

*Company Limited by Guarantee*

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**ARTICLES OF ASSOCIATION**  
(Reprinted inclusive of amendments passed by Special Resolution on  
13 October 2015)

**OF**

**KELLETT SCHOOL ASSOCIATION LIMITED**  
(Name changed on 24th January, 1978)

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**Preliminary**

1. No regulations contained in Schedule 3 to the Companies (Model Articles) Notice (Cap.622H) apply to the Association.

**Interpretation**

2. In these Articles, unless the context otherwise requires, the words below shall have the meanings set opposite each of them respectively:

“Association” means Kellett School Association Limited.

“Board” means the Board of Governors of the Association.

“Bursar” means the Director of Finance & Operations and Secretary of the Association.

“Chairman” means Chairman of the Board as may be appointed from time to time.

“Education Ordinance” means the Education Ordinance (Cap.279) as amended from time to time.

“Governor” means a member of the Board who shall be deemed to be a 'director' of the Association for the purpose of the Ordinance.

“Hong Kong” means Hong Kong Special Administrative Region of the People's Republic of China.

"Management Committee" means the management committee established pursuant to Article 75.

“Members” means Members of the Association.

“month” means calendar month.

“Office” means the registered office of the Association.

“Ordinance” means the Companies Ordinance (Cap.622) of the Laws of Hong Kong including the related subsidiary legislation as amended from time to time.

“Principal” means the principal appointed by the Board to act as chief executive of the Association.

“Register of Members” means the register of Members to be kept pursuant to the Ordinance.

“Seal” means the common seal of the Association.

“these Articles” means these Articles of Association and the regulations of the Association from time to time in force.

References to “in writing” means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a legible form by any method or combination of methods, whether sent or supplied by electronic means or in electronic form.

References to “school” or “schools” mean the schools operated by the Association notwithstanding that they might be separately registered under the Education Ordinance.

Words importing the singular number shall include the plural number and vice versa; words importing the masculine gender shall include the feminine gender and vice versa; and words importing persons shall include corporations.

Subject as aforesaid, these Articles shall be construed with reference to the provisions of the Ordinance, and terms used in these Articles, unless otherwise expressly stated, shall be taken as having the same respective meanings as they have when used in the Ordinance.

### **Company Name**

3. The name of the Company (hereinafter called “the Association”) is “**KELLETT SCHOOL ASSOCIATION LIMITED**”.

### **Objects**

4. The objects for which the Association is established are:-
  - a. To carry on a non-profit making kindergarten, primary and/or secondary school or schools in Hong Kong.

- b. To promote the education of English speaking children in Hong Kong at kindergarten, primary and/or secondary levels.
- c. To purchase, take on lease, to hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein which the Association thinks necessary for effectuating any of its objects and to work, use, maintain and improve to sell, let, surrender, mortgage, charges, dispose of or otherwise deal with the same or any other property of the Association.
- d. To hire, occupy, equip and operate any buildings of any kind in Hong Kong or elsewhere which may be deemed by the Association useful or likely to benefit either directly or indirectly the interests of the Association or otherwise to further the objects of the Association in every way.
- e. To purchase, take on lease, hire or otherwise acquire in any way equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description necessary to enable the Association to fulfil its objects and to sell or otherwise dispose of the same.
- f. Subject to Article 5 to employ teachers, managers and other staff upon such terms as the Association shall deem necessary.
- g. On a non-profit making basis to prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Association and its Members and others interested in the objects of the Association and to distribute among its Members and others information on all matters affecting the said objects and in these or other activities to undertake the duties of advertising and publicity agents.
- h. To promote and hold either alone or in conjunction with any other corporation or association, club or person any competition, meeting, exhibition or performance of any kind with a view to furthering the Association's objects and the raising of money for the purposes of the Association and to offer, give, contribute to and distribute prizes, awards and bonuses in connection therewith and to promote, give, hold or support dinners, balls, meetings, concerts and entertainments of all kinds for the purposes aforesaid.
- i. To make known by way of advertisement or in any other way the objects of the Association or any analogous activities, courses or projects which the Association may desire to sponsor or support.
- j. To establish, promote, maintain and manage any club, association, society or other organisation for the purposes of or in connection with the objects of the Association.

