

**THE COMPANIES ORDINANCE (CHAPTER 32)**

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Company Limited by Guarantee  
and not having a share capital

**MEMORANDUM OF ASSOCIATION**

**OF**

**GOOD HOPE SCHOOL PAST STUDENTS ASSOCIATION LIMITED**

德望學校校友會有限公司

**1. NAME**

The name of the Association is “GOOD HOPE SCHOOL PAST STUDENTS ASSOCIATION LIMITED 德望學校校友會有限公司” (“**the Association**”). The Association is also known in short as “GHSPSA Ltd” or “GHSPSA”.

**2. REGISTERED OFFICE**

The Registered Office of the Association will be situated in the Hong Kong Special Administrative Region.

**3. OBJECTS AND POWERS**

- (a) The objects of the Association are:
- (i) To inherit and acquire all of the assets, liabilities and functions of the present unincorporated association known as “Past Students Association of Good Hope School” 德望學校校友會；
  - (ii) to cultivate and promote friendship among the past students (“**Past Students**”) of the primary and secondary sections of Good Hope

School (the “School”);

- (iii) to foster and promote close relationship and better understanding among Past Students, the current students and the teaching and administrative staff of the School;
  - (iv) 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;
  - (v) to offer help to the School and to support current students in their personal and career development;
  - (vi) to support the Missionary Sisters of Immaculate Conception in their charitable and other works;
  - (vii) to support the Good Hope School Past Students Association Foundation Limited in its charitable works;
  - (viii) to promote the Christian values of Love, Hope, Joy and Thanksgiving which are the core values of the teaching of Good Hope School;
  - (ix) to promote education, learning, art, science, technology and research for the development of Past Students, current students and teaching and administrative staff of the School;
  - (x) to carry out and perform all or any other acts, works, enterprises or things which are incidental to or conducive to the attainment of the objects of the Association.
- (b) In furtherance of the above objects but not otherwise, the Association shall have the following powers:
- (i) to apply for, invite, collect and receive donations, gifts, grants, subscriptions, bequests, endowments and other assistance and benefits for all or any of the objects of the Association herein provided or towards the costs and expenses of the Association and its operations;
  - (ii) to provide scholarships, subsidies, allowance, loans (whether interest bearing

or interest free) and other forms of financial assistance, including, but not limited to, payment of passages, living allowances, fees and other monies to persons assisted by the Association;

- (iii) to provide lectures, seminars, libraries, exhibitions, meetings, classes and conferences;
- (iv) to promote and hold outings, trips, visits, gatherings, competitions and activities of all kinds, and to offer gifts or contribute towards prizes, medals and awards therefor;
- (v) to establish, maintain and conduct a social club for the accommodation of members of the Association and to provide club premises and other conveniences and generally to afford to members of the Association all the usual privileges, advantages and conveniences of a social club;
- (vi) to establish and carry on in the Hong Kong Special Administrative Region or elsewhere non profit making schools, colleges, kindergartens, nurseries or any other educational institutions where students may obtain a quality education;
- (vii) to provide books, equipment and student facilities to schools, colleges, kindergartens and universities;
- (viii) to establish, promote or assist in establishing or promoting, and to subscribe to or to become a member of any other association or club or company the establishment or promotion of which may be beneficial to the Association;
- (ix) to make donations and any gift of property (whether real or personal) to charitable organizations;
- (x) to enter into, vary, carry out, and cancel any arrangements or contracts with any governmental authorities or any municipal, local or other authorities or with any person, corporation, association or entity;
- (xi) to purchase, own, acquire, take on lease, exchange, occupy, use, equip, improve, maintain, operate or turn to account, on such terms and conditions as the Association may think fit, buildings, fixtures, fittings, chattels, furniture, computers, equipment, plant, machinery, apparatus, goods and vehicles of any nature and description, or any part thereof;

- (xii) to turn to account, grant, sell, convey, assign, surrender, yield up, exchange, partition, mortgage, devise, reassign, transfer or dispose of the property and undertaking of the Association, or any part thereof, on such terms and conditions as the Association may think fit;
- (xiii) to purchase, lease, work, construct, maintain, develop, improve, pull down and alter any buildings, structures or works;
- (xiv) to borrow or raise money and secure or discharge any debt or obligation of or binding on the Association and, in particular, by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Association, or by the creation and issue on such terms as the Association may think fit of bonds, debentures or other obligations or securities of any description;
- (xv) to establish or support charitable associations, institutions, clubs, funds and trusts so as to advance the objects of the Association;
- (xvi) to undertake and discharge the office and duties of trustee either gratuitously or otherwise, with or without undertaking, the management and administration of any trust or settlement which may be considered necessary for or incidental to the furtherance of the objects of the Association or any of them, and to hold property, assets or rights of any kind on trust or otherwise;
- (xvii) to invest any moneys of the Association not immediately required for its purpose but not otherwise in a reasonable and proper manner, and to hold, sell or otherwise dispose of such investments.
- (xviii) to draw, accept, indorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons, and other negotiable instruments and securities;
- (xix) to pay all expense preliminary or incidental to the formation and promotion of the Association and the conduct of the affairs of the Association;
- (xx) to print, publish, give and sell materials, periodicals, books or leaflets

