

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

ST. LOUIS OLD BOYS' ASSOCIATION LIMITED

(聖類斯同學會有限公司)

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1. The name of the Company is "ST. LOUIS OLD BOYS' ASSOCIATION LIMITED (聖類斯同學會有限公司) " (hereinafter referred to as "the Association")
 2. The Registered office of the Association will be situated in Hong Kong.
 3. The objects for which the Association is established are:-
 - 1) To take over as a going concern with its present assets and liabilities, the unincorporated Association known as "The St. Louis Old Boys' Association" (聖類斯鮑思高同學會) .
 - 2) To maintain, foster, promote and further friendship, unity, relationship, fellowship and better understanding among the past, present and future pupils and graduates of St. Louis School (hereinafter called "the Past Pupils").
 - 3) To maintain, foster, promote and further friendship, unity relationship, fellowship and better understanding between the Past Pupils of the one part and the Alma Mater of the other part.
 - 4) To promote religious, social, cultural, recreational, sporting and other activities for the general welfare of the members of the Association.
 - 5) To promote the advancement of education by such means as the Association may think fit and in particular by the provision of awards, scholarships, bursaries subsidies, allowances, research facilities and the conducting of lectures, seminars, classes and exhibitions.
 - 6) To establish, improve, take over, superintend, advise, support, maintain, operate, manage and carry on kindergartens, primary, secondary and/or vocational schools where children may obtain a sound education on free or moderate terms.
 - 7) To organise and hold classes, forums, lectures, discussions, debates, meetings, exhibitions, competitions, plays, film shows and entertainments calculated to advance education of all kinds or otherwise for attaining the aims of the Association.
 - 8) To employ and remunerate and from time to time dismiss and replace with others such clerks or servants or other employees as the Association may think fit and lawyers, accountants, surveyors or other

professional or non-professional advisers or consultants as may be considered expedient.

- 9) To support and subscribe to any charitable or public body, or any institution, society or club, and to give presents, gratuities, Christmas boxes or charitable aid to any persons including but not limited to persons who may have served the Association or have been connected with the Association's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association and to provide social services for the benefit of the community generally.
- 10) To sell, let on lease, exchange or otherwise dispose of all of the real and/or personal property of the Association or any part thereof or its rights, interests and privileges for such consideration as the Association may think fit.
- 11) To purchase, take on lease, hire or otherwise acquire in Hong Kong or elsewhere any estate, land, building, easement or other interest in real or personal property or any rights or interests therein, which the Association may think necessary or convenient for effectuating any of its objects, and in particular any lands, plantation, houses, flats, patents, concessions, copyrights, licences, stocks, materials or property of any description.
- 12) To develop, improve and utilize 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 any such land, and advance money to, enter into contracts and arrangements of all kinds with builders and tenants of and others interested in any such land.
- 13) To charter, sub-charter, take on charter or sub-charter, hire, purchase and deal with ships and other vessels of any class, motor vehicles or aircraft.
- 14) 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 and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- 15) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the objects of the Association.
- 16) To receive and accept donations, endowments and gifts of money, lands, hereditament, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any society or body whether incorporated or not carrying on work similar to any work for the time being carried on by the Association and to undertake all or any of the liabilities of any such other society or body.
- 17) To form execute undertake and administer any trust which may be lawfully undertaken by the Association and may be conducive to its objects.
- 18) To promote and hold, either solely or jointly with any other corporations, associations, clubs, or persons, meetings, competitions or any other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefor and to promote, give or support dinners, balls, concerts, tours and other entertainments.
- 19) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association provided that no subscription be paid to any such other association or club out of funds of the Association, except bona fide in furtherance of the objects of the Association.

- 20) To enter into arrangement with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authorities all rights, concessions and privileges that may seem conducive to the objects of the Association or any of them.
- 21) To invest and deal with the moneys of the Association not immediately required, upon such securities or other form of investment and in such manner as may from time to time be determined by the Association.
- 22) To receive money on deposit or loan and borrow or raise money in such manner as the Association shall think fit, and in particular by the issue of debentures, or debenture stock (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 other person or organization of any obligation undertaken by the Association or any other person or organization as the case may be.
- 23) To lend advance or donate money to such school, club, person, firm, body corporate on such terms as may seem expedient or otherwise for the furtherance of the objects of the Association.
- 24) 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, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- 25) To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Association to be established as aforesaid the amount of the money so advanced or subscribed by them.
- 26) To commence support or oppose as the case may be any actions or proceedings which are calculated directly or indirectly to benefit, or prejudice the interest of the Association.
- 27) To establish branches, agencies and/or local board 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 in such manner as may seem expedient.
- 28) To do all or any of the above things by or through agents or otherwise and either solely or jointly with others.
- 29) To organise activities and to participate in other activities which may seem to the Association capable of being conveniently carried on in connection with any of the above specified objects, or calculated directly or indirectly to enhance the interest of the Association.
- 30) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. 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 way 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 in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association, but so that no committee member of the Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any committee member 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 committee member may be member in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he

