

Reprint of

ARTICLES OF ASSOCIATION

OF

WOMEN'S WELFARE CLUB, WESTERN DISTRICT, HONG KONG

(香港西區婦女福利會)

(As adopted by Special Resolution passed on 20 April 2018)

Incorporated the 8th day of October, 1958.

THE COMPANIES ORDINANCE, CHAPTER 32, SECTION 21

LICENCE TO DISPENSE WITH THE WORD "LIMITED"

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

AND WHEREAS it has been proved to my satisfaction that WOMEN'S WELFARE CLUB, WESTERN DISTRICT, HONG KONG (香港西區婦女福利會), which is about to be registered under the said Companies Ordinance as a Company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the Companies Ordinance and that it is the intention of the said Club that the income property of the Club, whencesoever derived, shall be applied solely towards the promotion of the objects of the Club, as set forth in the Memorandum of Association of the said Club, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus, or otherwise howsoever by way of profit, to the persons who are members of the said Club.

NOW THEREFORE I, WILLIAM KIRK THOMSON, Acting Registrar of Companies of the Colony of Hong Kong, in exercise of the said discretions and powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Club as subscribed by seven members thereof on the 4th day of October, 1958, do on behalf of His Excellency the Governor by this my Licence direct WOMEN'S WELFARE CLUB, WESTERN DISTRICT, HONG KONG (香港西區婦女福利會) to be registered with limited liability without the addition of the word, "Limited" to its name.

GIVEN under my hand and Seal of Office at Victoria in the Colony of Hong Kong this Eighth day of October One Thousand Nine Hundred and Fifty-eight.

(*Sd.*) W. K. THOMSON,

Acting Registrar of Companies.



[COPY]

No. 5250

編號

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

WOMEN'S WELFARE CLUB, WESTERN DISTRICT, HONG KONG

(香港西區婦女福利會)

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32) and that this company is limited.

GIVEN under my hand and seal of office this Eighth day of October, One Thousand Nine Hundred and Fifty-eight.

(*Sd.*) W. K. THOMSON
Acting Registrar of Companies
Hong Kong.

L.S.

THE COMPANIES ORDINANCE (CHAPTER 622)

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

ARTICLES OF ASSOCIATION
OF
WOMEN'S WELFARE CLUB, WESTERN DISTRICT, HONG KONG
(香港西區婦女福利會)

1. In these Articles unless there be something in the subject or context inconsistent therewith:

- “common seal” means the metallic seal having the Company’s name engraved on it in legible form.
- “the Company” means the Company registered as “WOMEN’S WELFARE CLUB, WESTERN DISTRICT, HONG KONG” (香港西區婦女福利會).
- “the Companies Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (including the related subsidiary legislation) and any modification or amendment thereof, or any Ordinance substituted theretofore.
- “the Committee” means the Committee of the Company hereby constituted in accordance with Articles 37 to 39, and each member of the Committee shall be deemed to be the ‘director’ of the Company for the purpose of the Companies Ordinance.
- “day” means a calendar day.
- “the Education Ordinance” means the Education Ordinance (Chapter 279 of the Laws of Hong Kong) and any modification or amendment thereof, or any Ordinance substituted therefor.
- “Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.
- “the Honorary Secretary” means any one holding the office of the Honorary Secretary to perform the duties of ‘company secretary’ for the purpose of the Companies Ordinance.
- “member” or “members” means a member or members of the Company.
- “month” means a calendar month.
- “the Office” means the registered office for the time being of the Company.
- “the Register” means the Register of members to be kept pursuant to Sections 627 to 628 of the Companies Ordinance.

“the reporting documents” means the reporting documents for a financial year as referred to in section 357(2) of the Companies Ordinance.

“In Writing” and “Written” include printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing the masculine gender include the feminine gender and vice versa, unless the context otherwise require.

Words importing the singular number include the plural number and vice versa.

