

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION**

**BISHOP HALL JUBILEE SCHOOL
ALUMNI LIMITED**

(何明華會督銀禧中學校友會有限公司)

**PROPOSED ADOPTION
OF
NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL
MEETING**

*A notice convening an extraordinary general meeting of Bishop Hall Jubilee School Alumni Limited (the "Alumni") be held at Room 209, 2C, Oxford Road, Kowloon, Hong Kong on 19 November 2011 at 3 p.m. (or as soon after as the annual general meeting convened for the same day and place shall have been concluded or adjourned) is set out on page 30 of this circular. If you are not able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Alumni's registered office at 2C, Oxford Road, Kowloon, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof. **A MEMBER WHO HAS APPOINTED A PROXY SHALL NOT BE ENTITLED TO VOTE PERSONALLY AT THE GENERAL MEETING EVEN IF HIS PROXY DOES NOT VOTE AT THE GENERAL MEETING.***

28 October 2011

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DEFINITIONS

In this circular, the following expressions have the following meaning unless the context otherwise requires.

“Alumni”	Bishop Hall Jubilee School Alumni Limited (何明華會督銀禧中學校友會有限公司), a company incorporated in Hong Kong on 6 March 2000
“Articles of Association”	Articles of Association of the Alumni
“Executive Committee”	the Executive Committee of the Alumni
“Extraordinary General Meeting”	the extraordinary general meeting of the Alumni to be held at Room 209, 2C Oxford Road, Kowloon, Hong Kong on 19 November 2011 at 3 p.m. (or as soon after as the annual general meeting convened for the same day and place shall have been concluded or adjourned) notice of which is set out on page 30
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Member(s)”	member(s) of the Alumni

LETTER FROM THE EXECUTIVE COMMITTEE

BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED

Executive Committee Members:

Ms Lin Shiun Wah, Agnes (*President*)
Mr Liu Kin Wa, Michael
Mr Liong Kwan, Edward
Mr Pan Wai Luen, David
Mr Ip Pak Keung, Danny
Ms Leung Wing Man
Ms Pak Kwan Sin, Anita
Mr Au Lap Yin
Ms Chan Ka Lok, Carol
Ms Ho Yuen Yi
Mr Lam Ho Ching
Ms Leung Ka Po
Mr Leung Wai Man
Mr Shek Yuk Fung
Mr Tang Wai Hung, Richard
Mr Wong Man Tai, James
Mr Wu Hung Yip

Registered Office:

2C, Oxford Road,
Kowloon,
Hong Kong

28 October 2011

Dear Fellow Members,

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

Introduction

The purpose of this circular is to provide you with information on the proposed special resolution relating to the adoption of new Articles of Association and to give you the notice and the proxy form for the extraordinary general meeting to be held on 19 November 2011.

Background

The Articles of Association was adopted in 2000 upon the incorporation of the Alumni. Amendment thereto has not been made ever since. In order to modernise and update the Articles of Association, certain amendments will need to be made thereto. In view of the substantial number of amendments, the Executive Committee would like to take this opportunity to propose that a new Articles of Association, consolidating all the previous provisions and proposed amendments, be adopted to replace the Articles of Association with effect from the date of passing the relevant special resolution at the Extraordinary General Meeting.

LETTER FROM THE EXECUTIVE COMMITTEE

The proposed amendments

Summary of the major changes brought about by the adoption of the new Articles of Association are set out in Appendix I to this circular. The draft new Articles of Association proposed to be adopted at the Extraordinary General Meeting is set out in Appendix II to this circular.

Extraordinary General Meeting

The adoption of the new Articles of Association is subject to approval by not less than 75% of the votes cast by such Members as, being entitled so to do, vote in person, or where proxies are allowed, by proxy in a general meeting of the Alumni. A notice convening an extraordinary general meeting to be held at Room 209, 2C Oxford Road, Kowloon, Hong Kong on 19 November 2011 at 3 p.m. (or as soon after as the annual general meeting convened for the same day and place shall have been concluded or adjourned) at which a special resolution will be proposed to approve the adoption of the new Articles of Association is set out on page 30 of this circular.

A form of proxy for the Extraordinary General Meeting is enclosed with this circular. If you are not able to attend the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Alumni, 2C Oxford Road, Kowloon, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. **Your attention is drawn to article 37 of the Articles of Association under which a Member who has appointed a proxy shall not be entitled to vote personally at the general meeting even if his proxy does not vote at the general meeting.**

After the conclusion of the Extraordinary General Meeting, the results of the meeting will be announced in the Alumni's web site www.bhjsalumni.com.

Recommendations

The Executive Committee considers the proposed special resolution for the adoption of the new Articles of Association beneficial to the Alumni and the Members as a whole. Accordingly the Executive Committee recommends fellow Members to vote in favour of the special resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,
By Order of the Executive Committee
Lin Shiun Wah, Agnes
President

This Appendix summarises the major changes brought about by the adoption of the new Articles of Association. Unless otherwise specified, article numbers stated herein are numbers of the new Articles of Association. Capitalised terms used in this appendix shall have the same meaning as those defined in the new Articles of Association the draft text of which is set out in Appendix II.