may receive in respect of any such payment.

5. The liability of the members is limited.

6. 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 the 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 Hong Kong Dollars Twenty.

7. If upon the 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 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this Clause, 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 Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

8. True accounts shall be kept of the sums of moneys 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 the 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.

THE COMPANIES ORDINANCE

A Company Limited by Guarantee and
not having a Share Capital

ARTICLES OF ASSOCIATION

OF

ST. LOUIS OLD BOYS' ASSOCIATION LIMITED

(聖類斯同學會有限公司)

PRELIMINARY

1. For the purpose of registration the number of members of the Association is declared to be unlimited.
2. These Articles shall be construed with reference to the provisions of the Companies Ordinance of the Laws of Hong Kong ("the Ordinance") and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.
3. St. Louis Old Boys' Association Limited ("the Association") is established for the objects expressed in the Memorandum of Association.
4. The following persons shall be members of the Association:-
 - a) the subscribers to the Memorandum of Association.
 - b) all such members of the unincorporated association known as The St. Louis Old Boys' Association (聖類斯鮑思高同學會) at the date of incorporation of the Association.
 - c) such persons as the Board of Directors shall admit to membership in accordance with Article 5 below.
5.
 - a) If any past pupils or graduates of St. Louis School desire to become a member of the Association, he shall sign and deliver to the Association an application in a prescribed form for admission and no person shall be admitted a member unless his application is first approved by the Board of Directors and the Board of Directors shall have full discretion as to the admission of any person to membership.
 - b) Honorary Membership of the Association shall be conferred on such persons as the Board of Directors shall decide.
 - c) Honorary Members shall have the same privileges as Ordinary Members but they shall not be entitled to vote at elections or to nominate or be nominated for office.
- 6) Every member shall be bound to further to the best of his ability the objects, interest and influence of the Association and shall observe all the regulations of the Association.
- 7) Any member may resign or withdraw from the Association by giving one month's notice in writing to

the Association of his intention to do so and upon the expiration of such notice he shall cease to be a member.

8. The rights of a member shall be personal and shall not be transferable and shall cease upon his death.

9. Notwithstanding anything mentioned in the preceding clauses if any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles or by-laws of the Association or shall behave either in the Association or elsewhere in a manner unfairly prejudicial to the interest of the Association, or likely to be injurious to the reputations or interests of the Association, as the case may be, the Board of Directors after due investigation may call upon such member to resign from the Association forth with and if he fails to do so within one week the Board of Directors may strike his name off the roll of members or may suspend his membership for such period of time as the Board of Directors may think expedient. The decision of the Board of Directors shall for all purposes be final and conclusive.

10. A General Meeting shall be held once in every calendar year at such time and place as may be prescribed by the Association in General Meeting (not being more than fifteen months after the holding of the last preceding General Meeting) or at such time and place as the Board of Directors shall appoint. In default of a General Meeting being so held, a General Meeting shall be held in the month next following and may be convened by members representing not less than one-tenth of the total voting rights in the same manner or as nearly as possible as that in which meetings may be convened by the Board of Directors.

11. The above mentioned General Meeting shall be called Ordinary General Meetings, all other general meetings shall be called Extraordinary General Meetings.

12. The Board of Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any three Directors or any twenty members of the Association may convene an Extraordinary General Meeting in the same manner or as nearly as possible as that in which meetings may be convened by the Board of Directors.

13. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice at the least, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notice from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed –

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the members entitled to attend and vote at that meeting

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15. All business that is transacted at an Extraordinary General Meeting shall be deemed special, and so shall be

all that is transacted at an ordinary general meeting with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors and auditors, the election of the Directors and other officers in the place of those retiring, and the fixing of the remuneration of the auditors.

