 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 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 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

12. 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

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

14. 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 in person shall be a quorum.

15. 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 space, or to such other day and at such other time and place as the Councillors 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 shall be a quorum.

16. The president, if any, of the Councillors 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 appointed 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 Councillors present shall elect one of their number to be chairman of the meeting.

17. If at any meeting no Councillor is willing to act as chairman or if no Councillor is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

18. 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

19.1 the consideration of the reports of the Council of Management and the Auditors;

19.2 the consideration of the accounts and balance sheets;

19.3 the election of Councillors in the place of those retiring; and

19.4 the appointment of the Auditors.

Votes of Members

20. Every representative of the members shall have one vote.

21.1 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 representatives of the members present in person or by proxy; or

(c) by any representative of member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the representatives of 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 favour of or against such resolution. The demand for a poll may be withdrawn.

21.2 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.

21.3 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.

21.4 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.

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

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

21.7 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 Committee may approve:

General Proxy

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED

I, , of being a representative of member of the above-named Federation hereby appoint of , or failing him, of as my proxy to vote for me on my 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 this day of .

21.8 Special Proxy

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

Special Proxy

FEDERATION OF PARENT-TEACHER ASSOCIATIONS (KWAI TSING DISTRICT) LIMITED

I, , of being a representative of member of the above-named Federation hereby appoint of , or failing him, of as my proxy to vote for me on my 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 this day of .

This form is to be used (*in favour of/against) the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.
*Strike out whichever is not desired.

21.9 An instrument appointing a proxy shall be signed by the appointor or his attorney.

21.10 An instrument appointing a proxy (and, where it is signed on behalf of the appointor 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 appointed 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 subsequent meeting to which it relates.

21.11 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 appointor has.

21.12 A vote cast by proxy shall not be invalidated by the previous death or insanity of the appointor or by the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or 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 appointed for the taking of the poll at which the vote is casted.

Councillors

22. The number of the Councillor shall not be more than twenty-one and not less than eleven including three Retained Representatives and eight Representatives. The names of the first Councillors shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them. *(As amended by special resolution passed on 19 January 2008)*

Powers and Duties of Councillors

23. The business of the Federation shall be managed by the Councillors, 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 these Articles, required to be exercised by the Federation in general meeting; subject nevertheless to the provisions of the Ordinance or these Articles 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 Councillors which would have been valid if that regulation had not been made.

24. 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 Councillors of the Federation.

25. The Councillors shall cause minutes to be made in books provided for the purpose: -

(a) of all appointments of officers made by the Councillors;

(b) of the names of the Councillors present at each meeting of the Councillors and of any committee of the Councillors;

(c) of all resolutions and proceedings at all meetings of the Federation, and of the Councillors, and of committees of Councillors,

and every Councillor present at any meeting of Councillors or committee of Councillors shall sign his name in a book to be kept for that purpose.

26.1 The Council of Management must compose of the following office bears: -

(a) 1 President; (Retained Representative shall not serve this post)
(b) at least 1 Vice-President; (Retained Representative shall not serve this post)
(c) 2 Secretaries;
(d) 1 Treasurer; and
(e) at least 6 General Councillors.
(As amended by special resolutions passed on 19 January 2008 and on 8 January 2011)

26.2 The duties of the Councillors of the Council of Management shall be governed by the by-laws of the Federation.

26.3 The tenure of office of the Councillors of the Council of Management shall be two years and will expire at the date of holding of the second annual general meeting after two years, but all members shall be eligible for re-elections. *(As amended by special resolution passed on 19 January 2008)*

26.4 The Council of Management shall have the power to invite a person of distinction to be the Honorary Patron of the Federation. The Honorary Patron may but need not be a member of the Federation and in either case shall not whilst acting as Honorary Patron have any of the liabilities of a member. The Honorary Patron shall have the right to receive notice of and to attend but not to vote at meetings of the members of the Federation and otherwise shall have such rights and the Council of Management shall determine privileges as, provided that the Honorary Patron shall have no executive power of function.

26.5 The Council of Management shall have the power to invite persons of distinction to be Honorary Presidents of the Federation. The Honorary Presidents may but need not be members of the Federation and in either case shall not whilst acting as Honorary Presidents have any of the liabilities of members. The Honorary Presidents shall have the right to receive notice of and to attend but not to vote at meetings of the members of the Federation and otherwise shall have such rights and privileges as the Council of Management shall determine, provided that the Honorary Presidents shall have no executive power or function.