as shall be desirable for attaining the objects of the Association;

- (xxi) subject to Clauses 4 and 5 below, to appoint agents, contractors, sub-contractors, experts and attorneys to do all or any of the above matters and things on behalf of the Association or any thing or matter for which the Association is as principal, agent, contractor, trustee or in any other way whatsoever interested or concerned either alone or in conjunction with others;
- (xxii) to employ all such officers and staff as may be required for the objects of the Association, subject to Clauses 4 and 5 hereof;
- (xxiii) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association.

#### 4. USE OF INCOME AND PROPERTY

- (a) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (b) Subject to Clause 5 (b) and (c) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.

#### 5. REMUNERATION, INTEREST AND RENT

- (a) No member of the Executive Committee or any other governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (c) below) shall be given by the Association to any member of the Executive Committee or any other governing body.
- (b) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association who is not a member of the Executive Committee or any other governing body of the Association in return for any services actually rendered to the Association.

- (c) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (i) to any member of its Executive Committee of out-of-pocket expenses;
  - (ii) of interest on money lent by any member at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (iii) of reasonable and proper rent for premises demised or let by any member of the Association;
  - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (d) No person shall be bound to account for any benefit he/she may receive in respect of any payment properly paid in accordance with sub-clauses (b) and (c) above.

## 6. LIMITED LIABILITY

The liability of the members of the Association is limited.

## 7. CONTRIBUTION TO ASSETS

Every life member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while she is a life member, or within one year after she ceased to be a member, for payment of the debts and liabilities of the Association contracted before she ceases to be a life member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK \$10.00.

## 8. DISTRIBUTION OF ASSETS ON WINDING UP

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Association; but shall be given or transferred to Good Hope School, or if such transfer could not be done for any reasons, some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clauses 4 and 5 above, such institution or institutions to be determined by the life members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this aforesaid provision cannot be effected, then to some charitable objects.

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

Names, Addresses and Descriptions of Founder Members	
TENG Qun, June (鄧鈞) 303 Clear Water Bay Road, Kowloon	Retired
WONG LAU Eva, Yee Lo (黃劉綺露) 303 Clear Water Bay Road, Kowloon	Social Worker
LAU May Wah, Margaret (劉美華) 303 Clear Water Bay Road, Kowloon	Clinic Administrator
CHI Man Ho, Virginia (池文皓) 303 Clear Water Bay Road, Kowloon	Senior Manager, Communications
CHIK Wai Kwan, Joyce (戚慧君) 303 Clear Water Bay Road, Kowloon	Retired Banker
CHIU Shun Yu (趙舜茹) 303 Clear Water Bay Road, Kowloon	University Student
CHONG Tak Hing, Clara (莊德馨) 303 Clear Water Bay Road, Kowloon	Teacher
CHUN Po Lam, Pauline (秦寶林) 303 Clear Water Bay Road, Kowloon	Teacher
FUNG Kit Chu, Kitlen (馮潔珠) 303 Clear Water Bay Road, Kowloon	Education Consultant
HO Sin Yee, Winnie (何善儀) 303 Clear Water Bay Road, Kowloon	Operations Manager
LAM Po Yi, Polly (林寶儀) 303 Clear Water Bay Road, Kowloon	Business Executive
LIU Mei Yan (廖美欣) 303 Clear Water Bay Road, Kowloon	University Student
NG Man Wah, Pauline (吳文華) 303 Clear Water Bay Road, Kowloon	Retired Civil Servant, Consultant
SUN Miu Ling, Sally (辛妙玲) 303 Clear Water Bay Road, Kowloon	Human Resources Director
WONG Po Kiu, Kelly (黃寶喬) 303 Clear Water Bay Road, Kowloon	Office Manager
YEUNG Yuk Ki, Amy (楊玉琪) 303 Clear Water Bay Road, Kowloon	Financial Services