16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as hereinafter provided thirty members or half of the total number of members for the time being of the Association whichever is the less present in person or by proxy shall be a quorum.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

18. The President of the Association shall preside as Chairman at every General Meeting of the Association, if the President shall not be present within fifteen minutes after the time appointed for holding meeting or is unwilling to act as Chairman, the members present shall choose someone of the Board of Directors to be Chairman of that meeting.

19. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (secret ballot) is, (before or upon the declaration of the result of the show of hands) demanded by at least six members present in person or by proxy and entitled to vote, 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 that resolution. The demand for a poll may be withdrawn.

21. If a poll is demanded in manner aforesaid, it shall be taken at such time and place, in such manner, as the Chairman of the meeting shall direct, and the result of the poll be deemed to be the resolution of the meeting at which a poll was demanded.

22. 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 casting vote.

23. The demand of 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.

24. Subject as hereinafter provided, every member shall have one vote.

25. A member shall be entitled to vote on any question either personally or by proxy. A proxy shall be a member of the Association.

26. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

27. 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 registered office of the Association or

delivered to the Honorary Secretary of the Association not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or the time appointed for the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

28. 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 by the Association before the commencement of the meeting at which the proxy is used.

29. Any instrument appointing a proxy shall be in the following form or as near thereto as the circumstances will permit.

ST. LOUIS OLD BOYS' ASSOCIATION LIMITED

(聖類斯同學會有限公司)

I _____ of

a member of the above named Association

hereby appoint

of

and failing him

of

to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned as the case may be) General Meeting of the Association to be held on the day _____ of _____ and _____ at every adjournment thereof.

AS WITNESS my hand this _____ day _____ of _____ 19_____

This instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. Unless otherwise determined in General Meeting the number of Directors shall not be less than seven and not more than fifteen. The Board of Directors shall consist of a President, one Vice President, one Honorary Secretary, one Honorary Treasurer, one Functions Officer, one Education Officer and one Welfare Officer, and may consist of one Sports officer and one Liaison Officer. The office bearers shall form the Executive Board of the Association. No person shall be eligible to act as Director unless he has served in one or more sub-committees of the Association for not less than one year prior to his election.

31. The Directors may from time to time and at any time appoint any member of the Association as a Director either to fill a casual vacancy or by way of addition to the Board of Directors provided that the prescribed maximum be not thereby exceeded.

32. The first Directors shall be the subscribers to this Memorandum and the Articles of Association.

33. Subject to Article 34 below the business of the Association shall be managed by the Directors who may pay all Such 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 are not by statute or by these presents required to be exercised or done by the Association in General Meeting subject nevertheless to any regulations of these presents, to the provisions of the Ordinance 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 regulation made by the Association in General Meeting shall invalidate any prior act of the Directors which would have been valid if Such regulation had not been made.

The President shall have the highest authority in the Board of Directors and shall preside at board meetings.

The Vice-president shall be responsible for membership affairs and public relations of the Association and shall substitute the President in case of his absence.

The Honorary Secretary shall be responsible to give notice of Council meetings, to record minutes and to attend to all documentation and correspondence of the Association.

The Honorary Treasurer shall be responsible for all the financial matters of the Association including the keeping of proper accounts.

The Functions Officer shall be responsible for all social activities of the Association and shall chair the Functions Sub-committee.

The Education Officer shall represent the Board of Directors in all education activities of the Association.

The Welfare Officer shall be responsible for all welfare works of the Association and shall be the Adviser to the St. Louis Youth Club.

The Sports Officer shall be responsible for all sports activities of the Association.

The Liaison Officer shall liaise between the Board of Directors and the Hong Kong Federation of Don Bosco Past Pupils.

Provided that there shall be a Spiritual Adviser to the Board of Directors. The first Spiritual Adviser shall be Fr. P. Deane. Each subsequent Spiritual Adviser shall be the current supervisor of St. Louis School or his nominee who shall have the right to advise the Board on all matters including spiritual matters but shall not have the rights of a Director.

34. INVESTMENT COMMITTEE

(a) Chairman

The President of the Association for the current year shall be the Chairman of the Investment Committee.

(b) Committee Members

The Investment Committee shall comprise the Spiritual Adviser, the President and Vice-president of the Association for the current year and such five immediate past Presidents and five immediate past Vice-presidents of the Association who are prepared to accept the appointment.

