



Ying Wa Girls' School Alumnae Association Limited

101 Castle Peak Road, Sham Shui Po, Kowloon.
 Email: alumnae@ywgs.edu.hk Fax: 2858 8669

Annual General Meeting **Notice of Special Resolution**

The Annual General Meeting (AGM) of the Ying Wa Girls' School Alumnae Association Limited (YWGSAAL) will take place at 18:00 on Friday 29 March 2019 at Cuisine Royale (Shop 701, 7/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong). All members of the YWGSAAL are invited to attend.

One key agenda item (Item No. 6) is to consider the following Special Resolution proposed by the Council of the YWGSAAL. If thought fit, members and duly appointed proxies of members in attendance and entitled to vote at the meeting are invited to pass the Special Resolution.

SPECIAL RESOLUTION

“That the Articles of Association of YWGSAAL, in the form presented to the Annual General Meeting by the President of the YWGSAAL, be adopted as the Articles of Association of YWGSAAL in substitution for and to the exclusion of the YWGSAAL's existing Articles of Association.”

Explanatory Message to Members regarding the proposed Special Resolution

1. Office bearers of the Ying Wa Girls' School Alumnae Association Limited (“AA”), plays an important role in steering the operation of the Association. Article 21(b)(i) of the Articles of Association which came into effect on 1 March 2006, states that unless under special circumstances, it is deemed necessary and sanctioned by the General Meeting, no person may serve as an office bearer of the Council, namely, the President, Vice-President, Honorary Secretary and Honorary Treasurer (even in a different post) for more than two terms in his/her lifetime. Article 21(b)(ii) limits council member remaining in office for no more than three consecutive terms.
2. The purpose of setting up such rule is to ensure a healthy turnover of members for the key posts in the Council. Throughout the past decade, experience reveals that the maximum serving period for office bears for only two terms does not favour the Council in long term planning of work, team building, implementation of programmes, provision of support to Ying Wa



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Girls' School, collaboration with different stakeholders, succession arrangement as well as smooth operation of the council activities. To overcome the drawbacks of short serving period of the office bearers, while balancing the need for healthy turnover of office holders, the YWGSAA Council, at its meeting held on 21 September 2018, adopted a proposal to extend the "two-terms" limit in Article 21(b)(i) to "three-terms".

3. It is difficult for an alumna who never serves on the AA Council before to serve directly as an officer bearer. Thus, Article 21(b)(i) currently allows an office bearer to serve maximum two terms while 21(b)(ii) allows a council member to remain in the office for 3 consecutive terms. Such arrangement allows an alumna to first serve one term as an ordinary Council member to get familiar with the operation of the Council before becoming an office bearer. Since it was proposed that that the maximum terms of an office bearer in Article 21(b)(i) be extended to a maximum of three terms in a lifetime, the YWGSAA Council, at its meeting held on 21 September 2018, also adopted another proposal to amend Article 21(b)(ii) to enable a Council member to remain in office for four consecutive terms instead of three.

Amendments made in the new Articles of Association

The original texts of Articles 21(b)(i) and 21(b)(ii) read as follows:

21. (b) Subject to the exception stated in the below paragraph of this Article 21(b):

(i) no person may serve as an office bearer of the Council, namely, the President, Vice President, Honorary Secretary and Honorary Treasurer (even in different post) for more than **two** terms in his/her life time;
 and

(ii) no member of the Council shall remain in the office for more than **three** consecutive terms.

Unless under special circumstances it is deemed necessary and sanctioned by the General Meeting.

A maximum of four alumnae who are serving as teachers in the School can be appointed as Council members. No limitation on the terms of service shall apply to these appointees.

(Article (21(b) was amended with effect from **1 April 2009**)



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The proposed amended texts of Articles 21(b)(i) and 21(b)(ii) read as follows:

21. (b) Subject to the exception stated in the below paragraph of this Article 21(b):

(i) no person may serve as an office bearer of the Council, namely, the President, Vice President, Honorary Secretary and Honorary Treasurer (even in different post) for more than **three** terms in his/her life time; and

(ii) no member of the Council shall remain in the office for more than **four** consecutive terms.

