

**ARTICLES OF ASSOCIATION**

**OF**

**WAH YAN COLLEGE HONG KONG PARENT-TEACHER  
ASSOCIATION LIMITED**

**香港華仁書院家長教師會有限公司**

Incorporated the 17th day of November 2016

編號 2452725

No.

[ COPY ]

公司註冊處  
COMPANIES REGISTRY

公司註冊證明書  
**CERTIFICATE OF INCORPORATION**

本人謹此證明  
I hereby certify that

**WAH YAN COLLEGE HONG KONG PARENT-TEACHER  
ASSOCIATION LIMITED**

**香港華仁書院家長教師會有限公司**

於本日根據香港法例第622章《公司條例》  
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間  
(Chapter 622 of the Laws of Hong Kong), and that this company is

有限公司。  
a limited company.

本證明書於二〇一六年十一月十七日發出。  
Issued on 17 November 2016.

(Sd.) Ms Ada L L CHUNG

.....  
香港特別行政區公司註冊處處長鍾麗玲  
Ms Ada L L CHUNG  
Registrar of Companies  
Hong Kong Special Administrative Region

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE, (CHAPTER 622)

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Company Limited by Guarantee  
and not having a Share Capital

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ARTICLES OF ASSOCIATION

OF

**WAH YAN COLLEGE HONG KONG  
PARENT-TEACHER ASSOCIATION LIMITED**  
香港華仁書院家長教師會有限公司

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1. NAME

The name of the company is " WAH YAN COLLEGE HONG KONG PARENT-TEACHER ASSOCIATION LIMITED 香港華仁書院家長教師會有限公司" (hereinafter called "the Association")

2. REGISTERED OFFICE

The registered office of the Association will be situated in Hong Kong.

3. MEMBERS' LIABILITIES

The liability of the Members is limited.

4. LIABILITIES OR CONTRIBUTIONS OF MEMBERS

Every Member undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a Member, or within 1 year after he ceased to be a Member, for payment of debts and liabilities of the Association contracted before he ceases to be a Member, and 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 the sum of one Hong Kong Dollar (HK\$1.00).

5. If upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association, such institution or institutions to be determined by the Member 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 so far as effect cannot be given to the aforesaid provisions then to some charitable object.

WE, the undersigned, wish to form an Association and wish to adopt the Articles of Association as attached.

Name(s) of Founder Members	
(Sd.) HAN Kwok Wai Ivan 韓國偉	(Sd.) TANG Lai Ming 鄧麗明
(Sd.) CHAN Tak Yee Sarah 陳德怡	(Sd.) LAI Fuk Wai Ricky 黎福偉
(Sd.) HO Karen 何加鈺	(Sd.) CHAN Sze Chun 陳思駿
(Sd.) LEUNG Ka Keung Kenneth 梁家強	(Sd.) CHAN Yuet Ming 陳月明
(Sd.) WONG Barbara 黃百麗	(Sd.) CHUNG Chun Woon 鍾峻桓

Dated this 6<sup>th</sup> day of October, 2016.

THE COMPANIES ORDINANCE, (CHAPTER 622)

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Company Limited by Guarantee  
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ARTICLES OF ASSOCIATION  
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**WAH YAN COLLEGE HONG KONG  
PARENT-TEACHER ASSOCIATION LIMITED**  
香港華仁書院家長教師會有限公司

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**INTERPRETATION**

1. In the interpretation of these Articles of Association, the following words and expressions shall have the following meanings unless the context requires otherwise:

"Articles" means these Articles of Association as amended from time to time;

"Association" means "WAH YAN COLLEGE HONG KONG PARENT-TEACHER ASSOCIATION LIMITED 香港華仁書院家長教師會有限公司";

"Executive Member" means a member of the Executive Committee from time to time;

"Executive Committee" means the executive committee of the Association appointed or elected pursuant to these Articles;

"Member" means a member for the time being of the Association;

"Ordinance" means the Companies Ordinance (Cap. 622) as from time to time amended, replaced or re-enacted and every other Ordinance from time to time in force concerning companies insofar as the same applies to the Association;

"Register of Members" means the register of members of the Association;

"School" means Wah Yan College, Hong Kong;

"Seal" means the common seal of the Association;

"Student" means existing student of the School.