(c) Powers and Duties

The Investment Committee shall have the powers and duties to control and manage the assets of the Association independent of the Board of Directors including the appointment of directors to any company under the control of the Association but shall be directly answerable to the members of the Association in General Meeting and the Investment Committee.

35. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body, provided always that in case the number of the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Association filling up vacancies in their body, or summoning a General Meeting, but not for any other purposes.

36. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

37. The Directors shall forthwith procure a Common Seal to be made for the Association and shall provide for the safe custody thereof. The seal shall not be affixed to any instrument without the authority of a resolution of the Directors and two Directors shall sign every instrument to which the Seal of the Association be so affixed.

38. All cheques, drafts and orders for the payment of money shall be signed by any two of the Executive Board Members.

39. The Directors shall cause minutes to be made in books provided for the purpose -

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Association, and of the Directors, and of committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

40. The office of Director shall be vacated if the Director -

- (a) without the consent of the Association in General Meeting holds any other office of profit under the Association; 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 order made under section 157E or 157F of the Ordinance; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Association 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 Association's business) with the Association 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; or
- (h) is removed by a resolution carried at an Extraordinary General Meeting of the Association.

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.

41. At the first Annual General Meeting of the Association and at the Annual General Meeting in every subsequent year, all the Directors for the time being shall retire from office. A retiring Director shall be eligible for re-election. Each and every member of the Executive Board of Directors, shall be elected at the Annual General Meeting of the Association who shall elect among themselves within one month the following posts by way of simple majority:

- | | |
|------------------------------|------------------------------|
| (i) President | (ii) One Vice President |
| (iii) One Honorary Secretary | (iv) One Honorary Treasurer |
| (v) One Functions Officer | (vi) One Education Officer |
| (vii) One Welfare Officer | (viii) One Sports Officer |
| (ix) One Liaison Officer | (x) other Directors (if any) |

42. Each and every nomination for the elected position shall be in writing, signed by a nominator and a seconder both of whom shall be members of the Association and deposited with the registered office of the Association or delivered to the Honorary Secretary of the Association 48 hours before the Annual General Meeting together with a letter from the nominee confirming his consent to serve on the Board of Directors if elected.

43. A successful candidate for elected post must receive over 50% of the total voting strength of the meeting and successive votes of not more than three times must be held until this majority is reached. If the majority of votes cannot be attained, the candidate is regarded as unsuccessful.

44. Notwithstanding the provisions of the preceding clauses, any rules or regulations governing elections may be waived by the consent of at least two-thirds of the members present and entitled to vote. If there are no nomination in writing submitted before the Annual General Meeting for any Executive Office, verbal nomination shall be accepted during the Annual General Meeting provided such verbal nomination is duly seconded and supported with the nominee's confirmation of consent to serve on the Board of Directors if elected.

45. The Association may by special resolution remove any elected Director before the expiration of this period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the next Annual General Meeting following his appointment to the office.

46.1 The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Unless otherwise determined, the majority of the number of Directors for the time being of the Association shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the President, or in the absence of the President, the appointed Chairman for the meeting shall have a second or casting vote. Provided that a Director shall not be entitled to vote at any Board or Committee Meeting on matters in which he has an interest.

46.2 Directors participate in a Directors' meeting when:

46.2.1 the meeting has been called and takes place in accordance with these Articles; and

46.2.2 they can each communicate to the other Directors any information or opinions they have on any particular item of the business of the meeting. A Director so participating shall be entitled to vote and be counted in a quorum accordingly.

46.3 In determining whether a Director is participating in a Directors' meeting, it is irrelevant where such Director is and how the Directors communicate with each other

46.4 If all the Directors participating in a Directors' meeting are not in the same place, such a meeting shall be deemed to take place where it is convened to be held or (if no Director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is. The word meeting in these Articles shall be construed accordingly.

47. A Director may summon a meeting of Directors at any time by notice serve upon the Directors. Notice of a Directors' meeting need not be in writing.

48. The President of the Association shall preside at all meetings of the Board of Directors at which he shall be present, but if at any meeting, the President be not present and willing to preside, the Vice-president shall substitute the President and if the Vice-president be absent, the Directors present shall choose one of their members to be the Chairman of the meeting.

49. A meeting of the Directors 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 vested in the Directors generally.

50. The Directors may delegate any of their powers to a committee consisting of such member or members of the Association as they shall think fit, and that any such committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.