26.6 The Council of Management shall have the power to invite persons of distinction to be Honorary Advisers or Advisers of the Federation. The Honorary Advisers or Advisers may but need not be members of the Federation and in either case shall not whilst acting as Honorary Advisers or Advisers have any of the liabilities of members. The Honorary Advisers or Advisers shall have the right to receive notice of and to attend but not to vote at meetings of the members of the Federation and otherwise shall have such rights and privileges as the Council of Management shall determine, provided that the Honorary Advisers or Advisers shall have no executive power of function. *(As amended by special resolution passed on 8 January 2011)*

26.7 The Council of Management shall have the power to invite persons of distinction to be Honorary Representatives of the Federation. The Honorary Representatives may but need not be members of the Federation and in either case shall not whilst acting as Honorary Representatives have any of the liabilities of members. The Honorary

Representatives shall have the right to receive notice of and to attend but not to vote at meetings of the members of the Federation and otherwise shall have such rights and privileges as the Council of Management shall determine, provided that the Honorary Representatives shall have no executive power of function.

26.8 The Council of Management shall have the power to appoint ex-Councillors or ex-Councillors of the Joint Parent-Teacher Association of Kwai Tsing District to be the Retained Representatives of the Federation. The Retained Representatives may but not necessary be members of the Federation and in either case shall not whilst acting as Retained Representatives have any of the liabilities of members. The Retained Representatives shall have the right to receive notice of and to attend but not to vote at meetings of the members of the Federation and otherwise shall have the rights to be elected as councillor(s) of the Council of Management at every annual general meeting.

Disqualification of Councillors

27.1 The office of a Councillor shall be vacated if he becomes bankrupt; of unsound mind; being found guilty of any criminal event; or if he resign his office by notice in writing to the Federation.

27.2 A Councillor may be vacated if he is not present more than three times for the meeting of Council of Management without acceptable explanation.

Election of Councillors

28.1 The Councillors of the Council of Management shall be elected by the representatives of the members at the annual general meeting and the Councillors shall be elected to their posts by a poll conducted among themselves. *(As amended by special resolution passed on 8 January 2011)*

28.2 During the election of the Councillors of the Council of Management at the annual general meeting, the representatives of the members or retained representatives shall declare any duties of parent organizations and beneficial conflicts

Rotation of Councillors

29.1 The term of office of every member of the Council of Management shall be two years. All members of the Council of Management shall retire at the second annual general meeting of the Federation but shall be eligible for re-election or nomination. *(As amended by special resolution passed on 19 January 2008)*

29.2 No Councillor shall act the post of the President and the Treasurer for more than two continuous terms of office. *(As amended by special resolution passed on 8 January 2011)*

29.3 The Council of Management shall have power at any time, and from time to time, to appoint or co-opt a member as an additional Councillor of the Council of Management who shall retire from office at the annual general meeting next ensuring after his appointment as aforesaid, but shall be eligible for re-appointment.

29.4 The Federation may from time to time by ordinary resolution increase or reduce the number of Councillors, and may also determine in what rotation the increased or reduced number is to go out of office.

Proceedings of Councillors

30. The Council of Management shall at least hold four meetings in each year. The quorum necessary for the transaction of the business of the Council of Management shall be half of the members present at the meeting. 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.

31. Question arising at any meeting of the Council of Management shall be determined by a majority of votes. The president of any meeting shall have a second or casting vote.

Secretaries

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

The Seal

33. The Councillors shall provide for the safe custody of the seal, which shall only be used by the authority of the Councillors or of a committee of the Councillors authorized by the Councillors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Councillor and shall be countersigned by the president or the secretary.

Accounts

34. The Councillors shall cause proper books of account to be kept with respect to:-

(a) all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by the Federation; and

(c) the assets and liabilities of the Federation.

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 Federation's affairs and to explain its transactions.

35. The books of account shall be kept at the registered office of the Federation, or, subject to section 121(3) of the Ordinance, at such other place or places as the Councillors think fit, and shall always be open to the inspection of the Councillors.

36. The Councillors 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 not being Councillors, and no member (not being a Councillor) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorized by the Councillors or by the Federation in general meeting.

37. The Councillors shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Federation in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

38. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Federation in general meeting, together with a copy of the Councillors' 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.

Audit

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

By-laws

40.1 The Council of Management shall have power to make such by-laws as may be necessary from time to time for the furtherance of the purposed 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 by-laws be not repugnant to, or inconsistent with, the terms of Memorandum of Association or these Articles.

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

Special Power

41. The Federation may alter or add to the Articles by special resolution being passed by 2/3 of the presented members.

Notices

42.1 A notice may be given by the Federation to any representative of the members either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying 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.