Interpretation

Article 1 has been amended

- (a) to add definitions for “Corporate Communication”, “Hong Kong”, “Office Bearer”, “Voting Member” and “Seal”;
- (b) to remove definition for “Member”;
- (c) to redefine “the Alumni” and “Session”;
- (d) to expressly provide that expressions referring to writing shall include references to all modes of representing or reproducing words in a visible form; and
- (e) to clarify that in interpreting words and expressions reference shall be made to the Ordinance in force at the date on which the Articles of Association become binding.

Members

Article 3 has been amended:

- (a) to abolish Student membership;
- (b) to change the admission criterion for Ordinary Members to include all past students of the School who have studied at the School for at least one academic year irrespective of their completion of a particular form and to exclude staffs of the School;
- (c) to change the admission criterion for Associated Members to include former or present staffs of the School and to exclude past students of the School who have not completed Form 5 or Form 7; and
- (d) to change the admission criterion for Honorary Members to include any person considered by the Executive Committee worthy of distinction by reason of his achievement or contribution to the Alumni, the School or the community.

Article 5 (previously numbered as article 8) has been amended to clarify

- (a) that admission to membership is subject to the overriding right of the Executive Committee to refuse applicants whom the Executive Committee considers unfit to become a member or whose admission will, or appears to the Executive Committee likely to, bring the Alumni into disrepute; and
- (b) that fees payable by a person upon becoming a member shall be prescribed by the Executive Committee.

Article 7 has been added to expressly allow a member to surrender his membership by application to the Executive Committee.

The existing article 5.2 (members liable to expulsion or suspension of membership if guilty of conduct prejudicial to the reputation of the Alumni) has been removed.

Members' Rights, Privilege and Obligations

Article 8 (previously numbered as article 6) has been amended to clarify that non-voting members may attend, but not vote at general meetings.

Article 9 has been added to replace the existing articles 7.2, 7.3 and 7.5 (respective rights of each class of member) whereby the right to vote in general meetings and be elected or appointed an Executive Committee member are reserved to Ordinary Members who at the relevant time, is not a student of the School.

The existing article 7.4 (Student Members' rights) has been removed.

Fees

Article 12 (previously numbered as article 9.1) has been amended to remove the reference to "Session" (as defined in the existing Articles of Association).

The existing articles 9.2 (allowing different fee for a member with an overseas address) and 9.3 (allowing waiver of fee from Honorary Members) have been removed.

General Meetings

Article 13 (previously numbered as article 29) has been amended to remove reference to the business to be transacted at annual general meetings; to expressly provide for the maximum time limit between two annual general meetings and the right of the Executive Committee to determine the time and place at which the annual general meeting is held.

Article 14 has been added to specify general meetings other than annual general meetings as extraordinary general meetings.

Article 15 has been added to replace the existing articles 40 (members' requisition for extraordinary general meeting) and 41 (members' convening of extraordinary general meeting). Article 15 expressly provides for the convening of an extraordinary general meeting either by the Executive Committee (on its own initiative or on requisition of the members) or by the requisitioner.

Notices of general meetings

Article 16 (previously numbered as article 29) has been amended to expressly provide for the length of notice for extraordinary general meetings; "clear days" and content

requirements applicable to notices of all general meetings; requirement of sending notices to persons other than members entitled to receive notices and that short notice to general meetings shall not invalidate the proceedings if accepted by, in the case of an annual general meeting, 100% or in other cases 95% of the number of Voting Members. The requirement to advertise notice of annual general meeting in newspapers or send the notice by electronic means as stipulated in the existing article 29 has been removed.

Article 17 has been added to provide that accidental omission to give notice of general meetings to, or the non-receipt of same by a person entitled to receive notice shall not invalidate the proceedings of the meeting.

Proceedings at general meetings

Article 18 has been added to specify all business transacted in general meetings are special except the consideration of the accounts, balance sheets and the reports of the Executive Committee and auditors, the election of Executive Committee members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors at the annual general meeting.

Article 19 (previously numbered as article 30) has been amended to expressly provide for the requirement of the presence of a quorum throughout the meeting and to specify that the quorum shall consist of 15 Voting Members present in person.

Article 20 has been added to make provision for the case where a quorum is not present within half an hour from the appointed time whereby if convened upon the requisition of members, the meeting shall be dissolved and in other cases be adjourned and to further provide that if at the adjourned meeting a quorum is not present within half an hour from the appointed time, the members present shall be a quorum.

Article 21 (previous numbered as article 31) has been amended to clarify that 15 minutes shall lapse before the President is considered absent; to include additional circumstances under which the Vice-President will take chair at the general meeting, namely the President's unwillingness to act, his absence from Hong Kong or his notice to the Alumni of his intention not to attend the meeting and to expressly provide for the Executive Committee members present to elect among themselves chairman of the general meeting in case no Vice-President is taking the chair.

Article 22 has been added to expressly provide for the members present at the general meeting to elect among themselves chairman of the meeting if no Executive Committee member is willing to act as chairman or if no Executive Committee member is present within 15 minutes after the appointed time.

Article 23 (previously numbered as article 32) has been amended to expressly provide for the mandatory adjournment of a general meeting if the chairman is so directed by the meeting.

Article 24 (previously numbered as article 33) has been amended to expressly provide that a poll shall be demanded before or on the declaration of the result of the show of hands; to allow the chairman or at least five Voting Members present by proxy to demand a poll and to allow the withdrawal of a demand for a poll.

