



元朗區家長教師會聯會有限公司

Federation of Parent-Teacher Associations of Yuen Long District Ltd

The Companies Ordinance (Chapter 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

**OF
FEDERATION OF PARENT-TEACHER ASSOCIATIONS
OF YUEN LONG DISTRICT LIMITED
元朗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 YUEN LONG DISTRICT LIMITED 元朗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 create, develop and maintain fraternal relations among the parent-teacher associations of Yuen Long District as well as similar organizations in Hong Kong and elsewhere in the world.
 - 3.2 To promote and advance good quality education and to enhance the co-operation, communication and good relationship between schools and families.
 - 3.3 To foster the establishment of parent-teacher associations or similar organizations in Yuen Long District and elsewhere in the world.
 - 3.4 To make suggestions and proposals to relevant authorities in respect of matters relating to educational policies and co-operation issues between families and schools.

Powers

4. In furtherance of the objects aforesaid, the Federation shall have powers:-



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- 4.1 To organise, carry out, participate and support any activities in relation to and incidental any objects of the Federation.
- 4.2 To organise, carry out, participate and support any charitable or educational activities as the Federation may deem appropriate.
- 4.3 To print and publish any newspapers, periodicals, books or leaflets and to set up and maintain internet web site as shall be desirable for attaining the objects of the Federation.
- 4.4 To undertake and execute any trusts which may seem directly conducive to any of the objects of the Federation.
- 4.5 To accept entrance fees, subscriptions, gifts, donations and sponsorships from its members and to take such legitimate steps as may be necessary to appeal for funds and to apply the same for the attainment of the objects of the Federation.
- 4.6 To accept or offer gifts, donations, grants, endowments and sponsorships from or to any person and/or organization whether private or public either in cash or in kind.
- 4.7 To apply funds of the Federation including entrance fees, subscriptions, gifts, donations, sponsorships or funds of any kind for the promotion and attainment of the objects of the Federation.
- 4.8 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 and to accept subscriptions donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) and devises and bequests for all or any of the objects aforesaid and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate so received and not required to be or capable of being occupied for the objects of the Federation and generally to manage all monies belonging to the Federation.
- 4.9 To purchase take on lease or in exchange hire or otherwise acquire any real or personal estate or property which may be deemed necessary or convenient for any of the objects of the Federation and to sell manage lease mortgage dispose of or otherwise deal with the same.
- 4.10 To borrow and raise monies in such manner as the Federation may think fit.
- 4.11 To invest any monies of the Federation not immediately required for any of its object in such manner as may from time to time be determined.



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- 4.12 To do any and all things deemed necessary, suitable, convenient or appropriate in connection with or incidental to the accomplishment of the above objects and as are not forbidden by law or by this Memorandum of Association or by the Bye-laws of the Federation provided, however that the Federation shall not at any time carry on any propaganda or other similar activities, for political or religious purposes.

Provided that:-

- (1) No officer, Committee Member, trustee or employee of the Federation or any other person (whether or not being a Committee Member) having any part in the conduct or management of the affairs or property of the Federation shall be liable for breach of duty towards the Federation by reason of any act or omission on the part of such officer, Committee Member, trustee, employee or other person unless it is proved that such act or omission was done, omitted or concurred in by him in bad faith.
- (2) In case the Federation shall take or hold any property which may be subject to any trusts, the Federation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (3) The objects of the Federation shall not extend to the regulation of relations between workers and employers or organizations of workers and organization of employers.
- (4) There shall be excluded all the powers set forth in the Seventh Schedule of the Companies Ordinance which would otherwise be included among the powers of the Federation by virtue of Section 5(5) of the Companies Ordinance.

No Distribution of Profit

- 5.1 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.
- 5.2 Subject to clauses (5.4) and (5.5) 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.
- 5.3 No member of the Executive Committee 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 (5.5) below) shall be given by the Federation to any member of the Executive Committee or governing body.
- 5.4 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 Executive Committee or governing body of the Federation in return for any services



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actually rendered to the Federation.