References in writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form;

References to documents being in writing or in written form or being sent or delivered shall include their being in the form of appropriate means or (as the case may be) being references to any document being signed by a particular person includes an indication in any email or fax that such message was despatched by or at the direction of such person;

In these Articles, if not inconsistent with the subject or content, words importing the singular number only shall include the plural number and vice versa, words importing any gender shall include all other genders and references to persons shall include corporations acting, where applicable, by their duly authorised representatives.

Any words or expression defined in the Ordinance in force at the date when these Articles are adopted shall bear the same meaning in these Articles; and

The Association is established for the purpose expressed in the Articles of Association.

## MEMBERS

2. All Members are entitled to the benefits of the Association.
3. The Members of the Association shall be divided into Honorary Members, Appointed Members and Ordinary Members
4. (a) Honorary Members
  - (i) Past Principals of the School shall be Honorary Members of the Association.
  - (ii) The Executive Committee is entitled to appoint past Executive Committee Members of the Association or parent members who have made significant contributions to the Association as Honorary Members regardless of whether their children are current pupils of the School.
- (b) Appointed Members

Principal, Vice-Principal(s) and all teachers of the School shall be Appointed Members of the Association.
- (c) Ordinary Members
  - (i) Parents of Student can apply for Ordinary Membership in accordance with the provisions set out in these Articles.
  - (ii) Notwithstanding the foregoing and the provisions set out in these Articles, if a Student has any brother who is also a Student, only one parent of such students can apply for membership. Parents of such students do not enjoy a double membership.
5. Subject to payment of admission fee as prescribed by the Executive Committee, the Founder Members to the Articles and such other persons as the Executive Committee shall admit to membership in accordance with the provisions herein contained shall be Members and shall be entered into the Register of Members accordingly.
6. The Executive Committee shall have power to censure, suspend or expel a Member from the Association if that Member is, in the opinion of the Executive Committee, prejudicial to the goodwill and interests of the Association or if that Member shall become engaged in business or activity which in the opinion of the Executive Committee is contrary to the objects of the Association.
7. A Member may at time withdraw from the Association by giving at least 14 days' notice to the Association. Save and except transfers between parents of the relevant student, membership and any rights or privileges incidental thereto shall not be transferable and shall cease upon the Member ceasing to be such.

8. The Executive Committee may from time to time determine the amount of admission fees payable on admission to membership and other payments due to the Association.
9. Appointed Members and Honorary Members are not required to pay any admission fee and annual subscription.
10. All admission fees and other fees paid to the Association are not refundable.
11. Without prejudice to Articles 7, 8 and 9 hereof: -
  - (a) Ordinary membership shall cease when the Ordinary Member's child ceases to be a Student and/or all of his children cease to be Students. When an ordinary membership ceases as a result of a child of the Ordinary Member ceases to be a Student, that ex-Ordinary Member may re-apply for ordinary membership in accordance with the provisions set out in these Articles subject to payment of the admission fee and the annual subscription as prescribed by the Executive Committee.
  - (b) Appointed Membership shall cease when such Appointed Member ceases full time employment with the School.
12. Ordinary membership shall cease when such Ordinary Member's sons / wards no longer a student of Wah Yan College, Hong Kong. For the avoidance of doubt, admission fee should be paid if one wants to be an ordinary member of the association again after his / her membership is ceased.
13. The Executive Committee may refuse to accept any person to be Members without giving any reason therefor.

#### **HONORARY ADVISOR PATRONS ADVISORS CONSULTANTS OF THE ASSOCIATION**

14. The Executive Committee may invite and appoint such persons as patrons advisors or consultants of the Association as it shall think fit. The patrons advisors or consultants so appointed shall have the privilege to attend general meetings and meetings of the Executive Committee and provide guidance and advice as regards the affairs of the Association but they shall not have the right to vote as such or other meetings and provided always that any patrons advisors or consultants shall not for the purposes of these Articles be deemed as an Executive Member of the Association.
15. The patrons, advisors or consultants shall also provide such assistance as they think appropriate to the Association in its fund-raising and other activities
16. Notwithstanding the Principal shall be an Appointed Member, the Principal shall also be the Honorary Advisor of the Association. Without prejudice to the Principal's rights and entitlements as an Appointed Member, the Principal as an Honorary Advisor shall have the same rights, entitlements and limitations as any patron's advisors or consultants hereinabove mentioned