Article 27 has been added to expressly provide that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith while a poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Vote of members

Article 29 has been added to expressly provide that a Voting Member of unsound mind or ordered by a court having jurisdiction in lunacy may vote by his committee, receiver, curator bonis or other person in such nature appointed by that court.

Article 30 has been added to expressly provide that a Voting Member may not vote in any general meeting unless all moneys payable by him to the Alumni in his capacity as member and which have been outstanding for more than 1 month after they fell due for payment have been paid.

Article 32 (previously numbered as article 37) has been amended to allow the authorised attorney of an appointer of a proxy to sign the instrument appointing the proxy and to remove the provision of the existing article 37 whereby a member who has appointed a proxy shall not be entitled to vote personally at the general meeting.

Article 33 (previously numbered as article 38) has been amended by allowing alternative place for depositing the instrument appointing a proxy and to expressly provide for the time limit for depositing the instrument in the case of taking a poll.

Article 34 has been added to expressly provide that a proxy may demand or join in demanding a poll.

Article 35 has been added to expressly provide that the vote by proxy shall not be invalidated by the death or insanity of the principal or revocation of the proxy not notified to the Alumni in writing prior to the commencement of the relevant meeting or adjourned meeting.

Executive Committee

Article 36 (previously numbered as article 10) has been amended by removing the reference to the Consultative Committee.

Article 38 (previously numbered as article 11) has been amended to remove the requirement that every Executive Committee member shall be elected at the annual general meeting and to expressly provide that an Executive Committee member must be a Voting Member.

Article 39 (previously numbered as article 12) has been amended to clarify that if the President of the immediately preceding Session remains an Executive Committee member and is precluded from being elected as President, he shall be a Vice-President ex officio.

Article 40 has been added to expressly provide that vacancies in Office Bearers may arise from the Office Bearer's ceasing to be an Executive Committee member or resignation as an Office Bearer (without affecting his office of Executive Committee member) or by the removal of the Secretary's capacity as company secretary and that the Executive Committee shall elect among themselves to fill the vacancy.

Article 42 (previously numbered as article 13.4) has been amended to clarify that no person may be elected President if the elected, if acting as President until the end of the current Session, will have been acting as President for more than two Sessions and that the out-going president may be reelected president two years or one Session after his ceasing to be the President.

Article 44 (previously numbered as article 19) has been amended to remove the requirement for the Secretary to present to the annual general meeting the annual report of the activities of the Alumni.

Powers and duties of the Executive Committee

Article 46 (previously numbered as article 15) has been amended to expressly provide that the power of the Executive Committee is subject to the regulations as may be prescribed by the Alumni in general meeting.

Article 47 (previously numbered as article 16) has been amended to empower the Executive Committee to appoint attorney of the Alumni.

Article 48 (previously numbered as article 21) has been amended to enable the Executive Committee to determine the way in which financial documents are executed.

Article 49 (previously numbered as articles 19 and 50) has been amended to expressly provide that minutes shall be made of all appointments of officers made by the Executive Committee.

Disqualification of Executive Committee members

Article 50 (previously numbered as article 49) has been amended to include additional circumstances under which an Executive Committee member shall vacate office and to expressly prohibit an Executive Committee member from voting on any contract in which he is interested.

Term of Office of Executive Committee members

Article 51 (previously numbered as article 13.1) has been amended to clarify that an Executive Committee member appointed during a Session shall retire at the end of the Session.

Article 53 (previously numbered as article 11) has been amended to require nomination signed by two Voting Members of their intention to propose a candidate for election to Executive Committee member and the candidate's notice in writing of his willingness to be elected be lodged with the Alumni's registered office or such other place as prescribed by the Executive Committee prior to a date announced by the Executive Committee.

Article 54 has been added to expressly require Executive Committee members be elected individually.

Articles 55 and 56 have been added to expressly provide for the procedures when the number of candidates for election of Executive Committee members exceeds 20.

Article 57 (previously numbered as article 13.3) has been amended to empower the Executive Committee to appoint additional Executive Committee members provided that the total number of Executive Committee members so appointed shall not at any time exceed four.

Article 58 has been added to expressly provide that the Alumni in general meeting may remove the Executive Committee members.

Article 59 has been added to expressly provide that the Alumni in general meeting may appoint Executive Committee members, whether to replace an Executive Committee member removed, to fill a causal vacancy or as an additional Executive Committee member.

The existing article 39 (retirement effective from the end of general meeting or adjournment thereof) has been removed.

Proceedings of the Executive Committee

Article 60 has been added to replace the existing articles 14.1 (at least two Executive Committee meetings in each year and additional meetings shall be convened as necessary by the Secretary or the Deputy Secretary or any two of the Office Bearers), 42 (Executive Committee meeting convened by the President, the Secretary or the Deputy Secretary on their initiative, any two Executive Committee members may request the Secretary or Deputy Secretary within 7 days to convene an Executive Committee meeting to be held within 14 days after receiving the request), 43 (three days' notice of meeting of the Executive Committee to Executive Committee members except those for the time being absent from Hong Kong), 44 (Executive Committee may make regulations on Executive Committee meetings) and 46 (questions decided by a majority vote, chairman has casting vote). The requirement to convene at least two meetings of the Executive Committee in a year and 3 days' notice for a meeting of the Executive Committee have been removed together with the time limit for the convening of or holding a meeting of the Executive Committee at the request of Executive Committee members. Article 60 clarifies that the Executive Committee meeting shall be convened by the President, the Secretary or the Deputy Secretary on their initiative, or by the Secretary either on his initiative or at the request of any two Executive Committee members. Article 60 also expressly provides that short notice of Executive Committee meeting shall not invalidate the proceedings of the meeting if the short notice is accepted by a majority of the Executive Committee members entitled to receive notice of same.