51. Without prejudice to the provisions of the preceding clause, the Directors may from time to time appoint an Advisory Committee consisting of such persons whether Directors or not as the Directors shall think fit and such Advisory Committee shall advise the Directors on any matters which may be referred to them by the Directors. Any member of such Advisory Committee shall hold office for as long as the Directors in appointing him/her or them shall indicate and failing any such indication until such member of the Advisory Committee shall retire or his/her appointment be terminated by the Directors.

52. All acts bona fide done by any meeting of the Directors or any Committee appointed by the Directors, or by any persons acting as a member of the Directors, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in the office of any member 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 Director.

53. The Directors shall cause proper minutes to be made of all appointments of officers made by the Directors and of proceedings of all meetings of the Association and of the Directors and of the Committees, and all business transacted at such meetings, and any such minutes of any meetings if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

54. A resolution in writing signed by all the Directors for the time being or of all the members of any Committee who are duly entitled to receive notice of a meeting of the Directors or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such Committee duly convened and constituted.

55. The Directors in general and the Honorary Treasurer in particular shall be responsible for the keeping of proper books of account with respect to:

- (a) All sums of money received and expended by the Association and the members in respect of which such receipt and expenditure take place.
- (b) All sales and purchases of properties by the Association.
- (c) The assets and liabilities of the Association.

The books of account shall be kept at the registered office of the Association or at such other place or places as the Directors shall think fit and shall always be open to the inspection of the Directors.

56. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of inspection by the members other than Directors of the accounts and books of the Association or any of them, and subject to such restriction the accounts and books of the Association shall be open to the inspection of Such members at all reasonable times during business hours.

57. At the Annual General Meeting in every year the Directors shall lay before members of the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet and reports (all of which shall be framed in accordance with the statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto, the same shall be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

58. Unless otherwise determined by Board of Directors and provided conditions in Clause 59 is observed, the accounting years of the Association shall end on 31st July each year and the annual accounts of the Association must be made up to this date each and every year.

59. Once at least in every year, the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly authorised Auditor or Auditors.

60. A notice or document may be served by the Association upon any member in writing or by facsimile transmission message or other form of electronic transmission or communication and any such notice or document may be served or delivered by the Association on or to any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register of members or at any other address supplied by him to the Association for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any facsimile transmission number or electronic number or address supplied by him to the Association for the giving of notice or document to him or which the person transmitting the notice or document reasonably and bona fide believes at the relevant time will result in the notice or document being duly received by the member or, to the extent permitted by the applicable laws, by placing it on the Association's website, and giving to the member a notice stating that the notice or document is available there (a "notice of availability"). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website.

61. Any member described in the Register of Members by an address not within Hong Kong who shall from time to time give the Association an address within Hong Kong at which such notices may be served upon him shall be entitled to have notices served upon him at such address but save as aforesaid only those members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.

62. Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into the post office as a properly prepaid letter.

63. If the Association shall be wound up every person who at the date of the winding-up is a member of the Association and every person who was a member within a period of twelve months before such date, shall contribute to the assets of the Association for payment of the debts and liabilities of the Association contracted before the time

at which he ceases to be a member, and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of Hong Kong Dollars Twenty.

64. The provision of Clause 7 of the Memorandum of the Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

65. Save and except so far as the provisions of this Article shall be avoided by any provisions of the Ordinance, the Board of Directors Auditors and other officers for the time being of the Association acting in relation to any of the affairs of the Association shall be indemnified and secured harmless out of the assets of the Association from and against all actions costs, charges, loses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices of trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of them, or for joining in any receipt for the sake or conformity, or for any bankers or other persons with whom any moneys or effects of the Association shall be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

66 All matters in relation to the system of the election held for the purpose of making nomination of the alumni manager (the “Alumni Manager”) of the Incorporated Management Committee of St. Louis School (the “IMC”) under Section 40AP of the Education Ordinance (the “Election”) shall be governed by the following regulations:-

66.1 For the avoidance of doubt, if any of the provisions under this set of regulations is inconsistent with the Education Ordinance or any other legislations of Hong Kong, the Education Ordinance or those relevant legislations of Hong Kong shall prevail.

66.2 Words or expressions used in this Clause 66 shall have the same meaning as in section 40AB of the Education Ordinance.