**THE COMPANIES ORDINANCE (CHAPTER 32)**

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Company Limited by Guarantee  
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**ARTICLES OF ASSOCIATION**

**OF**

**GOOD HOPE SCHOOL PAST STUDENTS ASSOCIATION**

德望學校校友會有限公司

**SECTION I**

**DEFINITIONS**

1. DEFINITIONS

In these Articles, except where the context otherwise requires:-

“Articles”	means these Articles of Association in their present form or as altered from time to time;
“Association”	means GOOD HOPE SCHOOL PAST STUDENTS ASSOCIATION LIMITED 德望學校校友會有限公司;
“Chairperson”	means the chairperson of the Executive Committee
“Committee Member”	means any person for the time being appointed as a member of the Executive Committee of the Association;
“Executive Committee”	means the executive committee of the Association elected pursuant to Article 16;
“Executive Committee Meeting”	means a meeting of the Executive Committee;
“Foundation”	means the GOOD HOPE SCHOOL PAST STUDENTS ASSOCIATION FOUNDATION LIMITED 德望學校校友會

慈善基金有限公司;

“General Meeting”	means either an Annual General Meeting or an Extraordinary Meeting, as the case may be, as more particularly described in Article 9 to 11;
“Member”	means a member of the Association and can be a Life Member, an Associate Member or an Honorary Member as defined in Article 3;
“Ordinance”	means the Companies Ordinance, Chapter 32;
“Past Student”	means a past student who has attended the School for primary or secondary school education for at least one (1) academic year;
“School”	means Good Hope School, primary and/or secondary section(s);
“Seal”	means the common seal of the Association;
“Secretary”	means any person appointed to perform the duties of the secretary of the Association;
“Treasurer”	means any person appointed to perform the duties of the treasurer of the Association;
“Vice-Chairperson”	means one of the vice chairpersons of the Executive Committee.

Unless the context otherwise requires, words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine 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.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

## **SECTION II**

### **MEMBERSHIP**

#### **2. NUMBERS**

The number of Members with which the Association proposes to be registered shall be 10,000.

#### **3. TYPES OF MEMBERSHIP**

- (a) Membership of the Association consists of Life, Associate and Honorary membership. Eligibility to become a 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.
  - (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.
  - (ii) 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 membership of the Association.

#### **4. RIGHTS AND PRIVILEGES**

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

- (a) Life Members:
  - (i) to attend General Meetings;
  - (ii) to attend Executive Committee Meetings or meetings of 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;
  - (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;
  - (vii) to elect and be elected as a member of the Executive Committee at General Meetings; and
  - (viii) to elect and be elected as a nominee director for the Foundation.
  
- (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.
  
- (d) The rights of Members shall be personal and shall not be transferrable.

## **5. 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.

## **6. 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.

## **7. OBLIGATIONS**

All Members have the following obligations:

- (i) to abide by this Memorandum and Articles of Association 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.

## **8. TERMINATION**

- (a) If a Member commits any default or misconduct or breach or non-observance of any of the obligations, his or her membership can be terminated in a General Meeting by a Special Resolution in accordance with Article 9 (e) (ii).
- (b) A Member may withdraw from membership of 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**

**9. GENERAL MEETINGS**

(a) 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.

(b) Chair of General Meetings

The chairperson 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.

(c) 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.

(d) 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 referred to in Article 9 (d) (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.
- (e) 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.
  - (f) 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.

## **10. 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 receive the Annual Report of the Foundation of the preceding year;
  - (vi) to receive the Treasurer’s Report of the Foundation of the preceding year;
  - (vii) to elect a new Executive Committee member(s) as may be required;
  - (viii) to elect two Members for nomination as directors to the Foundation;

- and
- (ix) 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.

## **11. 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 Article 11(a)(iii); or
  - (iii) notwithstanding Article 11(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 Article 12(b), in each case, submitting a signed request which sets out the proposed business 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 Article 11(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.

## **12. 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 Article 12(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

#### 13. EXECUTIVE COMMITTEE

An Executive Committee shall at all times be formed for the day to day handling, running, conduct and organization of the affairs of the Association in accordance with the objects of the Association and these Articles.