Unless under special circumstances it is deemed necessary and sanctioned by the General Meeting.

A maximum of four alumnae who are serving as teachers in the School can be appointed as Council members. No limitation on the terms of service shall apply to these appointees.

(Article (21(b) was amended with effect from **29 March 2019**)

All other parts of the Articles of Association remain unchanged save as the suggestions mentioned above.

Note to Members

1. To be passed, the Special Resolution must receive votes in favour by a majority of at least 75%.
2. The resolution passed at the Annual General Meeting on a show of hands is passed by a majority of at least 75% if it is passed by at least 75% of the total of the following:
 - (a) the number of the members who vote in person on the resolution;
 - (b) the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
3. The Special Resolution will be considered as a whole and will not be altered by motions from the floor of the meeting.



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4. Members should read the Explanatory Message to Members following the Special Resolution, which explains the amendments made to the Articles of Association of the YWGSAA.
5. The full text of the proposed new Articles of Association is attached to this notice and is available for inspection on the YWGS website www.ywgsaa.org.hk.
6. Please direct any questions or concerns to Ms. Anita Chiu, the President of the YWGSAA at alumnae@ywgs.edu.hk.

By order of the Council
Anita Chiu
President, YWGSAA
25 January 2019

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF

YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED
〔英華女校校友會有限公司〕

Incorporated the 1st day of March 2006

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED
〔英華女校校友會有限公司〕

NAME

1. The name of the Association is "YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED 〔英華女校校友會有限公司〕".

REGISTERED OFFICE

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

OBJECTS

3. (1) The objects for which the Association is established are to acquire and take over the whole of the assets and liabilities of the existing unincorporated institution known as YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION (英華女校校友會); foster and promote close relationship and better understanding among the past and present students and staff of Ying Wa Girls' School ("YWGS"); assist YWGS in all its projects and activities when necessary; afford to its members all the usual privileges, advantages, conveniences

and accommodation of a club; promote education by such means as the Association may think fit.

(2) Within the limits of the objects set out in Clause 3(1) above to do all or any of the under-mentioned things :-

- (a) to raise funds for causes related to the objects;
- (b) to enquire into the needs of those who may be benefited hereunder and to further promote the objects aforesaid;
- (c) to promote the holding of seminars, courses, colloquia, programmes, conferences, exhibitions, workshops, meetings or other events;
- (d) to publish, co-operate in or promote the publication of books, films, tapes, pamphlets, journals, news-sheets, records or other publications whether by sale, donation or otherwise;
- (e) to collect and make available information on all matters affecting or relating to the said objects and to exchange such information with other bodies having related objects, wheresoever;
- (f) to do whatever may be necessary to effect any of the objects of the Association, and so that for that purpose the Association may employ and remunerate such persons as may be necessary, and may subscribe to pension funds for the benefit of employees or provide pensions or allowances for such employees on their retirement, and may make grants to widows and dependants of employees;
- (g) for the purposes of the Association, or in the course of the execution of any trusts undertaken by it, to acquire and hold any real and personal property, and to sell, improve, manage, demise, let, mortgage, dispose of or otherwise deal with the same, and to construct, maintain, or alter any buildings or works;
- (h) to accept (with or without conditions) and hold gifts, demises, and bequests of real and personal property, and to exercise in relation thereto any of the powers specified in the last preceding sub-clause hereof;