66.3 Subject to the provisions of the constitution of the IMC the term of office of the Alumni Manager shall be 2 years beginning on the date on which he is registered as an Alumni Manager. Any period of less than 12 calendar months in the first school year of the term of office, by reason of his registration on a date later than 1st September, shall be deemed to be a complete year for the purpose of calculating his term of office. The Alumni Manager shall be eligible for re-election to the same office. The same person can be in the position of Alumni Manager for 2 consecutive terms.

Returning Officer

66.4 The Board of Directors may assign a director of the Association as the returning officer (the “Returning Officer”) to monitor the nomination of candidates and supervise the issuance of ballot papers and counting of votes of the Election. The Returning Officer must not be a candidate of the Election.

66.5 The Returning Officer shall inform all alumni the number of Alumni Manager vacancies, the eligibility and responsibilities of candidates, the nomination period, the method of nomination, the date of polling and counting, the date of announcement of results and other relevant information of the Election.

Voter

66.6 The following persons are eligible to register as a Voter (the “Voter”):-

66.6.1 He is an alumnus of St. Louis School; and

66.6.2 He is over 18 years old.

66.7 The Association is responsible for compiling and keeping the Register of Voters (the “Register of Voters”). Any person who desires to become a Voter shall sign and deliver to the Association an application in a prescribed form for registration. The Board of Directors shall admit him into the Register of Voters upon verification of his eligibility stipulated in Clause 66.6. The Board of Directors shall admit all Ordinary Members of the Association who are eligible to register as Voters under Clause 66.6 to the Register of Voters.

Nomination

66.8 Nomination for the Election shall be opened for at least 14 days and shall be closed at least 14 days prior to the polling (the “first nomination period”). Notice of the first nomination period shall be sent to all alumni not less than 3 days before the commencement of the first nomination period.

66.9 If the number of valid nominations is less than the number of vacancies at the end of the first nomination period, the Returning Officer shall extend the nomination period for at least 14 days and at most 84 days (the “second nomination period”). The Returning Officer shall give notice to all alumni regarding the second nomination period within 7 days after the first nomination period ends and at least 14 days before the closing of the second nomination period.

66.10 Nomination shall be made only via the prescribed nomination form provided by the Returning Officer. Any person who desires to submit a nomination shall properly fill, sign and deliver to the Returning Officer the prescribed nomination form in hard copy within the nomination period.

66.11 A person is eligible to be nominated as a candidate at the Election, if, before the commencement date of the relevant nomination period:-

66.11.1 He is duly registered as a Voter;

66.11.2 He is not a teacher of St. Louis School;

66.11.3 He does not meet the refusal criteria of a manager set out in Section 30 of the
Education Ordinance; and

66.11.4 He would not serve in an IMC in more than one capacity. If there are two elections under different categories to be conducted concurrently in the St. Louis School, he would not participate in more than one election.

66.12 A person is validly nominated as a candidate at the Election if:-

66.12.1 He is eligible to be nominated as such under Clause 66.11; and

66.12.2 He obtains valid nominations from no less than two eligible Voters and seconded by no less than eight other eligible Voters.

66.13 Each Voter, duly registered in the Registry of Voters before the commencement of the relevant nomination period in accordance with Clause 66.7, is eligible to nominate and second candidate, but can only nominate one

candidate and second one candidate. If a Voter nominates or seconds more than one person as a candidate, his signature shall be deemed operative only on the nomination document first delivered to the Returning Officer.

66.14 A nomination may be withdrawn by the candidate before the commencement of the polling in the manner prescribed by the Returning Officer. The Returning Officer shall make an announcement in relation to the withdrawal from candidature.

Uncontested Candidate

66.15 If the number of candidates validly nominated (excluding withdrawn candidates) at any point of time between the end of the relevant nomination period and the polling is less than or equal to the vacancies, such uncontested candidate(s) shall be elected and no poll is to be held.

66.16 If no valid nomination is received at the end of the second nomination period, the Returning Officer shall report to the Board of Directors and IMC that the Association is unable to elect any Alumni Manager. The Board of Directors may then invite the IMC to nominate the required number of alumni for registration as the Alumni Manager.

66.17 If the number of valid nominations is less than the number of vacancies at the end of the second nomination period, the Returning Officer shall report to the Board of Directors and the IMC that the Association is only able to nominate the uncontested candidate(s) to register as Alumni Manager(s). The Board of Directors may then invite the IMC to nominate the required number of alumni for registration as the Alumni Manager for the remaining vacancies.