#### 14. FUNCTIONS AND POWERS

- (a) The functions of the Executive Committee are:
- (i) to implement the resolutions passed at General Meetings;
  - (ii) to hold Executive Committee Meetings and to implement the resolutions passed in it;
  - (iii) to prepare the budget and accounts of the Association; and
  - (iv) to draft plans of activities of the Association for presentation to General Meetings for adoption; and
  - (v) to handle and deal with the day to day running, conduct and organization of the affairs of the Association.
- (b) The Executive Committee may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the Association in a General Meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulation prescribed by the Association in a General Meeting, provided that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

#### 15. COMPOSITION

The Executive Committee comprises the following:

- (a) office bearers:
- (i) the Chairperson;
  - (ii) two Vice-chairpersons;
  - (iii) two Secretaries;
  - (iv) the Treasurer;

- (v) two Foundation Coordinators; and
- not more than eight (8) ordinary Committee Members; and
- (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.

## **16. ELECTION**

- (a) The subscribers to these Articles shall constitute the first Executive Committee and shall hold office until the first Annual General Meeting at which an election of the Executive Committee shall take place. Thereafter, 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 Articles 16(c)(ii) and 16(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) If there is a change of Chairperson, 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.
  
- (f) A Member shall upon being elected as a Member of the Executive Committee act as director of the Association. A Committee Member shall upon retiring from office resign as director of the Association.

## **17. 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 Article 17 above.

## **18. 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 Annual Reports of the Association at Annual General Meetings;
    - (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 for one term 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 Annual Treasurer's Reports and presenting them at Annual General Meetings; and
    - (3) providing relevant information to facilitate review of the Accounts.
  - (ii) eligible for re-election to the same office but not for more than two consecutive terms.
- (e) The First and Second Foundation Coordinators are:
  - (i) responsible for:
    - (1) acting as a bridge between the Association and GHSPSA Foundation; and
    - (2) coordination with the Foundation regarding activities of the Foundation that are supported by GHSPSA Ltd.
  - (ii) eligible for re-election to the same office but not for more than two consecutive terms.
- (f) The Chairperson and the Foundation Coordinators shall during their term of office for this Association also act as directors and members of the Foundation.

## **19. 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 the 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.

## **20. 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 Article 20(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 Article.
- (e) The Chairperson of a sub-committee may attend any meeting of the sub-committees.

## SECTION V

### NOMINEE DIRECTORS FOR THE FOUNDATION

#### 21. NOMINEE DIRECTORS FOR FOUNDATION

- (a) Two Members of the Association shall be nominated by the Association to become directors of the Foundation. For the purpose of the setting up of the Foundation, two Members shall be nominated by the Executive Committee of the Association and approved at a General Meeting to be the first two subscribers to the articles of association of the Foundation. These two Members shall hold office until the next election to return nominee directors for the Foundation as prescribed in Article 21 (c) below.
- (b) Any Life Member who is aged 18 years or above is eligible to be nominated as a candidate at an election to return nominee directors for the Foundation (“candidate”) held during a General Meeting.
- (c) Mode of election of nominee directors for the Foundation:
  - (i) The Secretary, in no less than two (2) months before the General Meeting at which the election of the nominee directors takes place, shall invite nomination of candidates in writing. The invitation shall set out the nature and responsibilities of the office and include a nomination form.
  - (ii) Any Life Member may nominate up to two (2) eligible Life Members as candidates and submit the nomination form to the Secretary not later than thirty (30) days before the General Meeting.
  - (iii) A list of the candidates nominated shall be attached to the Notice of the General Meeting.
  - (iv) If the number of candidates nominated and set out on the list attached to the Notice of the General Meeting in accordance with Articles 21(c)(ii) and 16(c)(iii) is less than two (2), nomination of candidates may be made from the floor when invited by the Chairperson of the 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 two (2) candidates.
  - (vi) The first two (2) 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) In the event that an election of nominee directors is required in the middle of the two-year term of the Executive Committee, such election may be held at any General Meeting as considered appropriate by the Executive Committee.

**SECTION VI**  
**ADVISORS**

**22. ADVISORS**

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

**SECTION VII**  
**ACCOUNTS AND AUDIT**

**23. ACCOUNTS**

- (a) The Executive Committee shall cause proper books of account to be kept with respect to:-
  - (i) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure took place; and
  - (ii) the assets and liabilities of the Association.Proper books shall not be deemed to be 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 affairs of the Association and to explain its transactions.

- (b) The books of account shall be kept at the registered office of the Association, or, subject to the Ordinance, at such other place or places as the Association shall think fit and shall always be open to the inspection of the Directors.
- (c) 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 Association or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any rights of inspecting any accounts of books or documents of the Association except as conferred by statute or authorised by the Executive Committee or the Association at General Meetings.
- (d) The Executive Committee shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Association at General Meetings such proper income and expenditure accounts for the period since the last preceding account made up to a date not more than six (6) months before such meeting, together with such proper balance sheets and reports made up at the same date as are referred to in those sections. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the auditors, and copies of such account, balance sheet and report (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen (14) days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings PROVIDED THAT this Article 23 shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

## **24. AUDIT**

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

## **SECTION VIII**

## **OTHER FINANCIAL MATTERS**

### **25. APPROVAL OF EXPENDITURE**

- (a) The Chairperson 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 Association in excess of HK\$50,001 shall be resolved at General Meetings.

