

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and Not having a Share Capital

Memorandum of Association of

THE HONG KONG UNIVERSITY OF SCIENCE AND TECHNOLOGY
ALUMNI ASSOCIATION LIMITED

(香港科技大學校友會有限公司)

Memorandum of Association

1. The name of the Company is “THE HONG KONG UNIVERSITY OF SCIENCE AND TECHNOLOGY ALUMNI ASSOCIATION LIMITED (香港科技大學校友會)” (herein called “the Association”)
2. The registered office of the Association will be situated in the Hong Kong Special Administrative Region of The People’s Republic of China (hereinafter called the “the Hong Kong SAR”).
3. The objects for which the Association is established are:-
 - a) To gather the past, present and future students, graduates and teaching and administrative staff of The Hong Kong University of Science and Technology (香港科技大學) (“the University”) for promotion and support the principles and objectives of the University.
 - b) To promote education by such means as the Association may think fit and in particular by the conducting of non-profit making lectures, seminars, conferences, classes, exhibitions, meetings and gatherings all calculated directly to advance education.
 - c) To enhance, assist and participate in such activities as the Association may think fit for, and to contribute the expertise of members of the Association (“the Members”) to serving, the University and the Hong Kong community at large.
 - d) To purchase, take on lease, hire or otherwise acquire in Hong Kong or elsewhere real or personal property or any rights or interests therein for effectuating any of its objects, and in particular any lands, houses, patents, concessions, copyrights, licences, stocks, material or property of any description and to work, use, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Association, including, in respect of any patent, or patent rights belonging to the Association, the grant of licences or authorities to any person, corporation or company to work the same.
 - e) To open and operate banking account or accounts with any bank or banks for the objects of the Association and for such objects, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
 - f) To raise money by subscription or other lawful means for the promotion of

quality education generally and for the objects set out in this Clause or any of them.

- g) To procure contributions to the Association and to accept donations, gifts and endowments of money, lands, hereditaments, stocks, funds, shares, securities and rebates, commission and any other assets whatsoever for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided and either subject to or not subject to any special trusts or conditions.
- h) In furtherance of the objects of the Association but not otherwise, to improve, manage, utilize, develop, grant rights or privileges in respect of, or otherwise deal with, all of any land within Hong Kong or elsewhere acquired by the Association, or in which the Association is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fit up and improve buildings, roads and conveniences, and to plant, pave, drain, maintain, let on building lease or building agreement and such land and enter into contracts and agreements of all kinds with builders and tenants of and others interested in any such land.
- i) To prepare, print and publish any non-profit-making periodicals, books, circulars, leaflets or other literature for the promotion of the objects of the Association and to distribute among its Members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- j) To enter into agreements with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authorities all rights, concessions and privileges that are conducive to the Association's objects or any of them.
- k) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other association or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may further the objects of the Association and provided that such associations and clubs shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof.
- l) Subject to Clause 5 hereof, to engage, hire and employ all classes of persons considered necessary for the objects of the Association and to pay to them and other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
- m) To support and subscribe to any charitable or public body and any institution,

society or club similar to the Association provided that the charitable body, institution, society or club shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, and subject to Clause 5 hereof, to give pensions, gratuities or charitable aid to any persons who have served the Association, or to the wife, widow, children or other relatives of any such person.

- n) To make payments towards insurance and to form and contribute to provident funds and welfare funds for any persons who serve the Association.
- o) To invest and deal with the monies of the Association not immediately required, upon such securities and in a reasonable and prudent manner as may from time to time be determined by the Association.
- p) To receive money on deposit or loan and borrow or raise money in a reasonable and prudent manner as the Association shall think fit, and in particular by the issue of debentures, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or in lieu upon all or any of the property or assets of the Association (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Association.
- q) To repay or refund to persons who have advanced or subscribed money in connection with the promotion, formation and incorporation of the Association as aforesaid the amount of money so advanced or subscribed by them.
- r) To establish branches, agencies and/or local boards in any place in Hong Kong and elsewhere abroad as the Association may from time to time think fit and to regulate, direct and discontinue, dispose of, or otherwise deal with the same as are expedient.
- s) To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.
- t) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the objects set out above. The objects specified in each paragraph of this Clause shall unless otherwise expressed be independent main objects and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Association.
- u) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