- k. To account for and receive subscriptions and other contributions towards the cost of the activities of the Association and generally to raise money for the objects of the Association.
- l. To enter into any arrangements or contracts with any Governments or authorities, municipal, local or otherwise or with any person or company that is conducive to the objects of the Association or any of them and to obtain from any such Government or authority, person or company any rights, privileges and concessions which the Association thinks desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- m. To obtain any order in Council, enactment or Ordinance for enabling the Association to carry out any of its objects for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests.
- n. To establish, promote, or assist in establishing or promoting, to subscribe to or become a member of, to support or enter into partnership with, any charitable association or company whose objects are similar or in any part similar to the objects of the Association and whose memoranda of association contain similar restrictions on the distribution of assets as are contained in Articles 5 and 8 hereof or the establishment or the promotion of which may be beneficial to the Association, and to advance or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- o. To support and subscribe to any charitable or public body and any institution, society or club which is conducive for furthering the objects of the Association and provided that none of the funds of the Association shall subscribe to any institution, society or club which does not 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 Article 5; and subject to Article 5 hereof, to give pensions or gratuities to any persons employed or who may have been employed by the Association or to the wife, widow, children or other dependents of any such employee or former employee of the Association; to make payments towards insurance; and to form and contribute provident and benefit funds for the benefit of any such person.
- p. To invest and deal with the moneys of the Association not immediately required for its objects upon such investments, property or securities and in proper and prudent manner as is from time to time determined by the Association.
- q. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as is thought expedient for the promotion of its objects.

- r. To receive money on loan and borrow or raise money in such manner as the Association shall think fit for the objects of the Association and in particular by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien 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 or any employee of the Association of any obligation undertaken by the Association or any such employee as the case may be.
  - s. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others where such corporations, firms, syndicates, associations, individuals and others are charitable organisations with objects similar to those of the Association and whose articles of association contain similar restrictions on the distribution of assets as are contained in Articles 5 and 8 hereof and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.
  - t. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.
  - u. To do all such lawful things as are incidental or conducive to the above objects or any of them.
5. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as are herein specified and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its Members provided nevertheless that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association or any Member thereof in return for any services actually rendered to the Association nor prevent the payment of interest at the rate not exceeding two per cent (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 or reasonable and proper rent for the premises demised or let by any Member to the Association provided that the amount of rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; but so that no Governor or member of 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 elected member of such Board or member of governing body of the Association except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member of that corporate body and in which such member of that corporate body shall not hold more than one hundredth part of the capital or control more than one hundredth part of its votes, and subject to Article 71 of these Articles,

such member of that corporate body shall not be bound to account for any share of profits he may receive in respect of any such payment.

### **Liabilities or Contributions of Members of Limited Company**

6. The liability of the Members is limited.
7. Every Member undertakes to contribute to the assets of the Association in the event of its being wound up whilst he is a Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceased to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributors amongst themselves such amount as may be required not exceeding HK\$10.00.

### **Winding Up**

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of its debts and liabilities, any property whatsoever, the net assets shall not be paid to or distributed among the Members but shall be given or transferred 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 Article 5 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by a judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds and if and so far as effects cannot be given to the aforesaid provisions then to some charitable objects.

True account shall be kept the sums of money received and expended by the Association and 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 these Articles and the by-laws of the Association for the time being in force shall be open to the inspection of the Members. 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.

### **Operation of School(s)**

9. The Association shall use its best endeavors to ensure that all school(s) managed by itself or under its direct or indirect supervision are operated in all respects to the full satisfaction of the Permanent Secretary for Education and in the best interest of the students, including but not limited to ensuring compliance with the applicable legislation and such other requirements as specified from time to time by the Permanent Secretary for Education.

