

## REVISED CONSTITUTION

(June 2011)

### PAST STUDENTS ASSOCIATION OF GOOD HOPE SCHOOL

(德望學校校友會)

#### SECTION I

#### GENERAL

##### 1. NAME

The name of the Association is “Past Students Association of Good Hope School (德望學校校友會)” (“**the Association**”). The Association is also known as “GHSPSA” and “Good Hope School Past Students Association”.

##### 2. MISSION AND OBJECTIVES

- (a) The mission of the Association is to form and maintain a bond between all past students of the primary and secondary sections of Good Hope School ("**School**") and to maintain a link with the School.
- (b) The objectives of the Association are:
  - (i) to cultivate and promote friendship among the past students of the School ("**Past Students**");
  - (ii) to foster and promote close relationship and better understanding between past and current students of the School;
  - (iii) to foster activities of a social, cultural, educational, or recreational nature in the interests of the members of the Association or of the community at large;
  - (iv) to offer help to the School and to support current students in their personal and career development; and
  - (v) to carry out all such other activities, including but not limited to raising funds and accepting gifts and donations for the benefit of the School,

or any other cause considered worthy by the Association.

### **3. COMPOSITION OF ASSOCIATION**

The Association is made up of:

- (a) office bearers who are the same members with the same office bearing titles and responsibilities of an executive committee (“**Executive Committee**”) constituted and governed in accordance with the provisions of this Constitution, and more particularly but without limiting the generality of all other relevant provisions, as those set out in Section IV; and
- (b) members described in Clause 4.

## **SECTION II** **MEMBERSHIP AND PRIVILEGES**

### **4. MEMBERSHIP**

- (a) Membership of the Association consists of Life, Associate and Honorary membership. Eligibility to become a member (“**Member**”) under the respective categories of membership is as follows:
  - (i) Life Membership  
To be eligible as a life member of the Association (“**Life Member**”), one must be a Past Student who has attended the School for primary or secondary school education for at least one (1) academic year.
  - (ii) Associate Membership  
To be eligible as an associate member of the Association (“**Associate Member**”), one must be a full time or part time staff, past or present, who has or had served the primary or secondary School for no less than one (1) academic year, and is not a Past Student who is eligible to become a Life Member.
  - (iii) Honorary Membership  
To be eligible as an honorary member (“**Honorary Member**”), one shall be invited by the Executive Committee who considers it fit and beneficial to the

Association to do so. The term of an Honorary Member is for one (1) year extendable at the discretion of the Executive Committee.

- (b) The names of Life Members, Associate Members and Honorary Members are to be kept on separate lists held by the Executive Committee.
- (c) A Member's name in any of these lists will be removed upon the termination of its membership of the Association.

## **5. RIGHTS AND PRIVILEGES**

Members are entitled to the following rights and privileges during their membership:

- (a) Life Members:
  - (i) to attend general meetings ("**General Meetings**") as more particularly described in Clauses 10 to 12 inclusive;
  - (ii) to attend meetings ("**Committee Meetings**") of the Executive Committee or its sub-committees at the invitation of the Executive Committee;
  - (iii) to participate in activities and functions arranged and organized by the Association;
  - (iv) to be eligible for membership of the Executive Committee except where a Life Member who has to retire from the Executive Committee pursuant to Clause 17(c);
  - (v) to be eligible for membership of sub-committees of the Executive Committee;
  - (vi) to propose, second, speak to and vote on a motion at a General Meeting; and
  - (vii) to elect and be elected as a member of the Executive Committee at General Meetings.
- (b) Associate Members:
  - (i) to participate in activities and functions arranged and organized by the Association.
- (c) Honorary Members:
  - (i) to attend General Meetings; and
  - (ii) to participate in activities and functions arranged and organized by the Association.

## **6. PROCEDURE TO BECOME MEMBERS**

- (a) To become a Life Member, an eligible Past Student shall register an interest for such membership and become a Life Member upon the acknowledgement by the Executive Committee of the receipt of such registration.
- (b) To become an Associate Member, an eligible person shall apply for such membership and receive an approval from the Executive Committee.
- (c) To become an Honorary Member, an eligible person shall confirm acceptance of such membership upon receipt of an invitation from the Executive Committee.

## **7. FEES**

Members are not required to pay any subscription or membership fees. However, members are encouraged to make voluntary contributions to support the operation of the Association.