4. The Association shall be a non-profit making and non-political body.

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by ways of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association not being a member of the governing body of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding at any time the prime lending rate on money lent, or reasonable and proper rent for premises demised or let by any Member to the Association but so that no member of the governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the governing body except repayment of out-of-pocket expenses and interest at abovementioned rate on money lent or reasonable and proper rent for premises demised or let.
6. The liability of the Members is limited.
7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten Hong Kong dollars (HK\$10.00).
8. If upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association; but shall be given or transferred to The Hong Kong University of Science and Technology to be used solely for education purposes or to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 above, such institution or institutions to be determined by the members

of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of 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. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for time being in force, shall be open to the inspection of the Members of the Association. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

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

Names, Addresses and Descriptions of Subscribers:

1. LAM Yat Fung Alvin

26th Floor, Jervois Street, Sheung Wan, Hong Kong

(Group Chief Executive Officer)

Signature:

2. HUI Chun Cheung

Room 5585, 5/F, The Hong Kong University of Science and Technology, Clear Water Bay, New Territories, Hong Kong

(Advisory Engineer)

Signature:

Dated

WITNESS to the above signatures:

TSANG Chi Keung

5th Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong
(Solicitor)

THE COMPANIES ORDINANCE (CHAPTER 32)

*Company Limited by Guarantee
and not having a share capital*

ARTICLES OF ASSOCIATION

OF

**THE HONG KONG UNIVERSITY
OF
SCIENCE AND TECHNOLOGY ALUMNI ASSOCIATION LIMITED**
香港科技大學校友會有限公司

PRELIMINARY

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

“the Association” means the Hong Kong University of Science and Technology Alumni Association Limited (香港科技大學校友會有限公司);

“Annual General Meeting” means the yearly general meeting of the Members of the Association including the First General Meeting of the members;

“Board of Directors” means the Board of Directors of the Association;

“Directors” means the Directors of the Association;

“Election Committee” means the Election Committee established pursuant to Article 33;

“Extraordinary General Meeting” means a general meeting of the Members of the Association specially summoned under the Articles of Association;

“General Meeting” means an Annual General Meeting or Extraordinary General Meeting;

“Members” means members of the Association;

“the Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;

“the President” means the President of the Association for the time being;

“the University” means the Hong Kong University of Science and Technology (香港科技大學).

“In writing” means written, printed or lithographed or partly one and partly other, and other methods of representing or reproducing words in a visible form.

Words denoting masculine gender include feminine and neuter genders whether the context shall so admit and words in the singular shall include the plural and vice versa.

2. These Articles shall be construed with reference to the provisions of the Ordinance, notwithstanding Article 1 above, terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The Association may, as endorsed by the President, accept the affiliation of other Alumni Associations given the establishment of such Alumni Association was formally endorsed by the University. As the Association has been officially authorized by the University to use its title in the name of the association, its affiliated alumni associations would be entitled to use its title in the name of the association.

COMMITTEE MEMBERS

5. For the purpose of registration, the number of the committee members of the

Association is declared not to exceed twenty five (25), but the Board of Directors may from time to time register an increase of committee members.