#### **GENERAL MEETINGS**

17. The annual general meeting of the Association shall be held in each year at such time (not later than the 30<sup>th</sup> November in that year) and at such place as may be determined by the Executive Committee for the purpose of transacting the business of the Association and the election of the Executive Committee and the auditor(s) for the ensuing 12 months and of receiving the income and expenditure account and balance sheet for the past year with the auditor's report and also a report from the Executive Committee in the past year's transactions and accounts.
18. All general meetings, other than annual general meetings, shall be called general meetings.

19. The Executive Committee may, whenever it thinks fit, convene a general meeting. In addition, general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Ordinance. Procedures and provisions for calling a general meeting and the quorum for such meeting shall be the same as the annual general meeting.

#### **NOTICE OF GENERAL MEETINGS**

20. Annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 14 days' notice in writing. 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 the meeting and, in case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles or under the Ordinance, entitled to receive such notices from the Association.

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

- (a) in the case of a meeting called that annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
21. The accidental omission to give notice of a meeting, 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**

22. All business shall be deemed special that is transacted at a general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of accounts, balance sheets, and the reports of the Executive Members and auditor(s), the election of Executive Members in the place of those retiring and the appointment of, and the fixing of remuneration of the auditor(s).
23. No business save the election of chairperson of the meeting 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; save herein otherwise provided, the quorum shall consist of not less than 13 Members at a general meeting.
24. 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 7 days thereafter and to be held on the same day of the next week at the same time and same place. The Members present at 15 minutes after the appointed time for the adjourned meeting shall constitute the necessary quorum on that occasion and the Members present thereat shall not be less than 50% of the said quorum throughout the adjourned meeting.
25. The President of the Executive Committee or, in his absence, any of the Vice Presidents shall preside as chairperson at every general meeting. If there is not such President or Vice Presidents, or if at any meeting, neither the President nor any of the Vice Presidents is present within 15 minutes after the time appointed for holding the same, or if neither of them is willing to act as chairperson, the Executive Members present shall choose one of their members to act, or if one Executive Member only is present he shall preside as chairperson if he is willing to act. If no Executive Member is present, or if each of the Executive Members present declines to take the chair, the Members present and entitled to vote on a poll shall elect one of their Members to be chairperson.

26. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn any 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.
27. A resolution in writing signed by or on behalf of all the Members for the time being entitled to receive notice of and attend and vote at a general meeting of the Association at which such resolution was to be proposed shall be treated as a resolution duly passed at such a general meeting duly convened and held and, where relevant, as a special resolution so passed. Any such resolution may consist of general documents in the like form each signed by or on behalf of one or more of the Members. A facsimile bearing a copy thereon of a Member's signature shall be deemed to be a document signed by or on behalf of him for the purposes of this Article.
28. 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 chairperson of the meeting; or
  - (b) by at least 10 Members; or
  - (c) unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairperson 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 the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
29. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. Subject to the provisions of Article 29 hereof, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
31. A poll demanded on the election of a chairperson, 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 chairperson of the meeting directs.
32. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
33. In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

#### **VOTES OF MEMBERS**

34. All Members are entitled to attend all general meetings.
35. Only Appointed Members and Ordinary Members are entitled to suggest a motion, vote and second at all general meetings.
36. Members are not allowed to vote by proxy.