### **26. 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 are not refundable under any circumstances after acceptance by the Executive Committee.

## **SECTION IX** **INDEMNITY**

### **27. INDEMNITY**

Every member of the Executive Committee, other officer or employee for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by her as such in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the court.

## **SECTION X**

## **WINDING UP**

### **28. WINDING UP**

The provisions of Articles 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

## **SECTION XI** **NOTICES**

### **29. NOTICES**

- (a) A notice may be given by the Association to any Member either personally or by sending it by prepaid post to her address or by electronic mail to her electronic mail address registered with the Association. Every Member shall from time to time notify the Secretary a place of business or residence and an electronic mail address to be registered as her place of address and electronic mail address respectively, and the place and electronic mail address so from time to time registered shall for the purposes of the Ordinance be deemed her registered address and registered electronic mail address respectively.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a prepaid letter containing the notice and to have been effected in the case of the address of a Member being in Hong Kong on the second day following that on which it was posted and in the case of the address of a Member being overseas, on the third day following that on which it was posted. In a case of a facsimile transmission or an e-mail transmission shall be deemed to have been served at the time of dispatch. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this Article and sent as a prepaid letter and, in the case of a notice sent by facsimile transmission or email transmission that the facsimile number or email address used was that of the Member being served with such notice.

**SECTION XII**  
**MISCELLANEOUS**

**30. THE SEAL**

The Executive Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Committee Members or of a committee of the Committee Members authorized by the Executive Committee, and every instrument to which the Seal shall be affixed shall be signed by a Committee Member and shall be countersigned by the Secretary or by a second Committee Member.

**30. PERSONAL DATA**

Personal data regarding Members shall be kept confidential by the Association in accordance with prevailing laws. Unless otherwise determined by the Association in General Meeting, such data may be used only for activities of the School, the Association, the Foundation and any subsidiaries, or associates or affiliates, local or overseas, in furtherance of their respective objects and to whom such data may be transferred. Changes in personal data, and requests for access to such data for correction of data should, unless otherwise determined by the General Committee and notified to Members, be addressed to the Secretary at its registered office or by email to [info.ghspsa@gmail.com](mailto:info.ghspsa@gmail.com).

Names, Addresses and Descriptions of Founder Members	
TENG Qun, June (鄧鈞) 303 Clear Water Bay Road, Kowloon	Retired
WONG LAU Eva, Yee Lo (黃劉綺露) 303 Clear Water Bay Road, Kowloon	Social Worker
LAU May Wah, Margaret (劉美華) 303 Clear Water Bay Road, Kowloon	Clinic Administrator
CHI Man Ho, Virginia (池文皓) 303 Clear Water Bay Road, Kowloon	Senior Manager, Communications
CHIK Wai Kwan, Joyce (戚慧君) 303 Clear Water Bay Road, Kowloon	Retired Banker
CHIU Shun Yu (趙舜茹) 303 Clear Water Bay Road, Kowloon	University Student
CHONG Tak Hing, Clara (莊德馨) 303 Clear Water Bay Road, Kowloon	Teacher
CHUN Po Lam, Pauline (秦寶林) 303 Clear Water Bay Road, Kowloon	Teacher
FUNG Kit Chu, Kitlen (馮潔珠) 303 Clear Water Bay Road, Kowloon	Education Consultant
HO Sin Yee, Winnie (何善儀) 303 Clear Water Bay Road, Kowloon	Operations Manager
LAM Po Yi, Polly (林寶儀) 303 Clear Water Bay Road, Kowloon	Business Executive
LIU Mei Yan (廖美欣) 303 Clear Water Bay Road, Kowloon	University Student
NG Man Wah, Pauline (吳文華) 303 Clear Water Bay Road, Kowloon	Retired Civil Servant, Consultant
SUN Miu Ling, Sally (辛妙玲) 303 Clear Water Bay Road, Kowloon	Human Resources Director
WONG Po Kiu, Kelly (黃寶喬) 303 Clear Water Bay Road, Kowloon	Office Manager
YEUNG Yuk Ki, Amy (楊玉琪) 303 Clear Water Bay Road, Kowloon	Financial Services