Polling

66.18 When the number of valid nominations is more than the number of vacancies, polling shall be conducted no more than 28 days after the end of the first nomination period or the second nomination period, as the case may be.

66.19 Not less than 14 days before the date of polling, the Returning Officer shall give notice to all alumni the date and particulars of polling and the name(s) of the validly nominated candidate(s).

66.20 The polling should be conducted by secret ballot in a manner stipulated by the Returning Officer.

66.21 Each Voter, duly registered on the Register of Voters before the commencement of the relevant nomination period in accordance with Clause 66.7, is eligible to vote and shall only cast one vote for one candidate. No Voter could appoint another person as his proxy to vote on his behalf.

Counting of Votes

66.22 The counting of votes shall be commenced within 2 hours after the end of the polling. Only the Returning Officer or the Directors of the Association who are not candidates of the Election can count the votes.

66.23 The counting of votes shall be conducted in a fair and transparent manner, and all alumni, including the candidate(s), may enter the election area to witness the counting process.

66.24 One re-counting of the votes for each Election can be requested by any candidate from the Election within 10 minutes upon the conclusion of counting of votes.

66.25 The candidate(s) who obtained the greatest number of votes shall be elected. When two or more candidates obtain the same number of votes for the only or last vacancy, lots shall be drawn by the Returning Officer to determine the successful candidate.

66.26 A ballot paper shall be void if:-

66.26.1 it contains the name of the voter or any other mark of identification;

66.26.2 it is brought out of the election area as prescribed by the Returning Officer;

66.26.3 it is seriously damaged as assessed by the Returning Officer; or

66.26.4 it records a vote in a manner other than stipulated by the Returning Officer.

Announcement of Results

66.27 If a poll was conducted, the Returning Officer shall publish an official announcement of the results of the Election within 48 hours after the conclusion of counting or re-counting of votes, as the case may be. If no polling was conducted, the Returning Officer shall publish an official announcement of the name(s) of the uncontested candidate(s) within 48 hours after the conclusion of uncontested situation.

66.28 If a poll was conducted, the official announcement shall include the total number of votes casted, the number of valid and invalid ballot papers, the number of votes casted for each candidate, and the name(s) of the successful candidate(s).

66.29 The Returning Officer shall send the final result to the Board of Directors who shall nominate the successful candidate in accordance with Section 40AP of the Education Ordinance upon no appeals of the Election were received in accordance with Clause 66.30, or all appeals are dismissed in accordance with Clause 66.32.

Appeals

66.30 Appeals must be lodged to the Board of Directors in writing with reasons and signed by the unsuccessful candidate(s) within 7 days upon official announcement made.

66.31 When an appeal is received in accordance with Clause 66.30, the Board of Directors shall form an ad-hoc committee with 3 or more Directors (who shall not be the candidates of the Election) to conduct an investigation into the appeal, and to submit an investigation report to the Board of Directors as soon as practicable after the receipt of such appeal.

66.32 The Board of Directors shall decide whether to allow or dismiss an appeal. If the Board of Directors decides to allow an appeal, it shall declare the Election invalid and make an announcement to all alumni. A decision to allow an appeal and declare an Election invalid can only be made if it is agreed by more than two-thirds of the Directors of the Association. The result of the Election shall be final if no appeal is received in accordance with Clause 66.30, or all appeals are dismissed.

66.33 If an appeal is allowed, there shall be a Re-Election within a reasonable timeframe after the appeal is allowed. The Re-Election shall be conducted in accordance with Clauses 66.8 to 66.29.

By-election

66.34 If any Alumni Manager resigns during the term of his office, a by-election shall be announced within a reasonable timeframe from the date of resignation. The Association shall conduct the by-election in accordance with clauses 66.8 to 66.29 to elect another Alumni Manager to fill the vacancy. The term of office for a new Alumni Manager filling a vacancy arising prematurely should not run afresh but is the remainder of the term of the resigned Alumni Manager.

66.35 No by-election shall be held if the resignation date is less than 112 days from the end of the term of the resigned Alumni Manager.

Notices or Announcements

66.36 All notices or announcements shall be deemed to have been given to all alumni if such notice or announcement is posted on the Internet web-site of St. Louis School or the Internet web-site of the Association.