MEMBERSHIP

6. For the purpose of registration the Association is declared to consist of an unlimited number of Members.
7. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to memberships shall be Members of the Association.
8. Application for membership shall be made on the prescribed application form signed by the applicant and subject to the approval of the Board of Directors which may at its discretion approve or refuse any such application. The decision of the Board of Directors shall be final.
9. The following shall be categories of Membership:
 - a) Full Members
 - b) Associate Members
 - c) Honorary Members
 - d) Affiliated Members
10. Eligibility of Membership is set out as below:
 - a) Full Membership: All full-time or part-time graduates from a degree program, including undergraduate and postgraduate programs, in the University shall be eligible for Full Membership of the Association on payment of the prescribed fee.
 - b) Associate Membership: All current full-time staff and students who have registered for degree programs without completion shall be eligible for Associate Membership of the Association on payment of prescribed fee. The Associate Membership for current students shall expire upon graduation.
 - c) Honorary Membership: Honorary membership may be conferred by the General Meeting upon any person who, in the opinion of the General

Meeting, has rendered outstanding service to the Association or has distinguished himself by eminence in society.

- d) Affiliated Membership: All members of affiliated association shall be eligible for Affiliated Membership of the Association.
11. The rights or privileges of every Full Member of the Association are set out as below:
- a) Use the facilities provided by the Association;
 - b) Attend activities and functions arranged by the Association;
 - c) Vote and speak in general meetings;
 - d) Nominate, to second and to be nominated for election;
 - e) Make comments or complaints directly to the Board of Directors; and
 - f) Hold office as an office bearer or a member of the Board of Directors of the Association.
12. The obligations of every Full Member of the Association are set out as below:
- a) Be abided by the Memorandum and Articles of the Association;
 - b) Be abided by the resolutions passed in General Meetings;
 - c) Not act in any manner detrimental to the interest and welfare of the Association; and
 - d) Pay the prescribed membership fee to the Association.
13. The rights or privileges of every Associate Member of the Association are set out as below:
- a) Speak but not vote in General Meetings;
 - b) Participate in the functions of the Association and be abided by the rules and regulations governing those particular functions; and
 - c) Make comments or complaints directly to the Board of Directors of the Association
14. The obligations of every Associate Member of the Association are set out as below:
- a) Be abided by the Constitution of the Association;
 - b) Be abided by the resolutions passed in General Meetings; and
 - c) Not in any manner detrimental to the interest and welfare of the

- Association; and
- d) Pay the prescribed membership fee to the Association.
15. The rights or privileges of every Affiliated Member of the Association are set out as below:
- a) Participate in the functions of the Association and be subjected to rules and regulations governing those particular functions; and
 - b) Make comments or complaints directly to the Board of Directors.
16. The obligations of every Affiliated Member of the Association are set out as below:
- a) Be abided by the Constitution of the Association;
 - b) Be abided by the resolutions passed in General Meetings; and
 - c) Not any in any manner detrimental to the interest and welfare of the Association.
17. The rights or privileges of a Member shall be personal to himself; they shall not be transferable by his own act or operation of law and shall cease upon his death or upon his 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 Association all monies which at the time of his ceasing to be a Member shall be due from him to the Association.
18. The membership subscriptions payable by Members of the Association shall be such sum as the Board of Directors shall from time to time prescribe.
19. Membership subscriptions are not refundable and must be paid in such manners as stipulated in these Articles or as prescribed by the Board of Directors.
20. Members changing their place of residence or contact address shall give due notice to the Board of Directors and furnish it with an address to which notices and letters may be sent. All notices and letters sent by post or otherwise to such address (in default or notice of change of address) shall be considered as duly received by the Members.
21. Any Member desiring to withdraw its membership of the Association shall formally notify the Board of Directors in writing. Such Member shall cease to be a Member and his name shall be removed from the register of Members on the date prescribed in

such notice of withdrawal, or if no such date is specified, the date on which the notice of withdrawal is delivered to the office of the Association.