Article 61 (previously numbered as article 14.2) has been amended to remove the requirement for the presence of the President or any one of the Vice-Presidents together with any one of the Treasurer, Deputy Treasurer, Secretary or Deputy Secretary at a properly constituted meeting of the Executive Committee if the business transacted in the meeting include the election of Office Bearers.

Article 62 (previously numbered as article 47) has been amended by clarifying that the continuing Executive Committee members cannot act except filling vacancies in the Executive Committee or convening a general meeting if their number falls below the necessary quorum of the meeting of the Executive Committee (i.e. 5).

Article 64 (previously numbered as article 52) has been amended to exclude sub-committees and agents from the provision and expressly provides that if any Executive Committee member is afterwards discovered qualified, his disqualification does not invalidate any act done by any meeting of the Executive Committee or by the disqualified Executive Committee member.

Article 66 (previously numbered as article 53) has been amended by removing the requirement of at least 5 Executive Committee members signing a valid resolution in writing and the requirement of giving prior notice of the Executive Committee meeting to all Executive Committee members for the time being in Hong Kong.

Sub-committee meetings

The existing articles 54 (sub-committee meeting be held as deem necessary by the convenor, quorum of meeting be three sub-committee members in person, rules of meetings of Executive Committee apply mutatis mutandis), 55 (resolution by simple majority of sub-committee members present) and 56 (convenor of sub-committee to chair sub-committee meeting) have been removed.

Consultative committee

The existing articles 22 (mandatory establishment of consultative committee), 23 (composition of the consultative committee) and 24 (members of the consultative committee may attend but not vote at meetings of the Executive Committee and failure to notify or invite members of the consultative committee of or to meetings of the Executive Committee shall not invalidate such meeting) have been removed.

Task Groups

“Sub-committee” stipulated in the existing articles 25 to 28 have been redesignated as “Task Groups”.

Article 69 (previously numbered as article 27) has been amended by allowing the convenor to appoint any member of the Alumni to be a member of the task group and removing the task group’s power to formulate bye-laws governing its scope of work.

The existing article 28 (mandatory establishment of membership sub-committee, social sub-committee, finance sub-committee and school liaison sub-committee) has been removed.

Secretary

Article 70 has been added to expressly provide that the Executive Committee may remove the Secretary from the office of company secretary and to clarify that such removal shall not affect the Secretary’s office as Executive Committee member.

Article 71 has been added to clarify that the Secretary shall not act as both an Executive Committee member and company secretary for a thing required to be done by or to an Executive Committee member and the company secretary.

The Seal

Article 72 (previously numbered as article 57) has been amended to remove the Executive Committee's power to make regulation as to the use of the Seal and to require the instrument to which the Seal shall be affixed be so affixed in the presence of and signed by two persons at least one of whom is an Executive Committee member.

Accounts

Article 73 (previously numbered as article 59) has been amended by clarifying that to keep proper books of accounts the books shall be kept so as to give a true and fair view of the state of Alumni's affairs and to explain its transactions.

Article 74 has been added to expressly provide that the books of accounts of the Alumni shall be kept at its registered office or subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the Executive Committee members.

Article 75 has been added to expressly provide that the Executive Committee shall have discretion on inspection of the Alumni's accounts and books by a member other than an Executive Committee member and to clarify that no member other than an Executive Committee member shall have any right of inspecting any account or book or document of the Alumni except conferred by statute or authorised by the Executive Committee or the Alumni in general meeting.

Article 76 (previously numbered as article 61) has been amended to require the preparation and laying of, if applicable, group accounts before the general meeting.

Article 77 (previously numbered as article 62) have been amended to require audited accounts, Executive Committee's report and auditor's report be sent to every member irrespective of the member's voting right.

The existing articles 60 (31 December or a date determined by the Executive Committee as financial year end), 63 (all monies be kept in banks licensed in Hong Kong; Treasurer's power to keep cash not exceeding \$5,000, receipts signed by Treasurer or Secretary or their respective deputies as sufficient discharge) and 64 (restrictions on Executive Committee members to inspect accounts, books and records of the Alumni) have been removed.

Audit

Article 78 has been added to expressly provide for the appointment and duties of the auditors.

Notices

Article 81 (previous numbered as articles 67 and 68) has been amended to allow the sending of notices to members with no registered address in Hong Kong to an alternative correspondence address in Hong Kong and to discontinue the sending of notices by facsimile.

Article 82 (previously numbered as article 29) has been amended to include the Alumni's auditors as persons entitled to receive notices of general meetings and to clarify that no person other than that stipulated in Article 82 shall be entitled to receive notices of general meetings.

Use of electronic means

Articles 83 has been added to allow the Alumni to use electronic means in sending Corporate Communications to its members and that the Alumni shall notify the intended recipient of the presence of the Corporate Communications on the Alumni's website and the address of the website.