Preliminary

2. The name of the Company is “WOMEN’S WELFARE CLUB, WESTERN DISTRICT, HONG KONG” (香港西區婦女福利會).
3. The Regulations contained in the Model Articles in the third Schedule to the Companies (Model Articles) Notice (Cap. 622H) Ordinance shall not apply to the Company.
4. No addition, alteration, or amendment shall be made to or in the Articles of Association of the Company unless such addition, alteration or amendment has been previously submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance.

Members

5. For the purpose of registration the number of members of the Company is to be not more than 10,000. The number of members of the Company may be increased from time to time by the Committee subject to the prior approval of the Registrar of Companies in writing.
6. The members of the unincorporated body known as the “Women’s Welfare Club, Western District, Hong Kong” and the subscribers to the memorandum of association shall be members of the Company.
7. The members of the Company shall be divided into Permanent Honorary President Members (永遠名譽會長), Permanent Council Members (永遠會董), Life Members (永遠會員), Ordinary Members (普通會員) and Youth Members (青年會員).
8. A member of any one of the classes as stated in Article 7 shall pay the prevailing admission fee or annual fee (as applicable) as prescribed by the Committee from time to time in accordance with Article 11 below upon her admission as a member of that class and no other membership fees to maintain her membership of that class is required. No waiver of the payment of the admission fee or the annual fee (as applicable) shall be permitted unless duly authorised by unanimous consent of the Committee.
9. An Ordinary Member (普通會員) shall automatically be promoted to Life Member (永遠會員) after she has been an Ordinary Member (普通會員) for five (5) years with full payment of the annual fees during each of the said five (5) years and a Youth Member (青年會員) shall automatically be promoted to Life Member (永遠會員) after she has been a Youth Member (青年會員) for ten (10) years with full payment of the annual fees during each of the said ten (10) years.

10. The membership of Permanent Honorary President Members (永遠名譽會長), Permanent Council Members (永遠會董) and Life Members (永遠會員) shall be permanent. The membership of Ordinary Members (普通會員) and Youth Members (青年會員) shall be for the current calendar year and shall be renewed upon payment of the annual fee for the new calendar year. There shall be no pro-rationing of annual fees.
11. The amounts of the admission fee and annual fee mentioned in Article 8 shall be adjusted and decided by and at the absolute discretion of the Committee from time to time and *provided that* any change in the amounts of the admission fee and annual fee shall not take effect until after the expiry of a thirty (30) days' notice of the change shall have been given to the members and *provided further* that the Committee shall not receive any requisitions by members duly made under Section 565 to 568 of the Companies Ordinance to convene a general meeting for the purpose of proposing a resolution to revoke such change in admission and/or annual fees.
12. The liability of members is limited. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while she is a member, or within one (1) year afterwards, for payment of the debts and liabilities of the Company contracted before she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding \$20.00.
13. Every candidate for membership of the Company shall be proposed by one member of the Company and seconded by another member of the Company. Application for admission must be made in writing signed by the candidate and by her proposer and seconder and addressed to the Honorary Secretary and shall be in the form prescribed by the Committee from time to time.
14. Admission for membership shall be at the sole discretion of the Committee.
15. On the admission of the member the fact shall be notified to her in writing and a copy of the Articles of Association and of any by-laws and policies of the Company shall be forwarded to her.
16. If at any time after the admission of a member a majority of the Committee shall be of the opinion that the member (a) has been admitted under any misapprehension or if any material information as to her antecedents has been withheld or misrepresented, (b) is no longer prepared to support the objects of the Company, (c) has knowingly failed to comply with any of the Articles, by-laws or policies of the Company, the Committee shall, after inquiry and notice to the person so admitted have power to remove her name from the list of members, and she shall thereupon cease to be a member.
17. Members changing their address shall give due notice to the Honorary Secretary and furnish her with an address to which notices and letters may be sent, and all notices and letters sent by post or otherwise to such address (in default of notice of change of address) shall be considered as duly received by the member.
18. Any member may resign her membership of the Company by giving (seven) 7 days' notice in writing to the Honorary Secretary.
19. The rights and privileges of a member shall be personal to herself; they shall not be transferred by her own act or operations of law and shall cease upon her death or upon her ceasing from any cause to be a member under the provisions of these Articles. Any person who shall by any means cease to be a member, shall, nevertheless, remain liable for and shall pay to the

Company all monies which at the time of her ceasing to be a member shall be due from her to the Company.