### **No Alteration**

10. No addition, alteration, or amendment shall be made to or in these Articles for the time being in force, unless such addition, alteration or amendment has previously

been 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 Ordinance.

- 10A. The Association 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.

### **Members**

11. For the purposes of registration the number of Members shall be no more than 1,500, but the Board may from time to time register an increase of Members.
12. The subscribers to these Articles and such other persons, corporations or other entities, including holders of debentures issued by the Association as the Board shall from time to time admit to membership, shall be the Members.
13. Every person desirous of being admitted to membership shall submit an application in such form as the Board may from time to time prescribe.
14. The Board shall have power to invite without application and without payment of any entrance fee or subscription as patrons of the Association, such individuals, companies, associations, partnerships or other entities as shall have contributed to the Association a sum of money in an amount to be fixed by the Board from time to time or property of equivalent value. A patron shall have none of the rights or liabilities of a Member hereunder but shall have such special rights as the Board shall from time to time appoint. Nothing herein contained shall prevent a patron from becoming a Member.
15. The Board shall have power to invite with or without application and without payment of any entrance fee or subscription persons of distinction as honorary patrons of the Association. Honorary patrons shall have none of the rights or liabilities of a Member hereunder but shall have such special rights as the Board shall from time to time appoint. Nothing herein contained shall prevent a honorary patron from becoming a Member.
16. The Board shall from time to time determine the requirements (if any) for membership of the Association and for the conditions of cessation of membership thereof and shall determine the entrance fees and subscriptions (if any) payable by Members.

### **General Meetings**

17. The Association shall hold a general meeting in respect of each financial year as its annual general meeting at such time and place as may be determined by the Board.
18. All meetings of Members are general meetings, including annual general meetings.

19. The Board may, whenever they think fit, convene a general meeting. The Board shall also be required to convene a general meeting in accordance with the Ordinance on requisition by Members representing at least 5% of the total voting rights of all Members entitled to vote; or if in default of the Governors, such Members who requested the meeting, or any of them representing more than one half of the voting rights of all of them may convene the meeting in the same manner as nearly as possible as that in which that meeting is required to be called by the Governors. If at any time there are not within Hong Kong sufficient Governors capable of acting to form a quorum, any Governor or any 2 Members who are entitled to attend and vote at a general meeting may convene a general meeting in the same manner as nearly as possible as that in which a meeting may be convened by the Governors.
20. Twenty-one days' notice in writing at the least of every annual general meeting and fourteen days' notice in writing at the least of every other general meeting, specifying the place and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting, the date and the hour of meeting, and the general nature of the business to be dealt with at that meeting, shall be given in the manner hereinafter mentioned to such persons as are under these Articles or under the Ordinance entitled to receive such notices from the Association. The notice convening an annual general meeting shall specify the meeting as such. The notice convening a meeting to move a resolution shall include notice of that resolution or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of that resolution. With the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those Members may think fit.
21. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings of or any business transacted at any meeting.
22. All Members shall be entitled to notice of and to be present and vote at meetings of the Association. The Association has the discretion of whether or not to send notice of meetings to Governors.
23. The Board may invite any person, association, corporation or partnership to attend any general meetings. Such person, association, corporation or partnership shall have none of the rights or liabilities of a Member.

### **Proceedings at General Meetings**

24. The business generally transacted at an annual general meeting may include the consideration of financial statements, and the reports of the Board, and of the auditors, the election of Governors in the place of those retiring, and the appointment of, and the fixing of the remuneration of auditors.
25. Attendance of any Member at any general meeting shall be by way of one of the following means: (i) attendance in person; or (ii) attendance via video conference or by other lawful electronic means and in such manner as may be agreed by the



Association in general meeting. For the avoidance of doubt, this shall not preclude the holding of any general meeting at which some Members attend in person and some Members attend via video conference or other lawful electronic means.