22. The Association shall, if so resolved at an extraordinary general meeting by no less than 5% of its Full Members, have power to suspend any Member who, in its opinion, has willfully refuse or neglect to comply with any of the provisions of the Memorandum and Articles or by-laws of the Association or acted or conducted in a way detrimental to the interests of the Association or the Members as a whole. The resolution of the extraordinary general meeting shall specify the period of suspension of the membership of the Member concerned and the conditions upon which its membership can be resumed. Any such Member of the intended resolution for the suspension of his Membership or his representatives duly appointed by him shall be given the opportunity to make a representation at the extraordinary general meeting at which such resolution is considered. The resolution of the Members at such Extraordinary General Meeting in such regard shall be final and conclusive.

PRESIDENT

23. The President of the Association shall be the President of the Board of Directors.

BOARD OF DIRECTORS

24. The Board of Directors shall be the governing body of the Association. It shall have the authority to do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Association and managing the business of the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these articles, required to be exercised by the association in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
25. The functions of the Board of Directors include:-
- a) To formulate and decide the annual plan and budget of the Association;
 - b) To decide all the administrative and financial policies of the Association;
 - c) To formulate the development programme of the Association;

- d) To decide the structure of the various functional sub-committees and appoint members of such sub-committees;
 - e) Subject to Clause 5 of the Memorandum of Association, to employ and supervise the staff of the Association and to decide their duties;
 - f) To sign all contracts on behalf of the Association;
 - g) To appoint delegates to represent the Association;
 - h) To appoint honorary Members of the Association;
 - i) To consider any other operation of the Association.
26. The Board of Directors of the Association shall consist of not less than two and not more than thirty members who shall be elected to the Board of Directors at general meetings, provided that the number of the first Directors and the names of the first Directors shall be determined in writing by the founder Members or a majority of them. The Directors of the Association must be graduates of the University.
27. The President shall appoint, among the Board of Directors, to hold the following positions:
- a) Deputy President
 - b) General Secretary
 - c) Treasurer
 - d) Vice-President(s)
 - e) Any other office-bearer as the Board of Directors shall from time and time think fit
(collectively, the “Officers”).
28. If the President’s appointment is terminated or left vacant for whatever reasons, the Deputy President shall automatically assume the vacated position of the President for the balance of the term of that President.
29. If the appointments of the Deputy President, the General Secretary, the Treasurer are terminated or left vacant for whatever reasons, such vacant positions shall be filled up by other Directors by the appointment of President for the balance of the respective term pursuant to the provisions in these Articles of Association.
30. For any Director whose appointment as an Officer is terminated for whatever reasons,

he may remain as a member of the Board of Directors until the expiry of his term of appointment as a Director.

31. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Resolutions made at the meeting shall be decided by a majority of votes and in case of equity of votes, the chairman of a Board meeting shall have a casting vote.
32. The President shall be the chairman of the Board meetings, provided that if the President is not present at a meeting within 10 minutes after the time appointed for holding the same, the Directors present may one of them to be the chairman of the meeting.
33. The quorum necessary for the Board meetings shall be not less than half of the total number of the Directors.
34. The Board of Directors shall cause minutes to be made in books provided for the purpose of:-
 - a) all appointment of officers made by the Board of Directors;
 - b) the names of the Directors present at each meeting of the Board of Directors;
and
 - c) all resolutions and proceedings at all meetings of the Association and of the Board of Directors.
35. The Board of Directors may delegate any of its powers to committees consisting of such Members as the Board of Directors may think fit; and the committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed by the Board of Directors.
36. Subject to Clause 5 of the Memorandum of Association, the Board of Directors may appoint any persons as servants of the Association from time to time at such remuneration and upon such conditions as it shall think fit, and any person appointed under the provisions of this Article may be removed from office by resolution passed by the Board of Directors.
37. A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

TERM OF OFFICE

38. The term of the Board of Directors of the Association shall commence at the conclusion of the Annual General Meeting approving the appointment of the Directors and expire at the conclusion of the second Annual General Meeting after such Annual General Meeting approving their appointments.