## **THE EXECUTIVE COMMITTEE**

37. Only Ordinary Members and Appointed Members are entitled to be elected or appointed as Executive Members.
38. The first Executive Members shall be determined in writing by the Founder Members to this Articles of Association or a majority of them.
39. The Executive Committee shall be composed of not more than 10 members of which not less than 50% of its members shall be Appointed Members to be appointed by the Principal and the others shall be Ordinary Members to be elected by the Appointed Members and Ordinary Members.
40. The Executive Committee shall prescribe such rules and regulations as it thinks fit for the election.
41. The Executive Members shall elect amongst themselves a President, two Deputy Presidents, a Secretary and a Treasurer. All elected and appointed Executive Members shall hold their posts for the period from commencement of their appointment until the conclusion of the following annual general meeting of the Association, or until they cease to be Ordinary Members or Appointed Members (as the case may be) before the following annual general meeting of the Association in accordance with the provisions set out in these Articles, or until earlier termination by reason(s) as stated in Article 61 hereof.
42. A retiring President shall be appointed as an Advisor for one year in the following annual general meeting without voting right.
43. All Executive Members shall retire upon the conclusion of following annual general meeting and subject to the rules and regulations prescribed by the Executive Committee from time to time. All Ordinary Members (including those who are immediately retired from the appointment of Executive Members) are eligible for election and/or re-election to become Executive Members. No person shall be the President of the Association for more than 3 consecutive years.
44. In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a Member to fill the vacancy and the Member so appointed shall hold office until the next annual general meeting of the Association, or until he ceases to be an Ordinary Member or Appointed Member (as the case may be) before the following annual general meeting of the Association in accordance with the provisions set out in these Articles.
45. All Executive Members of the Association shall serve gratis save that shall be reimbursed for out of pocket expenses incurred for the purpose of attaining the Association's objects and compensated for any liabilities or claims arising in the course of their duties as Executive Members and provided that they shall not have violated or exceeded any authority conferred upon them.

## **POWERS OF THE EXECUTIVE COMMITTEE**

46. In addition to the powers and authorities expressly conferred by these Articles upon the Executive Committee, the Executive Committee may at all times exercise all such powers, give all such consents, make all such arrangements and generally do all such acts and things as may be exercised, given, made or done by the Association and are not expressly required to be exercised, given, made or done by the Association in general meeting, subject nevertheless at all times to the Ordinance and to these Articles, and to such regulation (if any) as shall from time to time be prescribed by the Association in general meeting but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if no such regulation had been made.

47. Any fund raising or other related activities of the Association shall be approved by the Executive Committee.
48. The Executive Committee may delegate any of their powers to any sub-committee as it thinks fit. The sub-committee shall consist of such Members as the Executive Committee may appoint. The sub-committee shall be responsible for carrying out the policies of the Executive Committee and shall conform to such policies that may from time to time be set by the Executive Committee.
49. The terms of appointment of the sub-committee members shall be determined by the Executive Committee who may revoke or terminate any such appointments at any time and appoint another in his place.
50. The chairperson of the sub-committee shall be appointed by the Executive Committee from among the members of the sub-committee. The quorum for meetings of the sub-committee shall be fixed by the Executive Committee.
51. All matters arising for decision at a meeting of the sub-committee shall be decided by a vote of the majority of members present at the sub-committee meeting. In the event of an equality of votes, the chairperson shall have a casting vote.
52. Subject to the provisions of these Articles relating to the proceedings of the meetings of the sub-committee and any regulations made by the Executive Committee in relation thereto, the proceedings of the sub-committee meetings shall be governed by provisions herein regulating the meetings and proceedings of the Executive Committee so far as applicable. The minutes of the proceedings of the subcommittee shall be sent to the Executive Committee after the relevant meeting.

#### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

53. The Executive Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of equality of votes, the chairperson of the meeting shall have a second or casting vote. A meeting of the Executive Committee shall be called by at least 3 days' notice together with an agenda for such meeting in writing be served on every Executive Member.
54. The quorum necessary for the transaction of the business at a meeting of the Executive Members shall be five Executive Members present at the commencement of and throughout the meeting.
55. The President of the Executive Committee shall act as the chairperson of every meeting of the Executive Committee. In the absence of the President, any of the Vice Presidents shall act as the chairperson of the meeting. If neither the President nor any of the Vice Presidents is present, then the Executive Members present may choose one of their members to be the chairperson of the meeting.
56. Any Executive Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Association's business or affair) with the Association shall declare the nature of his interest at a meeting of Executive Member shall not be entitled to vote in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom and shall not be counted in the quorum present at the meeting at which such contract or arrangement is considered.

57. All acts done by any meetings of the Executive Members or of any sub-committee appointed pursuant to these Articles, or by any person acting as an Executive Member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive Members or persons 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 Member.
58. A resolution in writing signed by all Executive Members shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
59. The Secretary shall keep record of every meeting of Executive Committee and shall compile the same in a book and the President shall sign on the resolved resolutions.