26. (a) Notwithstanding the statutory procedures in the Ordinance relating to passing of written resolution, the Association may also pass written resolution of Members if upon receipt of the written resolution circulated by the Governors, all eligible Members entitled to vote on the resolution signify agreement to the written resolution in accordance with Article 26(B).
  - (b) A Member who is eligible to vote signifies agreement to a written resolution contained in a document if he acts in accordance with the instructions specified on that document, or such other rules acceptable to the Governors or as the Governor may from time to time prescribe.
  - (c) The written resolution if passed in accordance with Article 26(A) shall deem to have been passed on the day when the last eligible Member has signed on, or otherwise signified agreement in accordance with Article 26(B) to, the written resolution.
  - (d) Nothing in this Article shall prohibit eligible Members to request circulation of written resolution in accordance with the Ordinance or discharge the Association of its duty to act on that request.
27. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten Members present in person or by proxy shall constitute a quorum.
  28. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall constitute a quorum.
  29. The Chairman, if any, shall preside as chairman at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, the members shall choose some Member of the Association who shall be present to preside at the meeting.
  30. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 10 days or more,

notice of the adjourned meeting shall be given in the same manner as that of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of 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, before or upon the declaration of the results of the show of hands, demanded by the Chairman or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing at least five percent of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book 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 the resolution.
32. Subject to the provisions of Article 33 hereof, if a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Association must record in the minutes of the meeting of the Association the result of the poll in accordance with the Ordinance.
33. A poll demanded on the election of a Chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken as the Chairman of the meeting directs. The demand for a poll may be withdrawn with the consent of the Chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
34. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
35. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **Votes of Members**

36. Subject as herein provided, every Member shall have one vote on a show of hands and on a vote on poll taken at a general meeting.
37. Save as herein expressly provided, no Member other than one duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question, either personally or by proxy, at any general meeting.
38. In the case of joint Members the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes

of the other joint Members; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

39. Votes may be given on a poll either personally or by proxy. A proxy does not need to be a Member. A proxy may not be elected to be the chairman of a general meeting
40. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
41. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office or at such other address as the Board may determine at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
42. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office or at such other address as the Board may determine before the commencement of the meeting at which the proxy is used by the chairman of the meeting.
43. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll by his Committee, curator bonis, or other person in nature of a Committee or curator bonis appointed by that Court, and any such Committee, curator bonis, or other person may, on a poll, vote by proxy.
44. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
45. Any instrument appointing a proxy may be in the following form or as near thereto as circumstances will admit.

#### **Kellett School Association Limited**

46. “I                    of                    a Member of the above named Association hereby appoint                    of                    and                    failing him,                    of                    to vote for me on my behalf at the annual or adjourned, (as the case may be) general meeting of the Association to be held on the                    day of                    , 20                    and at every adjournment thereof. As witness my hand 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.\**

### **Corporations acting by Representatives at Meetings**

47. Any corporation which is a Member may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation he represents as that corporation could exercise if it were an individual Member.

### **Governors**

48. (a) The number of Governors shall be fifteen, three of these Governors being ex officio as set out in (c) below.
- (b) Twelve of the Governors shall be Members, not employed by the Association, who are elected and subject to retirement as herein provided.
- (c) Three Governors shall be the persons from time to time holding the positions of the Principal, the Bursar and the Educational Advisor pursuant to Article 77(a), none of whom shall be subject to retirement by rotation. The Principal and the Bursar shall not be entitled to vote at Board meetings.
49. At each annual general meeting one-third of the elected Governors for the time being, or if their number is not a multiple of three, then the number nearest to one-third, shall retire from office.
50. The Governors to retire shall be those who have been longest in office since their last election or appointment. As between Governors of equal seniority, the Governors to retire shall, in the absence of agreement, be selected from among them by lot. The length of time a Governor has been in office shall be computed from his last election or appointment. A retiring Governor shall be eligible for re-election.
51. The Association may, at the meeting at which a Governor retires in the manner aforesaid, fill the vacated office by electing a person thereto, and in default the retiring Governor shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Governor shall have been put to the meeting and lost.
52. Apart from a Governor retiring at the meeting, no person shall be eligible for election to the Board of Governors at any meeting unless:
- a) they are recommended by the Board for election; or

b) they have, not less than ten days nor more than twenty-eight days prior to the date of the meeting at which the election is to take place, been proposed in writing by a Member duly qualified to be present and vote at such meeting which notice must be lodged at the registered office or given to the Secretary and be accompanied by a written notice of their willingness to be elected.