ELECTION AND REMOVAL OF PRESIDENT AND DIRECTORS

39. A retiring Director whose term of office will expire at the conclusion of the forthcoming Annual General Meeting shall be eligible for re-election at such forthcoming Annual General Meeting.
40. The President may serve as President of the Association for not more than two consecutive terms.
41. Nominations of candidates shall be submitted in the month of October of the year in which the term of the Board of Directors expires. Nominations shall be made only on official forms as prescribed by the Association, and shall be properly filled in and deposited at the registered office of the Association. A Member shall be entitled to nominate any other Member as a candidate for election for a Director.
42. The Board of Directors may, at their option, convene an Extraordinary General Meeting to elect persons to fill any vacancy in the Board of Directors or appoint any additional Director. Any person so elected or appointed has the same term of office as the other existing Directors appointed at an Annual General Meeting.
43. The Association may by extraordinary resolution (representing 75% of the votes of the Members who are present and vote at the General Meeting) at a General Meeting remove any Director before the expiration of his term of office. Any such Director of the intended resolution for the removal of his Directorship or his representatives duly appointed by him shall be given the opportunity to make a representation at the General Meeting at which such resolution is considered. The resolution of the Members at such General Meeting in such regard shall be final and conclusive.

44. The office of director shall be vacated if the director-
- a) without the consent of the company in general meeting holds any other office of profit under the company; or
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - c) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance; or
 - d) becomes of unsound mind; or
 - e) resigns his office by notice in writing to the company given in accordance with section 157D(3)(a) of the Ordinance; or
 - f) shall for more than 6 months have been absent without permission of the directors from meetings of the directors held during that period; or
 - g) is directly or indirectly interested in any contract (being a contract of significance in relation to the company's business) with the company and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

DUTIES OF THE OFFICERS

45. The President shall represent the Association and guide the affairs of the Association in accordance with the Articles of Association.
46. The Deputy President shall assist the President in the performance of his duties.
47. The General Secretary shall be required to keep an accurate record of the proceedings of the Association and the Board of Directors. He shall keep the register of members of the Association and give notices of all meetings of the Association to the Board of Directors and Members.
48. The Treasurer shall direct the collection of subscription, the payment of expense and the preparation of income and expenditure accounts and the balance sheet and present all these accounts of the Association to the Board of Directors for inspection and approval at the Board of Directors Meeting.

GENERAL MEETINGS

49. The Association shall in each year hold a general meeting as its annual general meeting

at such time and place as may be prescribed by the Board of Directors 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 Association and that of the next, provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, the Association need not hold an annual general meeting in the year of its incorporation or in the following year.

50. The business of the annual general meeting of each year shall include:
- a) Adoption of the minutes of the previous meeting;
 - b) Report of the President for the year;
 - c) Report of the General Secretary for the year;
 - d) Presentation of the audited accounts for the year by the Treasurer; and
 - e) Election of Directors or confirmation of the appointment of any Directors who were appointed to fill up casual vacancies, if applicable.

EXTRAORDINARY GENERAL MEETING

51. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting.

If there is a requisition signed by 5% of Full Members, an Extraordinary General Meeting shall be convened by the President of the Association within four weeks after the requisition, or in default, may be convened by such requisitionists.

NOTICE OF GENERAL MEETINGS

52. Notice in writing of a General Meeting shall be given to all Members not less than 21 days before the meeting (exclusive of the day on which the notice is served or deemed to be served) is due to take place and such notice shall include:
- a) The agenda for the meeting;
 - b) The place, date and time of the meeting;
 - c) Full details of any special resolutions; and
 - d) Any information which the Members may find useful for the effective proceeding of the meeting.

53. The non-receipt of such notice by any Member or the accidental omission to give notice to any Member shall not invalidate the proceedings of any General Meeting.

QUORUM OF GENERAL MEETINGS

54. 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 herein otherwise provided, either (i) one-third of the total Members, or (ii) twelve Members who are present, whichever is the smaller number, shall be a quorum.