42.2 Persons to Receive Notice

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

(a) every representative of the members entitled to attend and vote except those representatives of the 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

43. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Federation shall have effect while a resolution being passed by 3/4 of the presented representatives of the members and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers			Signatures
1.	Name :	(Sd.) CHEUNG Wing Yin CHEUNG Wing Yin 張永賢	
	Address :	G/F, 85 Hing Shing Road, Kwai Chung, New Territories	
	Occupation :	Merchant	
2.	Name :	(Sd.) TANG Yuk Wah TANG Yuk Wah 鄧毓華	
	Address :	G/F, Kwai Ching House, Kwai Fong Estate, Kwai Chung, New Territories	
	Occupation :	Manager	

Dated this 14th day of January, 2006.

Witness to the above signatures: -

(Sd.) Tang Piu Hung
Tang Piu Hung
Certified Public Accountants
3/F, Rammon House,
101 Sai Yeung Choi Street South,
Mongkok, Kowloon.

(2014 年 12 月 6 日修訂版)

葵青區家長教師會聯會有限公司

附則

1） 理事會有權成立「執行委員會」並委任各理事或代表為「執行委員」以處理日常之工作。

2） 理事會之會長將成為「執行委員會」之主席，並須兼任兩職，以統籌日常之工作。如會長在任內離職，理事會須於一個月內從各理事中選出新會長。

3） 理事會之副會長將成為「執行委員會」之副主席，以執行日常之工作。如會長在任內離職，副會長將接替其職務直至選出新會長為止。如副會長在任內離職，理事會須於一個月內從各理事中選出新副會長。

4） 理事會之司庫將成為「執行委員會」之司庫，並須兼任兩職，以處理財務工作。如司庫在任內離職，理事會須於一個月內從各理事中選出新司庫。

5） 如當選之理事需要離職，則須同時辭去理事及執行委員之兩項職務。

6） 「留任代表」

6.1 每屆理事會於屆滿前有責任提名及委任合資格人士(根據 6.2)為來屆之「留任代表」，並需得到當事人同意及接受本聯會約章為聯會義務辦事。

6.2 「留任代表」必須為離任「理事」／「執行委員」及沒有會員學校代表身份。如同意成為「留任代表」並獲得不少於另外 3 名「理事」提名，再經理事會人數中半數或以上的理事議決同意才能被委任為「留任代表」。

6.3 被委任「留任代表」可參選是屆「理事」職位，但只有被選權，沒有投票權。

6.4 從「留任代表」中選出之理事不能擔任會長或副會長及「執行委員會」之主席或副主席。

6.5 如「留任代表」當選為「理事」，則其職權與其他「理事」相同。如「留任代表」未能當選為「理事」，則可繼續為本聯會服務，其間沒有動議、和議或表決等權利。

6.6 「留任代表」因義務為本會工作，故此毋需繳交年費。

6.7 「留任代表」每屆任期兩年，如得到理事會再提名及通過可連續被委任，如中途辭職，應以書面通知理事會。

6.8 「留任代表」之其他職權，可參考「章程細則」。

7） 理事職位及執行委員職位之任期

7.1 依據聯會章則，每屆理事職位之任期為兩年，因此每屆當選的理事須於下屆選舉時辭職，但仍須負責主持該次會員大會直至該次會員大會完畢為止。再者，任何理事在任期內，如只因其原先會員學校代表身份正常被替換，則不會影響或變動其理事職位及權責直至任期完畢。

7.2 「執行委員會」委員職位，每屆任期為兩年至下屆選舉時辭職，為完善聯會運作，如任何獲委任的執行委員在任期內，其所屬會員學校以書面通知轉換會員代表，經理事會確認，該受變動的委員仍可繼續其執行委員職位及職責直至任期完畢為止，惟期間在法定會議內，不能再擁有動議或和議及投票權。

8） 理事選舉之細節

8.1 在每屆第二次會員大會中，首先從留任代表之中選出 7 位理事，再從 會員代表之中選出 14 位理事，最後從 14 位當選之會員代表理事中選出正、副會長。上述理事職位由最高票數之代表當選。

8.2 除會長、副會長及司庫外，每屆當選的理事可因個人理由選擇不登記入公司註冊署理事名冊，惟此選擇者在理事會內則沒有投票權或有機會按次序被要求退出理事會，以達至本聯會之公司註冊董事最低人數之規限(參閱 8.4)。但仍可在執行委員會內擁有投票權。

8.3 當選的會員代表理事必須成為「執行委員會」委員。

8.4 如所選出的會員代表理事及留任代表理事之登記理事人數分別少於 8 人及 3 人，則分別需要在其組別以餘下獲得最高票數的代表成為增補理事至足夠人數。而增補理事必須登記為理事會理事，同時亦可成為執行委員。