General Meetings

20. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company, and at such place, as the Committee may determine. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Companies Ordinance, the Company must, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Companies Ordinance. The annual general meeting shall be held at such time and place as the Committee shall from time to time appoint.
21. The above-mentioned general meetings shall be called annual general meetings; all other general meetings shall be called general meetings.
22. The Committee may, whenever they think fit, convene a general meeting, and general meetings shall be convened upon requisition, or, in default, may be convened by such requisitionists, as provided by Section 566 to 568 of the Companies Ordinance.

Notice of General Meetings

23. An annual general meeting of the Company shall be called by notice of at least twenty-one (21) days. All other general meetings shall be called by fourteen (14) days' notice at the least specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner; if any, as may be prescribed by the Company in general meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company, but, with the consent of all the members, entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

For the purpose of these Articles, "days" shall be exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given.

24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

25. All business shall be deemed special that is transacted at a general meeting and at an annual general meeting, with the exception of the consideration of the reporting documents and the election of the members of the Committee in the place of those retiring.
26. 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; save as herein otherwise provided, thirty (30) members personally present or by proxy shall be a quorum.
27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, 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.

28. The Chairman, or in her absence, the President shall preside as chairman at every general meeting of the Company.
29. If neither the Chairman nor the President is present within thirty (30) minutes after the time appointed for holding the meeting, the Chairman of the Joint Management Committee for Centres for the Elderly shall act as chairman of the meeting, failing which, the chairman of the remaining elderly centre shall act as chairman of the meeting. If none of the aforementioned persons are present within thirty (30) minutes after the time appointed for holding the meeting, then any one of the Vice-Chairmen may act as chairman of the meeting.
30. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
31. 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 (in advance of the general meeting or at the general meeting before or on the declaration of the result of the show of hands) demanded by at least five (5) members present in person or in proxy and entitled to vote and, unless a poll is so demanded, a declaration by the chairman of the meeting 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 of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
32. If a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The result of a poll shall be recorded in the minutes of general meeting of the Company in accordance with Section 594 of the Companies Ordinance.
33. 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.
34. 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.
35. (a) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
(b) Any objection must be referred to the chairman of the meeting whose decision is final.
36. Every member shall have one (1) vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one (1) vote.

The Committee and their Powers and Duties

37. Members of the Committee shall be elected by the members of the Company at every alternate annual general meeting. The business of the Company shall be managed by the Committee, who may pay all expenses incurred in getting up and registering the Company and may

exercise all such powers of the Company as are not by the Companies Ordinance, or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to any regulation of these Articles, to the provisions of the Companies Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