## **8. OBLIGATIONS**

- (a) All members have the following obligations:
  - (i) to abide by the Constitution and resolutions passed by the Association;
  - (ii) not to act or make any representations in the name or on behalf of the Association or any of its committees in any way unless such act or representation is made pursuant to the express written instructions of the Executive Committee,
  - (iii) not to make false use of the name of the Association in any unlawful acts, thereby impairing its reputation; and
  - (iv) to be faithful and honest to the Association.
- (b) All Life Members shall be collectively responsible and answerable for any such debts, damages, liquidated sums, liabilities or consequences incurred by the Association under Clause 26.

## **9. TERMINATION**

- (a) If a Member commits any default or misconduct or breach or non-observance of any of the obligations, its membership is terminated by a Special Resolution passed in a General Meeting in accordance with Clause 10(f)(ii).

- (b) A member may withdraw its membership from the Association by giving one month's notice in writing. The withdrawal will take immediate effect after the expiry of the notice.

### **SECTION III**

#### **GENERAL MEETINGS**

#### **10. GENERAL MEETINGS**

- (a) Definitions

“**General Meetings**” means either an:

- (i) annual general meetings (“**annual general meetings**”); or
- (ii) extraordinary general meetings (“**Extraordinary General Meetings**”) as the case may be.

- (b) Written Notice of General Meetings

Written notice of the date, time, place, and agenda of a General Meeting shall be given to a Member no less than twenty-one (21) days.

- (c) Chair of General Meetings

The chair of a General Meeting shall be the first person in the following descending order, in case the preceding person is absent, not being able to act, or unwilling to act:

- (i) the Chairperson;
- (ii) one of the Vice-chairpersons;
- (iii) an Executive Committee Member as may be agreed amongst the Executive Committee Members;
- (iv) a Life Member attending the General Meeting as may be agreed amongst the attending Life Members.

- (d) Proxy

A Life Member attending a General Meeting may hold a proxy for one other

Life Member who is absent from the General Meeting to exercise the rights and privileges of the absent Life Member.

(e) Quorum

- (i) A quorum for a General Meeting is the presence of at least 20% of the total Life Membership. If a quorum is not present within fifteen (15) minutes from the time appointed for a General Meeting, the meeting will automatically be adjourned for fifteen (15) minutes. At the end of the fifteen (15) minutes adjournment, any number, but not less than twenty-five (25), of Life Members present will form a quorum.
- (ii) If the quorum in Clause 10(e)(i) is not present, the Chairperson shall adjourn the General Meeting for fourteen (14) days with written notice to all Members of the date, time and place the General Meeting is to be re-convened.
- (iii) The quorum for the re-convened General Meeting is 10% of the total Life Membership. If a quorum is not present within fifteen (15) minutes from commencement of the re-convened General Meeting, the General Meeting will automatically be adjourned for fifteen (15) minutes. At the end of the fifteen (15) minutes adjournment, any number of Life Members present will form a quorum.

(f) Resolutions in General Meetings

- (i) A vote by simple majority of Life Members is required for passing a simple resolution (“**Simple Resolution**”) in General Meetings.
- (ii) A vote of no less than two-thirds (2/3) of voting Life Members is required for passing a special resolution (“**Special Resolution**”) in General Meetings.
- (iii) The Chairperson of a General Meeting has, in addition to an original vote, a casting vote in the event of a tie vote.

## 11. ANNUAL GENERAL MEETING

- (a) Annual General Meetings shall be held in each calendar year and within ten (10) to fourteen (14) months of the last Annual General Meeting.
- (b) Business of an Annual General Meeting is as follows:
  - (i) to receive and approve the Minutes of the last Annual General Meeting;
  - (ii) to receive and approve the Minutes of all Extraordinary General

- Meetings not having been previously adopted;
- (iii) to receive and approve the Annual Report of the preceding year of the Executive Committee;
  - (iv) to receive and approve the Treasurer's Report of the preceding year;
  - (v) to elect a new Executive Committee member(s) as may be required; and
  - (vi) to deal with any other business.

An item of business to be considered under “**any other business**” in an Annual General Meeting shall be proposed by written notice to the Executive Committee signed by at least ten (10) Life Members no less than ten (10) days prior to the meeting. Upon receipt of such notice, the Executive Committee shall immediately give like notice to all Members no less than five (5) days prior to the meeting.