8.5 除會長及副會長外，各理事被選出後，必須於第一次理事會內以互選方式決定個別職位。

8.6 從留任代表中選舉 7 位理事之程序如下：

(1) 由參選中之留任代表各自介紹自己的理想及聲明有否擔任其他家長組職之職位及其他利益衝突；

(2) 由全體出席會員代表及被受權的代理人以暗票方式從候選人名單中投票，每人最多投 7 票，得票最高之 7 位當選為理事；

(3) 如遇相同票數及當選人數超過規定人數時，有權投票的人士須對相同票數之候選人再次以舉手方式投票，由得票較高者當選；

(4) 如再遇相同票數，則由抽籤決定。

8.7 從會員代表中選舉 14 位理事之程序如下：

(1) 由全體出席之會員代表各自介紹自己的理想及聲明有否擔任其他家長組職之職位及其他利益衝突；

(2) 由全體出席會員代表及被受權的代理人以暗票方式從全體會員代表總名單中投票，每人最多投 14 票，得票最高之 14 位當選為理事；

(3) 如遇相同票數及當選人數超過規定人數時，有權投票的人士須對相同票數之候選人再次以舉手方式投票，由得票較高者當選；

(4) 如再遇相同票數，則由抽籤決定。

8.8 選舉會長及兩位副會長之程序如下：

(1) 由所選出之 14 位會員代表理事各自表達理想及聲明其他利益衝突；

(2) 全體出席會員代表及被受權的代理人以暗票方式從 14 位候選人名單中投票，每人最多投 3 票，得票最高之 3 位為會長及副會長候選人；

(3) 由全體出席會員代表及被受權的代理人再次以暗票方式對上述 3 位候選人投票，每人只可投一票，得票最高者當選為會長，其餘兩位為副會長；

(4) 如會長職位遇相同票數，全體出席會員代表及被受權的代理人須對相同票數之會長候選人再次以暗票方式投票，由得票較高者當選會長；

(5) 如再遇相同票數，則由所有新當選之理事進行表決；

(6) 若再遇相同票數，則由抽籤決定。

8.9 選舉紀錄及補選機制：

每次會員大會之選舉票數結果應記錄在會員大會之會議紀錄內，以便理事會／執行委員會內有空缺時，由當時未能進入理事會之最高票數得主，順序而下增補為理事／執行委員。

8.10 選舉及投票資格：

每屆第二次週年大會內所選出之理事及獲委任的執行委員與所有有效的會員代表均有權在法定會議內投票，直至來屆之週年大會選舉日為止。

9） 本聯會物資移交之程序

9.1 會長：

離任會長須於新會長當選後一個星期內，將本聯會的重要物資 (包括全部會印、會章、鎖匙、文件、支票簿、電郵密碼及傳真密碼等)，在一名人士見證下，移交給新會長，並共同簽署一份移交物品的清單。新會長須於新一屆理事會首次會議上報告有關物資之移交情況。

9.2 其他理事：

其他離任理事須於新一屆理事會首次會議上互選出各理事職位後，即時將持有之物資移交給各相關之新任理事。

10） 執行委員會之組織

10.1 執行委員會內包括理事、留任代表及會員代表。

10.2 組織

主席 ---------- 一名	稽核 ---------- 一名	活動 ---------- 兩名或以上
內務副主席 ---- 一名	聯絡 ---------- 兩名或以上	康樂 ---------- 兩名或以上
外務副主席 ---- 一名	發展／策劃 -- 一名至兩名	代表 ---------- 其他會員代表及留任代表
秘書 ---------- 兩名或以上	教育 ---------- 兩名或以上	
司庫 ---------- 一名	資訊 ---------- 一名	

10.3 執行委員之權責

(1)	主席	：	負責召開及主持「執行委員會」會議，監督決議的執行，定期向理事會及會員代表作出報告。當主席缺席時，由內務副主席擔任會議主席，如內務副主席亦缺席時，則由外務副主席擔任會議主席；
(2)	內務副主席	：	負責協助主席處理有關聯會內部事務，並於主席缺席時代為執行主席職務；
(3)	外務副主席	：	負責協助主席處理有關聯會對外事務及招收新會員，並於主席及內務副主席缺席時代為執行主席職務；
(4)	秘書	：	負責記錄有關會議和決議，協助主席發出會議通知及