38. Unless otherwise determined by a general meeting, the Committee shall consist of not more than forty-nine (49) members or less than fifteen (15) members.
39. The Committee shall have not more than thirty-one (31) Committee members in addition to one (1) President (會長), six (6) Vice-Presidents (副會長), one (1) Chairman (主席), six (6) Vice-Chairmen (副主席), one (1) Chinese Honorary Secretary (中文秘書), one (1) English Honorary Secretary (英文秘書), one (1) Honorary Treasurer (司庫) and one (1) Assistant Honorary Treasurer (副司庫).
40. Every person who has been the Chairman or President of the Company and is no longer a member of the Committee shall be a Permanent President (永遠會長) of the Company *provided that* the total number of Permanent Presidents (永遠會長) shall not be more than ten (10) at any time. A Permanent President shall give advice on the affairs of the Company, but shall have no vote nor any executive power or function in the Company.
41. No salary, remuneration or allowance shall be paid to the members of the Committee as such but the Company's officers and employees shall be employed on such terms and on such remuneration as the Committee shall from time to time determine.
42. The Committee shall have the power to invite any person of distinction as Patrons or Advisers of the Company.
43. The Committee shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Committee;
 - (b) of the names of members of the Committee present at each meeting of the Committee and of any sub-committee of such Committee; and
 - (c) of all resolutions and proceeding at all meetings of the Company and of the Committee, and of sub-committees;and every member of the Committee or sub-committee present at any meeting of the Committee or sub-committee (as appropriate) shall sign her name in a book to be kept for that purpose.
44. The Committee shall have the power to appoint and remove all employees of the Company and to fix the amount of their remuneration.
45. The objects for which the Company is established are:
 - (a) To promote, carry on and engage in educational, cultural and social welfare activities including but not limited to those concerning the elderly, women, youth and children.

- (b) To establish and maintain a non-profit-making school or schools.
- (c) To promote, execute, assist or maintain any charitable work including but not limited to those concerning the elderly, women, youth and children.
- (d) To carry out, establish, construct, maintain, improve and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, or superintendence of schools; and to carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management or superintendence of hostels, training and recreational centres, youth centre, youth camps, youth counselling centres, libraries, clubs, hospitals, clinics, nurseries, dispensaries and stations, for social, educational, cultural, physical development and other benevolent purposes.
- (e) To organise and hold lectures, discussions, debates and other meetings and to arrange concerts, exhibitions, plays and film shows for the purpose of attaining the aims of the Company.
- (f) To buy, provide, make and sell meals, food, drinks, including alcoholic drinks, tobacco, cigars and all other similar things for the purpose of the Company or calculated to further its objects.
- (g) To undertake and administer any trust for charitable purposes.
- (h) To accept and receive subscriptions, donations and gifts (of whatever nature or kind) and bequests to the Company.
- (i) To take any gift or assignment of property whether subject to any special trust or not for any one or more of the objects of the Company.
- (j) Subject to Section 115(2)(b) and (3) of the Companies Ordinance to acquire by purchase or otherwise any lands, buildings, easements or property which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company.
- (k) To manage, improve and maintain all or any part of the buildings, easements and property of the Company, and to demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either together with or in portions, and for such considerations as the Company may think fit, and, in particular for shares, debentures or securities of any company purchasing the same.
- (l) To hire and employ all classes of persons necessary for the purposes of the Company and to pay to them and to other persons in return for services rendered to the Company salaries, wages, gratuities and pensions.
- (m) To establish, promote or assist in establishing or promoting, and to subscribe to or become a member of or affiliate or amalgamate with, any other bodies whose objects are similar or in part similar to the objects of the Company or the establishment or promotion of which may be beneficial to the Company. *Provided that* none of the funds of the Company shall be paid to any institution which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of Article 80 hereof.
- (n) To support and subscribe to any charitable or public body and any institution or society

which may be for the benefit of the Company or its employees, to give pensions, gratuities or charitable aid to any person who may have served the Company, or to the wife, widow, children or other relatives of such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.

- (o) To invest and deal with the moneys of the Company not immediately required, upon such security and in such manner as may from time to time be determined.
- (p) To borrow and raise money and give security for any of the above purposes by the issue of or upon bonds, debentures, debenture stocks, bills of exchange, promissory notes or other obligations or securities of the Company or by sale or by mortgage or charge upon all or any part of the property of the Company.
- (q) To lend or advance money on the security of land, building or leasehold premises or upon such other securities or otherwise in such manner as may from time to time be determined.
- (r) To open and operate a banking account or accounts with any bank or banks for the purposes of the Company, and for such purposes to make, give, accept, indorse, transpire, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the intention is that objects specified in each sub-section of this Article shall, except where otherwise expressed in such sub-section, be in no wise limited or restricted by reference to or inference from the term of any other sub-section or the name of the Company and that in the event of any ambiguity this Article shall be construed in such a way as to widen and not to restrict the power of the Company.