- (c) If the Chairperson fails to convene an Annual General Meeting, twenty-five (25) Life Members may convene an Extraordinary General Meeting by compelling the Executive Committee in writing to forthwith issue valid notice for the General Meeting.

## **12. EXTRAORDINARY GENERAL MEETINGS**

- (a) An Extraordinary General Meeting shall be held upon a written request to the Executive Committee by
  - (i) over half of the Executive Committee Members;
  - (ii) no less than ten (10) Life Members except in the case of Clause 12(a)(iii); or
  - (iii) notwithstanding Clause 12(a)(ii), in the case of an Extraordinary General Meeting for the dismissal of an Executive Committee member, the minimum number of Life Members or Executive Committee Members as set out in Clause 13(b),in each case, submitting a signed request which sets out the proposed business(es) to be dealt with at the requested General Meeting.
- (b) The Chairperson shall convene the Extraordinary General Meeting within thirty-five (35) days of the receipt of a written request that complies with Clause 12(a).
- (c) If the Chairperson fails to convene an Extraordinary General Meeting despite

receipt of a valid written request, twenty-five (25) Life Members may convene an Extraordinary General Meeting by compelling the Executive Committee in writing to forthwith issue valid notice for the General Meeting.

- (d) Discussions held and resolutions passed at an Extraordinary General Meeting shall be confined to the items of business on the agenda.

### **13. DISMISSAL OF EXECUTIVE COMMITTEE MEMBERS**

- (a) A member of the Executive Committee is subject to dismissal if a Special Resolution to that effect is passed in an Extraordinary General Meeting conducted solely for that purpose.
- (b) To request an Extraordinary General Meeting for the dismissal of one or more of Executive Committee Members, there shall be a written request signed by no less than fifty (50) Life Members, or half (50%) of Executive Committee Members stating reasons and requesting for an Extraordinary General Meeting.
- (c) Upon the receipt of the written request referred to in Clause 13(b), the responsibilities and authorities of the Executive Committee member(s) who is subject to the proposed motion of dismissal shall be suspended until the motion is dealt with.
- (d) If the Executive Committee member(s) who is subject to a proposed dismissal is or includes the Chairperson, then amongst the Executive Committee members who are not the subject of the proposed dismissal, a vice-chairperson, or in case the vice-chairperson fails, or refuses to act, any other Executive Committee member as may be agreed by the Executive Committee, will perform the functions of the Chairperson as if she were the Chairperson.

## **SECTION IV**

### **THE EXECUTIVE COMMITTEE**

#### **14. EXECUTIVE COMMITTEE**

An Executive Committee shall at all times be formed for the day to day handling,

running, conduct and organisation of the affairs of the Association in the manner stipulated by the Constitution.

## **15. FUNCTIONS AND POWERS**

The functions and powers of the Executive Committee are:

- (a) to implement the resolutions passed at General Meetings;
- (b) to hold Committee Meetings and to implement the resolutions passed in it;
- (c) to prepare the budget and accounts of the Association; and
- (d) to draft plans of activities of the Association for presentation to General Meetings for adoption; and
- (e) to handle and deal with the day to day running, conduct and organisation of the affairs of the Association in the manner stipulated by the Constitution.

## **16. COMPOSITION**

The Executive Committee comprises the following:

- (a) office bearers:
  - (i) one (1) chairperson (“**Chairperson**”);
  - (ii) two (2) vice-chairpersons (“**Vice-chairpersons**”);
  - (iii) two (2) secretaries (“**Secretaries**”);
  - (iv) one (1) treasurer (“**Treasurer**”);
- (b) not more than ten (10) ordinary committee members (“**Ordinary Committee Members**”); and
- (c) in addition to Clause 16(b), the immediate past Chairperson as an ex officio Ordinary Committee Member for one (1) non-renewable term only, and who must, at all material times, be a Life Member.

## **17. ELECTION**

- (a) Election of the Executive Committee shall be held once every two (2) years at an Annual General Meeting.
- (b) Any Life Member who is aged 18 years or above is eligible to be nominated as a candidate at an election to return members of the Executive Committee

("candidate").