53. The Association may from time to time in general meeting increase or reduce the number of Governors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
54. Any casual vacancy occurring in the Board may be filled up by the Board but the person so chosen shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.
55. The Board shall have power at any time, and from time to time, subject to Article 48(a), to appoint a person as an additional Governor, who shall retire from office at the next following annual general meeting, but shall be eligible for election by the Association at that meeting as an additional Governor.
56. The Association may in general meeting remove any elected Governor before the expiration of his period of office, and appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.

### **Powers of the Board**

57. The operations of the Association (and in particular the operation of its schools) shall be managed by the Board who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulations made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
58. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Governors, the continuing Governors may act for the purpose of increasing the number of Governors to that number, or of summoning a general meeting of the Association, but for no other purpose.

## **Proceedings of the Board**

59. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it think fit, but in any event no less than two meetings of the Board shall be held during each school term. The Board may from time to time determine the quorum necessary for the transaction of business and unless otherwise determined, the quorum necessary for the transaction of the business of the Board shall be three when the number of Governors exceed three, or shall be two when the number of Governors does not exceed three. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote.
60. The Board may invite the heads of all senior and preparatory departments of the school operated by the Association to attend Board meetings, provided that they shall be required to absent themselves at any time when required to do so by the Board. For the avoidance of doubt, any persons invited shall not be entitled to vote at any Board meetings.
61. A Governor may, and on the request of a Governor the Secretary shall, at any time, summon a meeting of the Board by notice served upon all members of the Board. Notices may be sent by post or by electronic means.
62. The elected members of the Board shall from to time to time elect a Chairman from among their number, who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if any meeting the Chairman be not present within 15 minutes after the time appointed for holding the meeting and willing to preside, the elected Governors present shall choose one of their number to be Chairman of the meeting.
63. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vesting in the Board generally.
64. Meetings of the Board may be held by means of telephone conference, video conference or by such lawful electronic means and in such manner as may be agreed by the Governors.
65. The Board may delegate any of its powers to committees consisting of a chairman who shall be a Governor appointed for that purpose and such other person or persons whether Governors or Members or not as the Board shall think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

66. Without limiting the generality of Article 65, the Board shall establish the following committees, the roles and objectives of which shall be determined by the Board in a manner consistent with the provisions of this Article 66:
- a. Governance Committee, which will make recommendations to the Board regarding the persons to be recommended by the Board for election as Governors under Article 52 hereof. This committee will be chaired by a long-serving Governor. The other members of this committee will be the Chairman and three other Members (who need not be Governors) nominated by the Board.
  - b. Principal Evaluation Committee, which will evaluate and report to the Board on the performance of the Principal. This committee will consist of the Chairman (who shall act as chairperson of the committee), the Educational Advisor and one other Governor nominated by the Board.
  - c. Finance Committee, which will review and make recommendations to the Board regarding the Association's budgets and accounts and any other financial matters which may have a material effect on the Association. This committee will be chaired by a Governor with a financial background. The other members of the committee will be the Chairman and at least three other Members (who need not be Governors) nominated by the Board.
  - d. Development Committee, which will consider and make recommendations to the Board regarding actions that can be taken to strengthen the Association (financially and otherwise). This committee will be chaired by a Governor. The other members of the committee will consist of the Chairman and at least three other Members (who need not be Governors) nominated by the Board.
67. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Governor shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Governor.
68. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of all committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, shall be sufficient evidence without any further proof of the facts therein stated.
69. A resolution in writing signed or otherwise agreed by all the members of the Board for the time being or of such committee of the Board which is entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. A written notification of confirmation of such resolution in writing sent by a Governor shall be deemed to be his agreement to such resolution in writing

for the purposes of this Article. Such resolution in writing may consist of several documents, each signed by one or more Governors and shall deem to have been passed on the day when the last Governor has signed.