Article 84 has been added to expressly provide that such Corporate Communication is taken to be sent at the later of

- (a) the date on which the intended recipient is notified of the presence of the Corporate Communication on the Alumni's website and the address of the website; and
- (b) the date on which the Corporate Communication first appears on the website.

Indemnity

Article 85 has been added to indemnify every Executive Committee member, the auditor, secretary (in his capacity as such) and other officer of the Alumni against any liability incurred by them in relation to the Alumni in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.

Winding up

- Article 87 (previous numbered as article 69) has been amended
- (a) to remove the requirement for a special resolution at a general meeting to commence winding up;
 - (b) to clarify that in case of the Alumni's winding up, the School shall have priority over Hong Kong Sheng Kung Hui in the excess of the Alumni's property over its debts and liabilities; and

**DETAILS OF THE PROPOSED
AMENDMENTS TO THE
ARTICLES OF ASSOCIATION**

Appendix I

- (c) to clarify that “Sheng Kung Hui (聖公會)” referred to in the existing article 69 refers to Hong Kong Sheng Kung Hui, a body corporate incorporated under the Hong Kong Sheng Kung Hui Ordinance, Cap. 1157 of the Laws of Hong Kong.

The following is the text of the draft new Articles of Association proposed to be adopted in the Extraordinary General Meeting.

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and
not having a share Capital

ARTICLES OF ASSOCIATION

of

BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED

(何明華會督銀禧中學校友會有限公司)

INTERPRETATION

1. In these Articles, save where the context otherwise requires:
- | | |
|---------------------------|---|
| “Alumni” | means Bishop Hall Jubilee School Alumni Limited (何明華會督銀禧中學校友會有限公司), a company incorporated in Hong Kong on 6 March 2000 |
| “Corporate Communication” | means any document issued or to be issued by the Alumni for the information or action of its members, including but not limited to:—
(a) the Executive Committee’s report, its annual accounts together with a copy of the auditors’ report;
(b) a notice of meeting;
(c) a ballot paper;
(d) a circular;
(e) an announcement; and
(f) a proxy form |
| “Hong Kong” | means the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Office Bearer” | means any of the President, Vice Presidents, the Treasurer, the Deputy Treasurer, the Secretary and the Deputy Secretary |

“Ordinance”	means the Companies Ordinance, Cap. 32 of the Laws of Hong Kong
“School”	means Bishop Hall Jubilee School, Hong Kong
“these Articles”	means the Articles of Association in their present form or as altered from time to time
“Voting Member”	means an Ordinary Member other than one who at the relevant time, is a student of the School
“Seal”	means the common seal of the Alumni
“Session”	means a period of two years or thereabouts from the conclusion of one annual general meeting where election of Executive Committee members takes place to the conclusion of the annual general meeting following next

Words and expressions importing the masculine gender include the feminine and neuter genders. Words and expressions in the singular include the plural and vice versa.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Alumni.

2. The Alumni is established for the purposes expressed in the Memorandum of Association.

MEMBERS

3. The members of the Alumni shall consist of three classes, namely Ordinary Members, Associate Members and Honorary Members.
 - (a) An Ordinary Member is a member who at the time of admission as a member, is a former student of the School and has studied at the School for not less than one academic year.
 - (b) An Associate Member is a member who is a former or present staff (teaching or otherwise) of the School.
 - (c) An Honorary Member is a member who is any person in the opinion of the Executive Committee, worthy of distinction by reason of his achievement or contribution to the Alumni, the School or the community. Membership as an Honorary Member shall only be granted upon invitation by the Executive Committee.
4. The number of members of the Alumni is unlimited.

5. Subject to Article 6, on payment of the fee prescribed by the Executive Committee from time to time, a person shall be a member of the Alumni in accordance with Article 3.
6. The Executive Committee shall have absolute power to refuse membership to any applicant whom they consider unfit to become a member or whose admission will, or appears to the Executive Committee likely to, bring the Alumni into disrepute.
7. A member may surrender his membership by applying to the Executive Committee in writing and his membership shall cease upon approval of his application by the Executive Committee.

MEMBERS' RIGHTS, PRIVILEGE AND OBLIGATIONS

8. All members may
 - (a) use all facilities provided by the Alumni for the general use of its members;
 - (b) attend general meetings of the Alumni; and
 - (c) attend all activities organised by the Alumni.
9. No member other than a Voting Member may vote in any general meeting of the Alumni or be elected or appointed an Executive Committee member.
10. The rights and privileges of membership shall not be transferable.
11. All members shall fulfill the following obligations:-
 - (a) observe the Memorandum and Articles of Association of the Alumni and abide by the resolutions of the Alumni; and
 - (b) pay entrance fee and membership fees as prescribed by the Executive Committee from time to time.