#### **DISQUALIFICATION OF EXECUTIVE MEMBERS**

60. The office of an Executive Member shall be terminated:-
- (a) if he becomes bankrupt or generally suspends payment to or compounds with his creditors;
  - (b) if he is found lunatic or becomes of unsound mind;
  - (c) if he is convicted of an indictable offence;
  - (d) if by notice in writing to the Association he resigns from his office; or
  - (e) if he is removed by special resolution of the Association in accordance with the provisions of the Articles or the Ordinance.

#### **SECRETARY**

61. A provision of the Ordinance or the Articles requiring or authorising a thing to be done by or to an Executive Member and the Secretary shall not be satisfied by its being done by or to the same person acting both as an Executive Member and as, or in place of, the Secretary.

#### **CHEQUES**

62. All cheques drawn on the Association's bank account, all orders for payment, promissory notes, and other negotiable instruments made or issued by the Association, and all other contracts instruments entered into by the Association in the ordinary course of business, shall be signed by (1) the President or a Vice Presidents and (2) the Treasurer or the Secretary of the Executive Committee.

#### **THE SEAL**

63. The Executive Committee shall provide for the safe custody of the seal, which shall never be used except by the authority of the Executive Committee. Every instrument to which the common seal is affixed shall be signed by two Executive Members or by such other persons (being not less than two in number) as the Executive Committee may appoint for this purpose.

#### **ACCOUNTS**

64. All money, admission fees, annual subscriptions or other income received by the Association must be kept in a designated bank account.

65. The Executive Committee shall cause true accounts to be kept:-
- (a) of the sums of moneys received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place;
  - (b) of the assets and liabilities of the Association; and
  - (c) of all other matters necessary for showing the true state and condition of the Association.

The books of account shall be kept at the registered office of the Association or at such other place or places as the Executive Committee thinks fit, and shall be open to inspection by any Executive Member.

66. 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 inspection by the Members; and no Member shall have any right to inspect any accounts or books of the Association except as conferred by the Ordinance or authorized by the Executive Committee, or by a resolution of the Association in general meeting.
67. At the annual general meeting in every year, except the first annual general meeting, the Executive Committee shall lay before the meeting an income and expenditure account and a balance sheet, containing a summary of the assets and liabilities of the Association made up to a date not more than nine months before the meeting from the time when the last preceding account and balance sheet were made up, and in the case of the first account and balance sheet, from the incorporation of the Association, and such balance sheet and account shall comply with the provisions of the Ordinance. Every account and balance sheet shall be accompanied by a report of the Executive Committee as to the state and condition of the Association and a report of the auditor(s) of the Association.
68. A copy of such account, balance sheet, and report shall be served on every Member 21 days prior to the general meeting in the manner in which notices are hereafter directed to be served.

#### **AUDIT**

69. At least once in every year, the accounts of the Association shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained, by the auditor of the Association.
70. The Association shall at every annual general meeting appoint an auditor to hold office until the next annual general meeting, and their appointment, remuneration, rights and duties shall be regulated by the Ordinance.

#### **SERVICE OF NOTICES**

71. Any notice may be served on or delivered to any Member of the Association either personally or through his/her son or by sending it through the post in a prepaid letter addressed to such Member at his address as appearing in the Register of Members or by delivering it to or leaving it at such address addressed as aforesaid or by sending an email or a facsimile message to the email address or the facsimile number for the time being according to the Association's record as provided by such Member.

72. Any such notice, if given by email or facsimile, shall be deemed to have been served on dispatch. Any notice or other document, if send by post, shall be deemed to have been served or delivered on the day after the day when it was put in the post and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document delivered or left at an address otherwise than by post shall be deemed to have been served or delivered on the day on which it was so delivered or left.

#### **WINDING-UP**

73. If upon the winding up or dissolution of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, to be determined by the Members at or before the time of dissolution, and in default thereof by the Principal of the School.

#### **DISSOLUTION**

74. If Members intend to dissolve the Association, they must first consult the views of the management board of the School and to call up an extraordinary general meeting. The quorum of such extraordinary general meeting shall be not less than 50% of all the Members and the attending Members have to pass a special resolution to dissolve the Association.