			整理聯會所有文件等；
(5)	司庫	：	負責處理本聯會財務，並需在會員大會、理事會及執行委員會上報告有關財政狀況；
(6)	稽核	：	負責內部核對，覆檢司庫所提交之每次財務報告及所有活動的帳目及單據,並於每份財務報告上簽署作實;
(7)	聯絡	：	負責聯絡本聯會各會員代表，傳遞本聯會訊息及收集意見；
(8)	發展／策劃	：	負責策劃聯會的發展路向及籌款，並提出發展意見給理事會考慮；
(9)	教育	：	負責收集教育政策資料及提供教育改革建議；
(10)	資訊	：	負責聯會內有關資訊科技事務；
(11)	活動	：	負責設計及安排聯會所參與的活動事務；
(12)	康樂	：	負責聯會所有康樂事務。

10.4 撤銷執行委員的職務

如執行委員觸犯下列其中一項事務,並經執行委員會內之四分三執行委員決議通過則可撤銷其職務：

(1) 沒有合理解釋下，連續缺席執委會會議 3 次；或

(2) 從事損害本聯會之工作或破壞本聯會的聲譽。

10.5 如執行委員職位有空缺，理事會／執行委員會有權委任留任代表或會員代表擔任「執行委員會」委員。

11） 附屬組織

11.1 理事會／執行委員會有權成立一些附屬小組，如義工團、招募小組、行政小組、教育小組、資訊小組、活動小組或康樂小組等組織，成立前須於法定會議上獲得半數或以上之理事／執行委員同意才能成立。該小組負責人必須由執行委員擔任，同時小組負責人須於每次法定會議內匯報其小組之活動情況。

11.2 理事會／執行委員會亦有權取消任何小組的資格,但必須在法定之會議上由出席之執行委員投票，如四分三或以上的執行委員通過才可撤銷其小組的資格。

12） 委任「顧問」、「名譽顧問」及「名譽會長」的細節

12.1 根據「章程細則」之 26.5 及 26.6 聯會有權委任「顧問」、「名譽顧問」及「名譽會長」。每屆第二次「週年大會」前的一次法定會議，包括理事會或執行委員會有權

提名已退任／將退任會長，包括「葵青區家長教師會聯會」前主席為「顧問」／「名譽會長」或其他人為「名譽顧問」，然後在法定的特別會員大會內以半數以上的出席代表同意，才能通過。

12.2 委任「顧問」

已退任或即將退任的聯會會長／主席 (已沒有會員學校代表身份)，如獲現任 3 位或以上的理事／執行委員提名為聯會「顧問」，同時於法定理事會／執行委員會會議內獲出席理事／執行委員之半數以上贊同，並於會員大會內以半數以上的出席代表確認，即成為聯會的「顧問」，任期直至下次理事選舉日，而「顧問」並沒有任何投票權，但可接收聯會通告、列席各種會議及提供意見。

任期屆滿前，如執行委員會同意，可繼續委任該名人士為新一屆的「顧問」。

12.3 委任「名譽會長」

被提名為聯會的「名譽會長」人士須具備以下條件：

(1) 曾擔任聯會兩屆理事當中一屆為「會長／主席」及一屆「顧問」。

(2) 被提名時及成功被委任期間，須沒有會員學校代表身份。

(3) 須獲最少 3 位理事／執行委員提名及於法定之理事會／執行委員會內獲得出席的 3/4 或以上理事／執行委員贊同。

任何人士如符合上述三項條件，即可獲得提名為「名譽會長」，並於法定會員大會內以半數以上的出席會員學校代表確認，即可成為「名譽會長」。

「名譽會長」並沒有任何投票權，但可接收聯會通知，列席各種會議及提供建議。

12.4 委任「名譽顧問」

「名譽顧問」包括義務核數師或義務律師等，每屆人數不同。聯會將於每屆期滿後，因應情況而再委任來屆的「名譽顧問」。

12.5 「顧問」、「名譽顧問」或「名譽會長」如在任職期間辭職，應以書面通知執行委員會及理事會。

12.6 「執行委員會／理事會」有權建議撤銷「顧問」、「名譽顧問」或「名譽會長」的職務，但須於法定的特別會員大會內獲得四分三或以上的合資格出席投票人士通過才可執行。

13） 榮譽代表

根據「章程細則」之 26.7，理事會有權委任「榮譽代表」，每屆人選由當時的理事會／執行委員會決定。

14） 普通會員／永久會員

14.1 「普通會員」須繳付入會費$200 及繳付 1 年年費$100 合共$300，以後 3 年每年繳付年費$100 便成為「永久會員」。成為「永久會員」後，會員不再須要邀交每年會費。每年會費計算日期由 1 月 1 日至 12 月 31 日為至。

14.2 「永久會員」須繳付入會費$200 及一次過繳付 4 年年費$400 合共$600，便成為「永久會員」。

15） 本會附則的解釋權，由本會的理事會所擁有。

(完)