- (c) Mode of election of Executive Committee Members:
- (i) The Secretary, in no less than two (2) months before the Annual General Meeting, shall invite nomination of candidates in writing. The invitation shall set out the nature and responsibilities of each office and include a nomination form.
  - (ii) Any Life Member may nominate up to sixteen (16) eligible Life Members as candidates and submit the nomination form to the Secretary not later than thirty (30) days before the Annual General Meeting.
  - (iii) A list of the candidates nominated shall be attached to the Notice of the Annual General Meeting.
  - (iv) If the number of candidates nominated and set out on the list attached to the Notice of the Annual General Meeting in accordance with Clauses 17(c)(ii) and 17(c)(iii) is less than sixteen (16), nominations of candidates may be made from the floor when invited by the Chairperson of the Annual General Meeting at the time of election.
  - (v) Voting shall be done by secret ballots. All Members voting are to select no more than a total of sixteen (16) candidates.
  - (vi) The first sixteen (16) candidates who receive the highest number of votes are to be declared as elected.
  - (vii) In cases where a candidate would have been elected but for there being one or more other candidate(s) having been given the same number of votes, a separate poll is to be taken in respect of that candidate and such other candidate(s). This separate poll is to be done by secret ballots with the number of candidates that may be selected by the Members voting being no more than the number of vacancies remaining for these candidates to fill. If there still remains a tie of votes between candidates, the number of which is larger than the number of remaining vacancies in the Executive Committee, lots will be drawn to decide which candidate(s) is to fill those vacancies.
- (d) Election of office bearers:
- (i) An Executive Committee Meeting shall be held immediately after the Annual General Meeting at which the election of the Executive Committee takes place for the purpose of electing the office bearers from and amongst the Executive Committee Member returned at the Annual General Meeting.

- (ii) The Chairperson elected shall inform all Members of the new slate of officers for the new term.
  - (iii) The immediate past Chairperson shall arrange for the hand-over of minutes and accounting records and books within thirty (30) days of the Annual General Meeting.
- (e) If an office bearer is absent for a prolonged period of time, her responsibilities may be taken up temporarily during that period of absence by another member of the Executive Committee who, in the opinion of the Executive Committee, possesses appropriate knowledge, skill and ability to undertake such responsibilities.

## **18. VACANCIES**

- (a) The office of a Member of the Executive Committee is regarded as vacant if that Member:
- (i) ceases to be a Member in good standing, infringes the Association's Constitution or resolution, or uses the Association's name in corruptive acts and thereby impairing its good reputation;
  - (ii) is absent from three (3) consecutive Meetings of the Executive Committee without its consent; or
  - (iii) resigns from her office by giving one (1) month's notice in writing to the Executive Committee and such notice of resignation is accepted by the Executive Committee.
- (b) If any Executive Committee Member vacates her office, the Executive Committee may appoint any Life Member to fill the vacancy until the next Annual General Meeting at which an election of the Executive Committee is to take place. Any Life Member so appointed is deemed to have been elected pursuant to Clause 17 above.

## **19. RESPONSIBILITIES AND TERMS OF OFFICE BEARERS**

- (a) The Chairperson is:
- (i) responsible for:
    - (1) governing all affairs in the Association;
    - (2) presiding over all Executive Committee Meetings and General Meetings;
    - (3) presenting the Annual Report of the Association at the Annual

General Meeting;

- (4) coordinating the work of the Executive Committee and individual office bearers of the Executive Committee; and
- (5) acting as an advisor to the immediate succeeding Executive Committee of the Association after expiry of her term of office.

- (ii) eligible for re-election to the same office but not for more than two consecutive terms.

(b) The First and Second Vice-chairpersons are:

- (i) responsible for assisting the Chairperson of the Association and acting for her under her authority. They, either individually as agreed amongst them, or collectively, will assume the duties and obligations of the Chairperson if the latter fails, refuses or is unable, to act; and
- (ii) eligible for re-election to the same office but not for more than two consecutive terms.

(c) The First and Second Secretaries are:

- (i) responsible for:
  - (1) undertaking all the secretarial duties of the Association; and
  - (2) preparing and keeping the minutes of all meetings of the Association.
- (ii) eligible for re-election to the same office but not for more than two consecutive terms.

(d) The Treasurer is:

- (i) responsible for:
  - (1) keeping in the Association's Accounts a continuous record of all financial transactions and the official receipts for all payments;
  - (2) preparing the Annual Treasurer's Report and arranging for it to be presented at the next Annual General Meeting; and
  - (3) providing relevant information to facilitate reviewing of the Accounts.
- (ii) eligible for re-election to the same office but not for more than two consecutive terms.