FEEES

12. The Executive Committee may from time to time prescribe entrance and membership fee for each class of members.

GENERAL MEETINGS

13. The Alumni shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Alumni and that of the next. Provided that so long as the Alumni holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.
14. All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such

requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Executive Committee members capable of acting to form a quorum, any Executive Committee member or any two Voting Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

NOTICE OF GENERAL MEETINGS

16. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Alumni other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Alumni in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Alumni:
Provided that a meeting of the Alumni 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 not less than 95 per cent of the number of the members having a right to attend and vote at the meeting.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and auditors, the election of Executive Committee members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; 15 Voting Members present in person shall be a quorum.
20. 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, or to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
21. The President shall preside as chairman at every general meeting of the Alumni, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Alumni of his intention not to attend the meeting, the Executive Committee members present shall elect one of the Vice-Presidents, or failing him, one of their number to be chairman of the meeting.
 22. If at any meeting no Executive Committee member is willing to act as chairman or if no Executive Committee member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
 23. 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 14 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.
 24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
 - (a) by the chairman; or
 - (b) by at least 5 Voting Members present in person or by proxy.Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Alumni shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.
 25. If a poll is duly demanded it shall be taken either by open voting or by ballot, as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
 27. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

28. Every Voting Member shall have one vote.
29. A Voting 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, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
30. No Voting member shall be entitled to vote at any general meeting unless all moneys payable by him to the Alumni in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
31. On a poll votes may be given either personally or by proxy.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy must be a Voting Member of the Alumni.
33. The instrument appointing a proxy (in the form prescribed by the Alumni) and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Alumni or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time 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, not less than 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.
34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
35. 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 such death, insanity or revocation as aforesaid shall have been received by the Alumni at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

EXECUTIVE COMMITTEE

36. The Executive Committee shall be the chief policy making and executive body of the Alumni.
37. There shall be no more than 20 members in the Executive Committee.
38. Only a Voting Member may become a candidate for election as an elected Executive Committee member, or be appointed an Executive Committee member pursuant to Articles 57 and 59.
39. The members of the Executive Committee shall, within 14 days from the annual general meeting at which they were elected elect among themselves the following Office Bearers:-

- (a) One President
- (b) Two Vice-Presidents
- (c) One Treasurer
- (d) One Deputy Treasurer
- (e) One Secretary
- (f) One Deputy Secretary

Provided that if the President of the immediate preceding Session remains an Executive Committee member and is precluded from being elected President pursuant to Article 42, he shall be a Vice-President ex officio.

40. An Office Bearer shall ipso facto cease to be an Office Bearer upon his ceasing to be an Executive Committee member. An Office Bearer may resign from such office by serving written notice to the Executive Committee. Resignation under this article shall in no way affect the outgoing Office Bearer's office of Executive Committee member. The Executive Committee shall within 14 days from the date on which vacancy arises under this article or in the case of the Secretary, under Article 70, elect among themselves one or more persons (as the case may be) to fill the vacancy Provided always that no person may take more than one office of the Office Bearers.
41. The President shall represent the Alumni, conduct all its affairs by the direction of the Executive Committee, and preside over all its meetings whenever he is present.
42. Without prejudice to his right of being elected or appointed an Executive Committee member, no person may be elected President pursuant to Article 39 if the elected
- (a) at the immediately preceding annual general meeting was the President and if acting as President until the end of the Session during which the election under Article 39 takes place, will have been acting as President continuously for more than two Sessions. In determining whether a person has been acting as President continuously, the time period between the annual general meeting at which he is elected or re-elected an Executive Committee member and his election as President shall be ignored; or
 - (b) at the immediately preceding annual general meeting was not the President but has been the President at any time during the immediately preceding two years or a Session.

A former President may not be elected President under Article 40 until the shorter of two years or a Session has lapsed after his ceasing to be the President.

43. The Vice President shall assist the President in undertaking the affairs of the Alumni. In case the President is absent, on leave or has vacated his post, any one of Vice Presidents, by election amongst the Executive Committee members, may act in his place.
44. The Secretary, or in his absence the Deputy Secretary, shall perform all the secretarial duties of the Alumni, and shall carry out the directions of the Executive Committee. He shall also keep minutes of all general meetings and Executive Committee meetings.
45. The Treasurer, or in his absence the Deputy Treasurer, shall attend to all financial matters including payments and receipts of the Alumni. He shall compile, before the annual general meeting, an annual statement of accounts which, after being approved

by the Executive Committee and duly audited, shall be submitted to the annual general meeting for adoption.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

46. The business of the Alumni shall be managed by the Executive Committee, which may pay all expenses incurred in promoting and registering the Alumni, and may exercise all such powers of the Alumni as are not, by the Ordinance or by these Articles, required to be exercised by the Alumni in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Alumni in general meeting; but no regulation made by the Alumni in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
47. In furtherance and without limiting the general powers conferred by the foregoing article, the Executive Committee may:
- (a) from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Executive Committee, to be the attorney or attorneys of the Alumni for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these Articles) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him;
 - (b) from time to time appoint or terminate the appointment of any person as an employee or servant of the Alumni; and
 - (c) from time to time make such rules, regulations and by laws for ensuring and carrying into effect the objects of the Alumni as it may think fit, not involving any such alteration of or addition to these Articles as may only legally be made by special resolution and not being contrary to the Memorandum of Association.
48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Alumni, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine.
49. The Secretary shall cause minutes to be made in books provided for the purpose-
- (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the Executive Committee member present at each meeting of the Executive Committee;
 - (c) of all resolutions and proceedings at all meetings of the Alumni and of the Executive Committee, and every Executive Committee member present at any

meeting of the Executive Committee shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

50. The office of Executive Committee member shall be vacated if the Executive Committee member-
- (a) without the consent of the Alumni in general meeting holds any other office of profit under the Alumni; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Alumni given in accordance with section 157D(3)(a) of the Ordinance; or
 - (f) shall have been absent without permission of the Executive Committee from three consecutive meetings of the Executive Committee; or
 - (g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Alumni's business) with the Alumni 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.