PROCEEDINGS AT GENERAL MEETING

55. Proceedings at General Meetings are set out as below:
- a) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present at the meeting, it shall stand adjourned to a day within one month at such time and place as the Board of Directors may determine.
 - b) The President of the Board of Directors or failing him, any other Director as authorised by the Board of Directors shall act as chairman of the General Meeting.
 - c) At any General Meeting, unless otherwise stated in the notice or required by law, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the chairman or by at least [five] Members present in person, and shall be passed if supported by a simple majority of votes. Unless a poll be so demanded, a declaration by the chairman of the General 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 containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - d) A decision of Board of Directors at a general meeting shall be passed by a

simple majority vote in favour. Voting on matters other than election of members of the Board of Directors may be conducted in one of the following manners as determined by the President:-

- i) Show of hands at the general meeting at which the vote is taken;
 - ii) Secret ballot at the general meeting at which the vote is taken.
- e) In case of equality of votes the chairman of the meeting shall be entitled to a second of casting vote.
- f) Each member shall have only one vote in each voting.

THE SEAL

56. The Board of Directors shall provide for the safe custody of the seal of the Association which shall not be affixed to an instrument except by the authority of a resolution of the Board of Directors and in the presence of two Directors, who shall sign every instrument to which the seal of the Association is so affixed in their presence.

FINANCE

57. All cheques, promissory notes, draft bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
58. The funds of the Company shall not be used for any purpose other than those specified in the Memorandum of Association.
59. The Board of Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place and the assets and liabilities of the Association.
60. The financial year of the Association shall run from 1st July in one year to 30th June in the following year.

61. All moneys of the Association shall be deposited to the account of the Association to be opened at a bank approved by the Board of Directors and all payments that are certified as correct by the Board of Directors shall be made therefrom by cheque on such bank account signed by any two of the President, Deputy President, General Secretary and Treasurer.
62. The annual accounts of the Association presented by the Treasurer at the annual general meeting of each calendar year shall be audited by auditors of the Association appointed for the purpose at the preceding annual general meeting.

AUDIT

63. Auditors shall be appointed and their duties regulated in accordance with Section 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICE

64. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, if any, within Hong Kong Special Administrative Region supplied by him to the Company for the giving of notices to him. 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 same was posted.
65. As regards to those members who have no registered address in Hong Kong, a notice posted up in the office of the Company shall be deemed to be served on them at expiration of 24 hours after it is posted up.

AFFILIATION

66. All alumni clubs, associations whose objectives are consistent with the objectives of the Association and wish to be granted the use of the name of the Association shall apply for affiliation to the Association. The administration and finance of the affiliated associations or organizations shall be independent of the Association.

INDEMNITY

67. Every member of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal.

BY-LAWS

68. The Board of Directors may from time to time prescribe By-Laws for the regulation of conduct of Members and Directors of the Association and for the purpose of carrying into effect the provisions of the Memorandum and Articles of Association.
69. The By-laws to be prescribed by the Board of Directors and any amendment thereto shall be passed by a three-quarters majority of Directors present at the Board of Directors meeting considering the same.

ALTERNATION OF MEMORANDUM AND ARTICLES

70. No addition, alteration or amendment shall be made to or in the Memorandum of Association or these Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registry of Companies in writing and shall be drafted by the Board of Director and approved by two-third of the members in an Annual General meeting or Extraordinary General Meeting.

DISSOLUTION

71. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles and herein set out at length.

Names, Addresses and Descriptions of Signatories:

1. LAM Yat Fung Alvin
26th Floor, Jervois Street, Sheung Wan, Hong Kong
(Group Chief Executive Officer)
Signature:

2. HUI Chun Cheung
Room 5585, 5/F, The Hong Kong University of Science and Technology, Clear
Water Bay, New Territories, Hong Kong
(Advisory Engineer)
Signature:

Dated the day of
WITNESS to the above signatures:

TSANG Chi Keung
5th Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong
(Solicitor)