Provided that:—

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Company shall not extend to the regulation of relations between worker and employers or organisations of workers and organisations of employers.

And subject to the Companies Ordinance and these Articles, the business and affairs of the Company are managed by the Committee, who may exercise all the powers of the Company in order to promote any of the objects specified in this Article but not otherwise.

46. If a Committee or sub-committee member is directly or indirectly interested in any transaction, arrangement or contract with the Company, she is required to declare the nature of her interest in manner required by Sections 536 to 538 of the Companies Ordinance. A member of the Committee or sub-committee shall not vote in respect of any transaction, arrangement or contract in which she is interested or any matter arising thereout, and if she does so vote her vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

Disqualification of Members of the Committee or sub-committee

47. The office of a member of the Committee or sub-committee shall be vacated, if such member of the Committee or sub-committee:-
- (a) becomes bankrupt or makes any arrangement or composition with the person's creditors generally; or
 - (b) ceases to be a member of the Committee under the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or is prohibited from being a director by law; or
 - (c) becomes a mentally incapacitated person; or
 - (d) resigns her office by notice in writing to the Company in accordance with Section 464(5) of the Companies Ordinance; or
 - (e) fails to declare her interest in a contract referred to in Article 46 above.

Rotation of Members of the Committee

48. A member of the Committee duly appointed by ordinary resolution of the Company shall hold office for a term of two (2) years.
49. Subject to the provision of Article 39 a retiring member of the Committee shall be eligible for re-election.
50. The Company may from time to time in general meeting increase or reduce the number of members of the Committee, and may also increase or decrease the number of Committee members that are subject to rotation and re-election.
51. (a) Any casual vacancy occurring in the Committee may be filled up by the members of the Company on the invitation of the Committee.
- (b) The term of office of the Committee member so appointed under sub-paragraph (a) shall be no longer than the term of the Committee members current at the time of her casual appointment and shall be subject to re-election at the same time as the current Committee members.
52. The Company may by ordinary resolution remove any member of the Committee before the expiration of her period of office, and may (but shall not be obliged to) by an ordinary resolution appoint another person in her stead.
53. The Committee may by a majority of the votes of the members present remove any member of a sub-committee before the expiration of her period of office, and may (but shall not be obliged to) by appoint another person in her stead.

Proceedings of the Committee and of any sub-committee

54. The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
55. A Committee member may, and the Honorary Secretary on the requisition of a Committee member shall, at any time summon a meeting of the Committee.

56. The quorum necessary for the transaction of business of the Committee may be fixed by the Committee, and unless so fixed shall be no less than one-fourth (1/4) of the number of the members of the Committee for the time being.
57. The continuing Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles of the Company as the necessary quorum of the Committee, the continuing Committee members may act for the purpose of increasing the number of Committee members to that number, or of summoning a general meeting of the Company, but for no other purpose.
58. The Chairman or in her absence the President shall preside as chairman at every meeting of the Committee but if at any meeting the Chairman or the President is not present within twenty (20) minutes after the time appointed for holding the same, the Chairman of the Joint Management Committee for Centres for the Elderly shall act as chairman of the meeting, failing which, the chairman of the remaining elderly centre shall act as chairman of the meeting. If none of the aforementioned persons are present within twenty (20) minutes after the time appointed for holding the meeting, then any one of the Vice-Chairmen may act as chairman of the meeting.
59. The Committee may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Committee.
60. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within twenty (20) minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of their number to be chairman of the meeting.
61. A sub-committee may meet and adjourn as it thinks proper. The quorum necessary for the transaction of business of a sub-committee may be fixed by the sub-committee, and unless so fixed shall be no less than one-fourth (1/4) of the number of the members of the sub-committee for the time being. Questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman of the sub-committee concerned shall have a second or casting vote.
62. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a Committee or sub-committee member (as applicable), shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member(s) of the Committee or sub-committee (as applicable) or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee (or sub-committee) member (as applicable).
63. A sub-committee shall have power at any time, and from time to time, to appoint a person as an additional member of the sub-committee; such person to be appointed among members of the Company.