An Executive Committee member shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

TERM OF OFFICE OF EXECUTIVE COMMITTEE MEMBERS

51. At the third annual general meeting and at every other annual general meeting thereafter all the Executive Committee members for the time being shall retire from office.
52. A retiring Executive Committee member shall be eligible for re-election.
53. No person shall be eligible for election to the office of Executive Committee member at any general meeting unless, prior to a date announced by the Alumni in each year, there shall have been left at the registered office of the Alumni or such other place or places as the Executive Committee thinks fit notice in writing, signed by two Voting Members of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
54. A motion for the appointment of two or more persons as Executive Committee members by a single resolution shall not be made. A resolution moved in contravention of this article shall be void.
55. If the number of candidates nominated for election to the Executive Committee at an annual general meeting exceeds 20, the election shall be determined by ballot and the

- candidates so elected shall hold office as elected Executive Committee members with effect from immediately after the conclusion of the annual general meeting.
56. If election of Executive Committee members is to be determined by ballot pursuant to the immediately preceding article,
- (a) the Alumni shall not less than 21 days prior to the annual general meeting, send a ballot paper to each Voting Member. The ballot paper shall contain the names of the candidates, in alphabetical order of surnames, for election as Executive Committee member.
 - (b) A Voting Member shall be entitled to cast one vote in respect of each of the 20 vacancies.
 - (c) Completed ballot papers shall be returned to the registered office of the Alumni or to such other place within Hong Kong as is specified for that purpose in the ballot paper not less than 72 hours before the annual general meeting at which the election is to be held.
 - (d) The auditor of the Alumni shall count the number of votes cast for each candidate and shall furnish to the Executive Committee a confidential report in writing on the number of votes so cast.
 - (e) The Executive Committee shall meet before the annual general meeting to receive from the auditor of the Alumni the confidential report referred to in paragraph d and to eliminate the candidates receiving the lowest number of votes until the number of candidates left equals 20, and those candidates shall be deemed to have been elected.
 - (f) If an equality of votes is found to exist between any candidates, and the addition of one vote would entitle any candidate to be declared elected, the President shall have a casting vote to determine which of such candidates shall be deemed to have been elected.
 - (g) If an Executive Committee member elected fails to accept such office, the Executive Committee shall appoint among the candidates eliminated pursuant to paragraph e, the one receiving the highest number of votes as an Executive Committee member.
57. The Executive Committee shall have power at any time, and from time to time, to appoint any Voting Member to be an Executive Committee member, either to fill a casual vacancy or as an addition to the existing Executive Committee members, but so that the total number of Executive Committee members so appointed otherwise than appointed to fill a casual vacancy shall not at any time exceed four.
58. The Alumni may by ordinary resolution remove any Executive Committee member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Alumni and such Executive Committee member.
59. The Alumni may by ordinary resolution appoint another Voting Member in place of an Executive Committee member removed from office under the immediately preceding article. Without prejudice to the powers of the Executive Committee under Articles 56 and 57 the Alumni in general meeting may appoint any Voting Member to be an Executive Committee member either to fill a casual vacancy or as an additional Executive Committee member.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

60. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. The President, the Secretary or the Deputy Secretary may, and the Secretary on the requisition of any two Executive Committee members shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any Executive Committee member for the time being absent from Hong Kong. A meeting of the Executive Committee shall notwithstanding that it is called by shorter notice than that resolved by the Executive Committee be deemed to have been properly called if it is so agreed by more than half of the Executive Committee members for the time being entitled to receive notice of an Executive Committee meeting.
61. The quorum necessary for the transaction of the business of the Executive Committee shall be five. At a meeting of the Executive Committee transacting business other than the election of Office Bearers pursuant to Articles 39 and 40 the quorum shall include
 - (a) the President or any one of the Vice-Presidents; and
 - (b) any one of the Treasurer, Deputy Treasurer, Secretary or Deputy Secretary.
62. The continuing Executive Committee members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Executive Committee members, the continuing Executive Committee members or Executive Committee member may act for the purpose of increasing the number of Executive Committee members to that number, or of summoning a general meeting of the Alumni, but for no other purpose.
63. The President, or in his absence any Vice President, shall take the chair at all meetings of the Executive Committee, and if at any Meeting not one of them is present within fifteen minutes after the time appointed, those present shall elect amongst those members present any one to be chairman of the meeting.
64. All acts done by any meeting of the Executive Committee or by any person acting as an Executive Committee member shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Committee 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 and was qualified to be an Executive Committee member.
65. Minutes shall be kept for meetings of the Executive Committee. After approval the minutes shall be signed by the chairman of the meeting at which they are read. Every such minutes when so recorded and signed shall in the absence of proof of error therein, be considered a correct record of the original proceedings
66. A resolution in writing, signed by more than half of the Executive Committee members for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution

may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Executive Committee members. A facsimile transmitted message sent by an Executive Committee member shall be deemed to be a document signed by him for the purpose of this article.