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

- (a) to any member of its Executive Committee or governing body of out-of-pocket expenses;
- (b) of interest on money lent by any member of the Federation or its Executive Committee 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 Executive Committee 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 Executive Committee 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.

5.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (5.4) and (5.5) above.

Limited Liability

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

Contribution of Members

7. 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

8. 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 5 above, such institution or institutions to be determined by



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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.

9. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to the Registrar of Companies in writing.



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The Companies Ordinance (Chapter 32)

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ARTICLES OF ASSOCIATION

OF

**FEDERATION OF PARENT-TEACHER ASSOCIATIONS
OF YUEN LONG DISTRICT LIMITED
元朗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:

“Committee Member” means any person for the time being appointed as a member of the Executive Committee of the Federation.

“Executive Committee” means the Executive Committee of the Federation for the time being.

“Federation” means the Federation of Parent-Teacher Associations of Yuen Long District Limited 元朗區家長教師會聯會有限公司.

“First Vice-President” means the First Vice-President of the Federation for the time being.

“Second Vice-President” means the Second Vice-President of the Federation for the time being.

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

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

“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.

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

“Seal” means the common seal of the Federation.

“Honorary Secretary” means any person appointed to perform the duties of the Honorary Secretary of the



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Federation for the time being.

“Honorary Treasurer” means any person appointed to perform the duties of the Treasurer of the Federation for the time being.

“Vice-President” means the Vice-President of the Federation for the time being including the First Vice-President and the Second Vice-President for the time being.

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 to be unlimited.

Qualification of Members

4. All parent-teacher associations verified or approved by schools in Yuen Long District shall be eligible to be a member of the Federation and entitle to nominate and authorize in writing a representative to represent the parent-teacher association at any meeting of the Federation and the person so nominated and authorized shall be entitled to exercise the same power on behalf of the parent-teacher association which he represents as that parent-teacher association could exercise if it were an individual 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 for the approval of the Executive Committee. The nominated



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representative of a parent-teacher association shall be a full member of that parent-teacher association who shall, preferably, be a parent of a current student or be a current teacher of the school which that parent-teacher association belongs.

- 5.2 Upon the acceptance and approval of the application by the Executive Committee of the Federation and the payment of the membership subscription as may be determined by the Executive Committee, the parent-teacher association shall become a member of the Federation and the nominated representative as approved by the Executive Committee shall represent the parent-teacher association in the Federation.
- 5.3 The Executive Committee is entitled to terminate the membership of any member who violate and in breach of the Memorandum and Articles of the Federation 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 withdraw from the Federation or his membership is terminated by the Federation. The current approved nominated representative of the member shall continue to be the representative of the member unless and until a written notice is given to the Executive Committee for his retirement and the new nomination is approved by the Executive Committee. The Executive Committee shall have the sole discretion to approve or disprove any nomination of representative without giving any reason.
- 5.5 Members shall have the right to elect and be elected Committee Members of the Executive Committee of the Federation and the right to vote at meetings of which they are entitled to attend.
- 5.6 Members shall have the obligation to observe the provisions of the Memorandum and Articles of the Federation to abide by the decision of the Executive Committee 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 punctually and in any event not later than 6 months after the same is due.

Withdrawal and Renewal of Members

- 6.1 Any member may withdraw 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



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judgment of the Executive Committee 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 Executive Committee at a special meeting called for that purpose. Such member shall have thirty days' notice to attend the aforementioned special meeting. Any member so excluded 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 Executive Committee as is provided in the last preceding Article may within seven days after having received notice of expulsion appeal from the decision of the Executive Committee to an extraordinary general meeting of the Federation which shall then be convened by the Executive Committee. 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 Federation after written notice sent to him by registered post by the President or Honorary Secretary on the instructions of the Executive Committee 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, if any, shall be payable on application for admission of membership.

7.2 All members shall pay an annual subscription fee, as may be determined and passed by the Executive Committee from time to time, 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 Executive Committee shall appoint.



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9. All general meetings other than annual general meetings shall be called extraordinary general meetings.
10. The Executive Committee 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.