### **Disqualification of Governors**

70. The office of Governor shall be vacated, if a Governor:
- a. becomes bankrupt; or
  - b. becomes prohibited from being a Governor by reason of any order made under the relevant law; or
  - c. becomes of unsound mind; or
  - d. resigns his office by notice in writing to the Association; or
  - e. is directly or indirectly materially interested in any contract, arrangement or transaction (which is of significance in relation to the Association's operations) with the Association and fails to declare the nature and extent of his material interest in manner required by the Ordinance.
71. A Governor shall not vote in respect of any contract, arrangement or transaction in which he is materially interested directly or indirectly or any matter arising therefrom, and if he does so vote his vote shall not be counted. A reference herein to a contract, arrangement or transaction includes a proposed contract, arrangement or transaction.

### **Secretary**

72. Subject to Article 5, the Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board thinks fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

### **Registers**

73. The Association shall keep statutory registers as required by the Ordinance, including but not limited to:
- (a) a register of Governors in which there shall be entered the particulars required by the Ordinance in respect of the Governors and reserve Governors;
  - (b) a register of company secretaries in which there shall have been entered to it those particulars of the Secretary as required by the Ordinance; and
  - (c) a register of debenture holders in which there shall be entered the particulars required by the Ordinance in respect of the debenture holders;



and shall from time to time notify the Registrar of Companies of any change in the particulars contained in such registers as required by the Ordinance

### **The Seal**

74. The Board shall provide for safe custody of the Seal. The Seal shall only be used with the authority of a resolution of the Board and every instrument to which the Seal shall be affixed shall be signed by two Governors or any one Governor and the Secretary or such other person as the Governors may appoint for the purpose.

### **Management Committee**

75. (i) The day-to-day management of the schools carried on by the Association shall be vested in a Management Committee whose members shall consist of the Principal of the school (who shall serve as chairperson of that Committee) and the heads of all senior and preparatory departments of the schools, together with such other persons as the Board may appoint from time to time either for a fixed term or without limitation as to the period for which each of them is to hold office, and such nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.
- (ii) The Board may remove or dismiss a member of the Management Committee from office and any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the Board shall forthwith tender his resignation in writing to the Permanent Secretary for Education as a registered manager under the Education Ordinance.
- (iii) The Board shall nominate another member to replace a member of the 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 provisions of the Education Ordinance.
- (iv) A member of the Management Committee may be but need not necessarily be a Governor.
76. It shall be the special responsibility of the Management Committee to conduct the schools in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.

### **Supervisors**

77. (a) The Board may from time to time appoint or remove (by dismissal or otherwise) persons holding the following positions:-
- (i) the Principal of any school;
- (ii) the Bursar of any school; or

- (iii) any Educational Advisor.
- (b) The appointments of any of the positions in Article 77(a) shall be made upon and subject to such terms and conditions, including remuneration (except for the Educational Advisor who shall not be entitled at any time to receive any remuneration), as the Board from time to time thinks fit.
- (c)
  - (i) The Board shall with the agreement of the majority of the members of the Management Committee nominate a member of the Management Committee to be the supervisor of any school either for a fixed term or without any limitation as to the period for which he is to hold such office and thereupon the Management Committee shall recommend such person to the Permanent Secretary for Education for his approval in accordance with the Education Ordinance.
  - (ii) The Board may remove a supervisor from office and any supervisor so removed or whose term of office has expired and has not been renewed or extended by the Board shall tender forthwith his resignation in writing to the Permanent Secretary for Education as an approved supervisor under the Education Ordinance.
  - (iii) The Board with the agreement of the majority of the members of the Management Committee shall nominate another supervisor to replace one who has been removed or whose term of office has expired and thereupon the Management Committee shall recommend such person to the Permanent Secretary for Education for his approval in accordance with the Education Ordinance.