TASK GROUPS

67. The Executive Committee may from time to time and as it thinks fit establish task groups to work on defined tasks or activities.
68. Each task group shall be headed by a convenor who shall be an Executive Committee member and such convenor shall at all times report to and be answerable to the Executive Committee.
69. The convenor of each task group may appoint his own task group members from the members of the Alumni.

SECRETARY

70. The Executive Committee may remove the Secretary from such office. For the avoidance of doubt, the removal does not affect the Secretary's office as Executive Committee member.
71. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to an Executive Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as an Executive Committee member and as, or in place of, the secretary.

THE SEAL

72. The Executive Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Executive Committee, and every instrument to which the Seal shall be affixed shall be so affixed in the presence of and signed by an Executive Committee member and shall be countersigned by a second Executive Committee member or by some other person appointed by the Executive Committee for the purpose.

ACCOUNTS

73. The Executive Committee shall cause proper books of account to be kept with respect to-
 - (a) all sums of money received and expended by the Alumni and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Alumni; and
 - (c) the assets and liabilities of the Alumni.

- Proper books shall not be deemed to have been kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Alumni's affairs and to explain its transactions.
74. The books of account shall be kept at the registered office of the Alumni, or, subject to section 121(3) of the Ordinance, at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the Executive Committee members.
75. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Alumni or any of them shall be open to the inspection of members not being Executive Committee members, and no member (not being an Executive Committee member) shall have any right of inspecting any account or book or document of the Alumni except as conferred by statute or authorized by the Executive Committee or by the Alumni in general meeting.
76. The Executive Committee shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Alumni in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
77. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alumni in general meeting, together with a copy of the Executive Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member: Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Alumni is not aware.

AUDIT

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

NOTICES

79. Every member shall from time to time notify the Secretary a place of business or residence to be registered as his address and the address so registered from time to time shall for the purposes of the Ordinance and these Presents be deemed his registered address.
80. If a member shall fail to give an address he shall not be entitled to receive notice in advance of any of the General Meetings or other proceedings of the Alumni, and no meeting or other proceeding shall be invalidated by reason of him not having received such notice as aforesaid.
81. A notice may be given by the Alumni to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Alumni for the giving of notice to him. Where a notice is sent by post, service of the notice

shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same is posted.

82. Notice of every general meeting shall be given in any manner hereinbefore authorized to-

- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Alumni an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Alumni.

No other person shall be entitled to receive notices of general meetings.

USE OF ELECTRONIC MEANS

83. Any requirement in these Articles for the Alumni to send, mail, dispatch, issue, publish or otherwise make available any Corporate Communication may, to the extent permitted under all applicable laws and regulations, be satisfied by the Alumni sending or otherwise making available the Corporate Communication to the relevant members using electronic means in which case the Alumni shall notify the intended recipient of:

- (a) the presence of the Corporate Communication on the Alumni's website; and
- (b) the address of the website.

84. The Corporate Communication is taken to be sent:

- (a) on the date on which the notification required under this article is sent; or
- (b) if later, the date on which the Corporate Communication first appears on the website after that notification is sent.

INDEMNITY

85. Every Executive Committee member, agent, auditor, secretary and other officer for the time being of the Alumni shall be indemnified out of the assets of the Alumni against any liability incurred by him in relation to the Alumni in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the court.

DISCIPLINE

86. The Executive Committee may issue warning to or at an extraordinary general meeting specially convened to expel a member or an Executive Committee member who is found by the Executive Committee to have been guilty of any one of the following:-

- (a) infringement of the constitution or resolutions of the Alumni;

- (b) committing any corrupt, immoral, illegal or criminal acts either in his own name or in the name of the Association, or otherwise conducting himself in such a way as to impair the reputation of the Association.

WINDING UP

87. If upon the winding up of the Alumni there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the excess shall not be paid to or distributed among the members of the Alumni, but shall be given, transferred or donated to the School or failing which, to Hong Kong Sheng Kung Hui (香港聖公會).

FIRST SECRETARY

88. The first secretary of the Alumni shall be Linkfair Nominees Limited.

NOTICE OF EXTRAORDINARY GENERAL MEETING

BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED (何明華會督銀禧中學校友會有限公司)

(Incorporated in Hong Kong with limited liability)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the members of Bishop Hall Jubilee School Alumni Limited (the “Alumni”) will be held at Room 209, 2C Oxford Road, Kowloon, Hong Kong on 19 November 2011 at 3 p.m. (or as soon after as the annual general meeting convened for the same day and place shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without amendments, the following special resolution of the Alumni:

SPECIAL RESOLUTION

“THAT the new articles of association (the “New Articles”) of the Alumni, a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the Chairperson of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Alumni with immediate effect after the close of this meeting and that the Executive Committee members of the Alumni be and are hereby authorised to do all things necessary to implement the adoption of the New Articles.”

By Order of the Executive Committee

Leung Wing Man

Executive Committee Member and Secretary

Hong Kong, 28 October 2011

Registered Office:

2C, Oxford Road,
Kowloon,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and, on a poll, to vote in his/her stead. A proxy must be a member qualified to vote.
2. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the registered office of the Alumni, 2C Oxford Road, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
3. **A member who has appointed a proxy shall not be entitled to vote personally at the meeting even if his proxy does not vote at the Meeting.**