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. The business of an annual general meeting shall include:
 - 13.1 To receive and consider the accounts, the balance sheet and the reports of the Executive Committee and the Auditor;
 - 13.2 To elect Committee Members and other officers in the place of those retiring;



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- 13.3 To appoint Auditors and fix their remuneration; and
- 13.4 To transact any other business which under these presents ought to be transacted at an Annual General Meeting.
14. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
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, 1/4 of all members or above present in person shall be a quorum.
16. If within half an hour from the time appointed for a 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 Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum and may transact the business for which the meeting was called.
17. The President, if any, of the Executive Committee 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 First Vice-President present shall be chairman of the meeting, or if there is no such President and First Vice-President, or if they shall not be present within 15 minutes after the time appointed for the holding of the meeting or are unwilling to act or are absent from Hong Kong or have given notice to the Federation of their intention not to attend the meeting, the Second Vice-President present shall be chairman of the meeting.
18. Question arising at any general meeting shall be determined by a simple majority of the valid votes cast. 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 hand takes place or at which the poll is demanded, shall be entitled to a casting vote.
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 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



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stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Votes of Members

20. Every member 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 any member or members represented by his nominated representative present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

(c) by not less than 5 members having the right to vote at the meeting present in person or by proxy.

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 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.



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21.5 On a poll, votes may be given either by the nominated representative of the member 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 member shall attend by his nominated representative in person and may, in the event that his nominated representative is unable to attend, attend by proxy, any general meeting which he is entitled to attend and, on a poll but not otherwise, vote by proxy on any resolution at any such meeting on which his nominated representative would, if present in person, otherwise be entitled to vote. A proxy need not be a member or nominated representative 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 OF YUEN LONG DISTRICT LIMITED

I/We, (*name of member*), of (*address*) being a member of the Federation hereby confirm that my/our nominated representative (*name of representative*) who should attend is unable to do so and , failing him/her, appoint (*name of representative*) of (*address*) as my/our proxy to vote for me/us on my/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 this _____ day of _____.

21.8 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 Committee may approve:

Special Proxy

FEDERATION OF PARENT-TEACHER ASSOCIATIONS OF YUEN LONG DISTRICT LIMITED

I/We, (*name of member*), of (*address*) being a member of the Federation hereby confirm that my/our nominated representative (*name of representative*) who should attend is unable to do so and , failing him/her, appoint (*name of representative*) of (*address*) as our/my proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Federation to be held on the day of



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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 duly signed by the appointor.

21.10 An instrument appointing a proxy 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 cast.

Executive Committee

22. Upon the establishment of the Federation, all the subscribers of the Federation shall become Committee Members of the first Executive Committee. Unless and until the Federation shall otherwise determine, the number of Committee Members shall not be less than nine and more than twenty.



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Powers and Duties of Executive Committee

23. The business of the Federation shall be managed by the Executive Committee, 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 Executive Committee 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 Committee Members who are either the President, the Vice-President or the Honorary Secretary in the Executive Committee of the Federation or in such manner as the Executive Committee may determine from time to time together with the chop from the Honorary Treasurer in the Executive Committee of the Federation.
25. The Executive Committee shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the Committee Members present at each meeting of the Executive Committee and of any committee of the Executive Committee;
 - (c) of all resolutions and proceedings at all meetings of the Federation, and of the Executive Committee, and of committees of Executive Committee,

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

- 26.1 The Executive Committee must compose of the following office bearers: -
- (a) 1 President;
 - (b) 1 First Vice-President;
 - (c) 1 Second Vice-President
 - (d) 1 Honorary Secretary;



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(e) 1 Honorary Treasurer; and

(f) at least 4 Committee Members.

26.2 The duties of the Committee Members of the Executive Committee shall be governed by the by-laws of the Federation.

26.3 The tenure of office of the Committee Members of the Executive Committee shall be two years and to be expired at the date of holding of the second annual general meeting after two years.