### **Accounting Records**

- 78. The Board shall cause proper accounting records to be kept with respect to:-
  - a. all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place;
  - b. all sales and purchases of goods by the Association; and
  - c. the assets and liabilities of the Association;
- 79. The Association may keep its accounting records in hard copy form or electronic form; and in such manner as the Board thinks fit. If the accounting records are kept by the Association otherwise than by making entries in a bound book, the Board must take adequate precautions to guard against falsification and take adequate steps to facilitate the discovery of a falsification.
- 80. The accounting records shall be kept at the Office, or, subject to the Ordinance, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Governors without charge.

81. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Members not being Governors, and no Member (not being a Governor) shall have any rights of inspecting any accounting records of the Association except as conferred by statute or authorised by the Board or the Association in general meeting.
82. The Board shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Association in its annual general meeting such reporting documents for each financial year.
83. The Association shall, in accordance with the Ordinance, send a copy of the reporting documents for the financial year which is to be laid before the Association in the annual general meeting not less than 21 days before the date of the meeting to every Member, every holder of debentures of the Association and to all other persons (not being Members or holders of debentures of the Association) who are eligible to receive notices of general meetings of the Association provided that this Article shall not require a copy of those documents to be sent to any Member or person of whose address the Association is not aware.

#### **Audit**

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

#### **Notices and Communications**

85. Any notice or other communication between the Association or any Member may be given personally or effected in writing or by any other means in the form of an electronic record at the recipient's postal or electronic address. A Member who (having no registered address in Hong Kong) has not supplied to the Association an address, or electronic address for the service of notices shall not be entitled to receive notices from the Association.
86. Any notice, document or information given or issued by or on behalf of the Association to another person shall,
  - (a) if sent or supplied by post, be regarded as being received by that other person on the second business day after the day on which the notice, document or information is sent or supplied, or otherwise in accordance with the Ordinance, and in proving such service it shall be sufficient to prove that the envelope containing the notice, document or information was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Governors that the envelope containing the notice, document or information was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;

- (b) if sent or supplied by electronic means, be regarded as being received by that other person at the time when the notice, document or information is sent or supplied or otherwise in accordance with the Ordinance; or
  - (c) if sent or supplied by hand, be regarded as being received by that other person at the time when the notice, document or information is delivered.
87. (a) The Association may provide an electronic address for the receipt of any document, information or notice. If such an electronic address is provided, the Association shall be deemed to have agreed that any such document, information or notice may be sent by electronic means to that address (subject to any limitation or condition specified by the Association when providing the address).
- (b) If any person is required by these Articles to send, deliver or supply any notice, document or information to the Association, such notice, document or information may only be sent in accordance with the provisions of these Articles. No person is deemed to have communicated to the Association unless the communication is permitted by these Articles notwithstanding that such communication is, or has been, made in accordance with the Ordinance.

### **Indemnity**

88. Subject to the Ordinance, every Governor, officer or other servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him as such Governor, officer or servant to a person other than the Association in connection with any negligence, default, breach of duty or trust relating to the Association.
89. Only in furtherance of the objects of the Association but not otherwise, the Association may purchase and maintain for any of the foregoing:-
- (a) insurance against any liability to the Association, an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Association or an associated company; and
  - (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Association or an associated company.
90. (a) Subject to the Ordinance, any permitted indemnity provision made by the Association under these Articles or the Ordinance to Governors or former Governors is subject to disclosure in the relevant Governors' report required under the Ordinance.
- (b) The Association shall keep, and made available for inspection by any Member, in its Office a copy, or document setting out the terms of any permitted indemnity provision in accordance with the Ordinance.