Provided that the decision of the sub-committee is of an advisory matter, it has no effect until it has been sanctioned by a resolution of the Committee.

School Management Committee

64. The Committee shall in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Company a management committee. Subject to the provisions of the Education Ordinance, the members of the school management committee may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office.
65. Nominees of a school management committee shall make application to the Permanent Secretary for Education for registration as managers under the Education Ordinance.
66. Subject to the provisions of the Education Ordinance, the Committee may remove or dismiss a member of a school management committee from office. The Supervisor of a school shall, within one (1) month, give notice in writing to the Permanent Secretary for Education if any member ceases to be a manager of the school.
67. The Committee or the school management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the Education Ordinance.
68. A member of a management committee may be but need not necessarily be a member of the Committee.
69. It shall be the special responsibility of a school management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.

Management Committee

70. The Committee shall nominate for each hostel, training and recreational centre, youth centre, youth counselling centre, library, club, hospital, clinic, nursery, and dispensary and station established or carried on by the Company a management committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office.
71. The Committee may remove or dismiss a member of a management committee from office and shall nominate another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired.
72. A member of a management committee may be but need not necessarily be a member of the Committee.

The Seal

73. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of the Chairman or one of the Vice-Chairmen, and a member of the Committee as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Accounts

74. The Committee must keep accounting records that:

- (a) comply with Subdivision 2 of Division 4 of Part 9 of the Companies Ordinance; and
 - (b) enable the members of the Committee to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Companies Ordinance.
75. The accounting records shall be kept by the Honorary Treasurer at the Office or, subject to the provisions of the Ordinance, at such other place or places as the Committee think fit, and shall always be open to the inspection of the members of the Committee.
76. The Committee shall from time to time determine whether and to what extent and at what time and under what conditions or regulations the accounting records of the Company 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 of the accounting records or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting.
77. The Committee shall from time to time in accordance with the provisions of the Companies Ordinance, cause to be prepared and to be laid before the Company in annual general meeting the reporting documents as are required by the Companies Ordinance.
78. Sufficient accounting records shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with these Articles for the time being in force, shall be open to the inspection of the members. Once at least in every financial year the accounts of the Company shall be examined and the correctness of the financial statements ascertained by one or more authorised Auditor or Auditors.
79. A copy of the reporting documents which is to be laid before the Company in annual general meeting shall not less than twenty-one (21) days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Company.
80. (1) The income and property of the Company shall be applied solely towards the promotion of the objects as set out in these Articles.
- (2) No member of the Committee or sub-committee shall be appointed to any salaried office of the Company, or any office of the Company paid by fee.
- (3) Subject to sub-article (4), none of the income or property of the Company may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member, and no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Committee or sub-committee.
- (4) The requirement under sub-article (3) above does not prevent the payment by the Company:
- (a) of reasonable and proper remuneration to any officer or servant of the Company, or to a member for any goods or services actually supplied by him or her to the Company;
 - (b) of reimbursement to a member or a member of the Committee or sub-committee for out-of-pocket expenses properly incurred by him or her for the Company;

- (c) of interest on money lent by a member or a member of the Committee or sub-committee to the Company at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (d) of rent to a member or a member of the Committee or sub-committee for premises let by him or her to the Company; *provided that* the amount of the rent and the other terms of the lease must be reasonable and proper; and such member or member of the Committee or sub-committee must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member or a member of the Committee or sub-committee 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) No person shall be bound to account for any benefit he or she may receive in respect of any payment properly paid in accordance with sub-article (4) above.