26.4 The Committee Members of Executive Committee shall have to carry out the following duties –

(a) The President shall call and chair related meetings; direct passed resolutions; be the representative of the Federation to attend activities in the public; and report duties to the Executive Committee and members.

(b) The Vice-President shall act as President while the President is not present; assist the President to perform duties.

(c) The Honorary Secretary shall record and keep minutes of related meetings; arrange notice of meetings and assist to handle related secretarial works.

(d) The Honorary Treasurer shall manage financial matters of the Federation; keep the chops of the Federation; and report financial statements in the Executive Committee meetings and general meetings.

(e) Committee Members shall fulfill duties and resolutions assigned by the Executive Committee; and attend the meetings of Executive Committee.

26.5 The Executive Committee 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 Executive Committee shall determine privileges as, provided that the Honorary Patron shall have no executive power or function.

26.6 The Executive Committee 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



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meetings of the members of the Federation and otherwise shall have such rights and the Executive Committee shall determine privileges as, provided that the Honorary Presidents shall have no executive power or function.

- 26.7 The Executive Committee shall have the power to invite persons of distinction to be Honorary Advisers of the Federation. The Honorary Advisers may but need not be members of the Federation and in either case shall not whilst acting as Honorary Advisers have any of the liabilities of members. The Honorary 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 the Executive Committee shall determine privileges as, provided that the Honorary Advisers shall have no executive power or function.

Disqualification of Committee Members

- 27.1 The office of a Committee Member 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 Committee Member may be vacated if he is not present more than three times for the meeting of Executive Committee without acceptable explanation.

Election of Committee Members

28. The Committee Members of the Executive Committee shall be elected by members at the annual general meeting and the Committee Members shall be elected to their posts by a poll conducted among themselves.

Rotation of Committee Members

- 29.1 The Committee Members of the Executive Committee shall be elected biennially, i.e. once every two years, at the Annual General Meeting of the Federation. Members will be at liberty to nominate members to serve on the Executive Committee as Committee Members. Such nomination must reach the Executive Committee at least seven days prior to the date of the Annual General Meeting. Before the tenure of office expire, the Executive Committee shall have power to appoint not more than three of their number to remain as Committee Members for the subsequent Executive Committee. All other Committee Members shall retire at that Annual General Meeting and shall be eligible for re-election in that Annual General Meeting.
- 29.2 No Committee Member shall act the post of the President or the Honorary Treasurer for more than two continuous terms of office.
- 29.3 The Executive Committee shall have power at any time, and from time to time, to appoint or co-opt a member as an additional Committee Member of the Executive Committee who shall retire from office at the annual general meeting next ensuring after his appointment as aforesaid, but shall be eligible for



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re-appointment.

Proceedings of Executive Committee

30. The Executive Committee shall at least hold five meetings in each year. The quorum necessary for the transaction of the business of the Executive Committee shall be half of the members present at the meeting. A meeting of the Executive Committee 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 Executive Committee.
31. Question arising at any meeting of the Executive Committee shall be determined by a simple majority of valid votes cast. 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 hand takes place or at which the poll is demanded, shall be entitled to a casting vote.

Honorary Secretary

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

The Seal

33. The Executive Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorized by the Executive Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by at least two Committee Members who are either the President, the Vice-President or the Honorary Secretary in the Executive Committee of the Federation or in such manner as the Executive Committee may determine from time to time.

Accounts

34. The Executive Committee 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.



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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 Executive Committee think fit, and shall always be open to the inspection of the Committee Member.
36. The Executive Committee 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 Committee Members, and no member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorized by the Executive Committee or by the Federation in general meeting.
37. The Executive Committee 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 Executive Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the 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 Executive Committee shall have power to make such by-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 Executive Committee, provided that such by-laws be not repugnant to, or inconsistent with, the terms of Memorandum of Association or these Articles.
- 40.2 The Executive Committee may, at any time, and from time to time revoke or alter any by-laws.

Special Powers

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



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Notices

42.1 A notice may be given by the Federation to any member 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 member entitled to attend and vote except those members who have not supplied to the Federation and address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Federation.