## **20. EXECUTIVE COMMITTEE MEETINGS**

- (a) Executive Committee Meetings are to be held from time to time and at least three (3) times a year at the request of the Chairperson or any other two (2) Members of the Executive Committee.
- (b) The Chairperson shall preside over all Executive Committee Meetings. In case of the Chairperson's absence, one of the Vice-chairpersons shall preside. In case of absence of the Chairperson and Vice-chairpersons, one of the other Executive Committee Members present shall preside.
- (c) The quorum of the Executive Committee Meetings is half (50%) of the actual number of Executive Committee Members who are in office.
- (d) The Executive Committee shall keep proper minutes of its meetings.
- (e) Resolutions at Executive Committee Meetings are passed by a simple majority of votes of the Executive Committee Members present and voting. The Chairperson or a presiding member has a casting vote in addition to an original vote.

## **21. SUB-COMMITTEES**

- (a) The Executive Committee may appoint at any time any number of sub-committees for any purposes in connection with the operation of the Association, the membership of which may be appointed by the Executive Committee from among Executive Committee Members and Life Members,.
- (b) Sub-committees appointed under Clause 21(a) above are responsible to the Executive Committee for all their acts, deeds and decisions.
- (c) The terms of reference, practice and rules of a sub-committee shall be decided by the Executive Committee at the time of its appointment and they may be amended by the Executive Committee from time to time.
- (d) The membership of a sub-committee shall be decided by the Executive Committee at the time of its appointment subject to any variation considered necessary by the Executive Committee from time to time during the sub-committee's operation. There shall be at least one Executive Committee Member on a sub-committee appointed under this clause.

- (e) The Chairperson of a sub-committee may attend any meeting of the sub-committees.

**SECTION V**  
**ADVISORS**

**22. ADVISORS**

The Executive Committee may appoint such persons to be Advisors to the Association as it considers fit and proper.

**SECTION VI**  
**AUDITOR**

**23. AUDITOR**

An auditor required to be appointed for auditing the accounts of the Association is appointed by resolution of the Association passed at an Annual General Meeting.

**SECTION VII**  
**FINANCIAL MATTERS**

**24. FINANCIAL MATTERS**

- (a) The Chairperson of the Association may approve any item or items of expenditure in relation to the Association not exceeding HK\$10,000.
- (b) Any item or items of expenditure in relation to the Association in excess of HK\$10,000 but not exceeding HK\$50,001 shall be resolved by the Executive Committee.
- (c) Any item or items of expenditure in relation to the day-to-day operation of the Association in excess of HK\$50,001 shall be resolved at General Meetings.

**25. DONATIONS**

- (a) It is for the Executive Committee to decide whether or not a donation to the Association should be accepted or rejected.
- (b) Such donations must be free from any condition, commitments or obligations on the part of the Association.
- (c) Such donations are not refundable under any circumstances after acceptance by the Executive Committee.

**SECTION VIII**  
**LIABILITY**

**26. LIABILITY**

- (a) If the Association is involved in any debts, damages, liquidated sums, liabilities or consequences, the Executive Committee of the term during which such debts, damages, liquidated sums, liabilities or consequences are incurred shall be collectively responsible and answerable provided that such debts, damages, liquidated sums, liabilities or consequences are incurred through any act or omission expressly authorized by the Executive Committee.
- (b) Clause 26(a) is without prejudice to the right of the Association to obtain redress, remedies and indemnities from the person who incurred such debts, damages, liquidated sums, liabilities or consequences.

**SECTION IX**  
**DISSOLUTION**

**27. DISSOLUTION**

- (a) The Association shall not be dissolved except with the consent of a two-thirds (2/3) majority of vote of the Life Members present at an Annual General Meeting or Extraordinary General Meeting at which the resolution to dissolve the Association is proposed.

- (b) In the event of the Association being dissolved, any balance remaining to the credit of the Association after providing for outstanding liabilities shall be donated to the School.

**SECTION X**  
**AMENDMENTS**

**28. AMENDMENTS TO THE CONSTITUTION**

- (a) Amendments to this Constitution are to be proposed and passed by a simple majority of votes of the Life Members present and voting at an Extraordinary General Meeting.
- (b) Any amendments passed at an Extraordinary General Meeting come into effect after they are approved by the Registrar of Societies

**SECTION XI**  
**AUTHORITY**

**29. SUPERSESSION**

This Revised Constitution supersedes all constitutions which had once been valid and in force and which are hereafter declared as invalid.