Audit

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

Notices

82. A notice may be given by the Company to any member either personally or by sending it by post to her registered address, or (if she has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by her to the Company for the giving of notices to her, or by advertisement in one daily newspaper published in Hong Kong in the Chinese language or by electronic mail to an address provided by the member.
83. 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 at the expiration of twenty-four (24) hours after the letter containing the same was posted. A notice appearing in the press shall be deemed to have been effected on the day the advertisement appears. A notice sent by electronic mail shall be deemed received on the date of despatch.
84. Notice of every general meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no registered address within Hong Kong) have not supplied to the Company an address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

Indemnity

85. (a) Every member of the Committee or sub-committee, or other officer or employee of the Company (each an "Indemnitee") may be indemnified by the Company out of the assets of the Company against any liability incurred by such Indemnitee to a person other than the Company or an associated company in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or associated company (as the case may be) and it shall be the duty of the Committee, out of the funds of the

Company, to pay all costs, losses and expenses which any such Indemnatee may incur or become liable for by reason of any contract entered into, or act or deed done by her as such member of the Committee or sub-committee, officer or employee or in any way in the discharge of her duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

- (b) Sub-paragraph (a) above only applies if the indemnity does not cover:
 - i. any liability of the Indemnatee to pay (A) a fine imposed in criminal proceedings; or (b) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - ii. any liability incurred by the Indemnatee (A) in defending criminal proceedings in which the Indemnatee is convicted; (B) in defending civil proceedings brought by the Company or an associated company, in which judgment is given against the Indemnatee; (C) in defending civil proceedings brought on behalf of the Company by a member or of an associated company, in which judgment is given against the Indemnatee; (D) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Indemnatee; or (E) in connection with an application for relief under section 903 or 904 of the Companies Ordinance in which the Court refuses to grant the Indemnatee relief.
- (c) A reference in sub-paragraph (b) above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (d) For the purposes of sub-paragraph (c), a conviction, judgment or refusal of relief:
 - i. if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - ii. if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (e) For the purposes of sub-paragraph (d)(ii), an appeal is disposed of if:
 - i. it is determined, and the period for bringing any further appeal has ended; or
 - ii. it is abandoned or otherwise ceases to have effect.

Winding-up

- 86. If on the winding up of this Company there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which institution or institutions shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on this Company by virtue of Article 80 hereof and this Article, such institution or institutions to be determined by the members of this Company before the time of dissolution and in default thereof by such Judge of the High Court of Hong Kong as may have or may acquire jurisdiction in the matter, and in so far as effect cannot be given to the aforesaid provisions then to some charitable object.
- 87. Articles 4 and 80 contain conditions on which a licence was granted to the Company in pursuance of Section 21 of the former Companies Ordinance and pursuant to section 5 of Schedule 11 to the Companies Ordinance, such Licence is regarded as a licence granted under section 103 of for the purposes of the said Ordinance.

88. The Company shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Names, Addresses and Descriptions of Subscribers

(*Sd.*) 李何笑琼 (LEE HO SIU KING)

Married Woman.

(*Sd.*) 彭張翠華 (PANG CHEUNG CHUI WAH)

Married Woman.

(*Sd.*) 沈黃妙琼 (SHAM WONG MIU KING)

Married Woman.

(*Sd.*) 楊林安妮 (ANNIE LAM YOUNG)

Director.

(*Sd.*) 馮李佩瑤 (FUNG LEE PUI YIU)

Married Woman.

(*Sd.*) 張楊棣芬 (CHEUNG YEUNG TAI FAN)

Teacher.

(*Sd.*) 陳鄭潔雲 (CHAN CHENG KIT WAN)

Married Woman.

Dated this 4th day of October, 1958.

WITNESS to the above signatures:

(*Sd.*) P. C. Woo,
Solicitor;
Hong Kong.