- (i) to undertake and execute or to create any charitable trust and to support or subscribe to any charitable or education fund or institution and to co-operate and collaborate with voluntary bodies and statutory authorities operating in similar fields and to exchange information and device;
- (j) to invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities or property as the Association from time to time thinks fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law (and subject also as hereinafter provided);
- (k) to issue appeals for and collect money and goods in kind, and to organize concerts, exhibitions, conferences, sports, entertainments or events of any kind for the purpose (wholly or partly) of raising funds for carrying out the objects of the Association, or for making known the objects and activities of the Association, and for developing public opinion in favour of or support for those objects;
- (l) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the objects of the Association or the trade is temporary and ancillary to the objects aforesaid;
- (m) to apply for and obtain any authority necessary or expedient in order to enable the Association to attain any of its objects, or modification of its constitution in order better to attain any of such objects;
- (n) to give financial support to promote education, including without limitation by the provision of scholarships or subsidies for students or by the organization of lectures, classes and seminars;
- (o) to promote and hold either alone, or jointly with any other associations, clubs or persons, meetings, competitions and matches for all kinds of sports or pastimes, and to offer gifts or contribute towards prizes, medals and awards therefor and to promote, give or support dinners, balls, concerts and other entertainments as the Association may think fit;
- (p) to establish or endow any new charitable organization or organizations (corporate or non-corporate) having the same or similar objects to those of the Association;

- (q) to enter into any arrangements or contracts with any governments or authorities, supreme, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Association or any of them and to obtain from any such government or authority, person or company any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions;
- (r) to bring or defend any litigation proceedings or other court application that the Association deems necessary to assert and/or protect its legal rights and/or interest, to enable, assist or permit the Association to attain any of the objects of the Association herein expressed and/or any lawful thing incidental or conducive to the attainment of those objects, and/or to vindicate the good name of the Association;
- (s) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROTECTION OF ASSETS

- 4. (1) The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

(2) Notwithstanding the provisions of Clause 4(1) above nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association;

DEFINITIONS ETC.

5. (1) References in this Memorandum of Association to words or phrases defined in the Articles of Association shall (unless otherwise expressly indicated) bear the same meaning as the defined meanings.
- (2) Clause headings are indicative only and are to be ignored for the purposes of interpretation.

LIABILITY OF MEMBERS

6. (1) The liability of the members is limited.
- (2) Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ten Hong Kong dollars (HK\$10.00).

WINDING-UP

7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to Ying Wa Girls' School 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 Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof, by such Judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in the manner, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

ACCOUNTS

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least, in every year, the accounts of the Association shall be examined, and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

POWERS

9. The powers set forth in the Seventh Schedule of the Companies Ordinance (Chapter 32) are hereby excluded.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<p>Dr. Huen Kwai Fun 禰桂芬 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Chief of Service & Consultant.</p>
<p>Ms. Lai Yuk Fai 黎育輝 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Educational Technology Developer</p>

Ms. Chow Siu Fung 周小鳳 Ying Wa Girls' School 76 Robinson Road, Hong Kong Teacher
Ms. Wong Choi Fong, Fanny 黃賽芳 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife
Ms. Liu Suk Ling, Florence 廖淑玲 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife
Ms. Shek Yuk Yu, Ruth 石玉如 Ying Wa Girls' School, 76, Robinson Road, Hong Kong. Headmistress
Ms. Lam Lai Bing, Alison 林麗冰 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife

DATED the 19th day of November 2005.

WITNESS to the above signatures :-

Samia Fung Lai Yee
25th Floor, Devon House
Taikoo Place, 979 King's Road
Quarry Bay, Hong Kong
Solicitor

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PRELIMINARY

1. The Articles contained in Table C of the First Schedule of the Companies Ordinance (Chapter 32) shall not apply to the Association, save where the content herein otherwise provides or requires.

DEFINITIONS

2. In these Articles, unless there be something in the subject or context inconsistent therewith :-

“Article” or “Articles” refers to these Articles of Association or other regulations of the Association for the time being in force.

“The Association” means the above-named Company.

“Associate Members” means current students, teachers, principals and parents of YWGS and honorary members recommended by the Council, all of whom shall enjoy the same rights and benefits of Ordinary Members save and except for the right to vote at General

Meetings or the right to be elected as member of the Council or committee of the Association or incorporated management committee of YWGS.

“Council” means the Council for the time being of the Association, whose members shall be deemed to be directors for the purposes of the Ordinance.

“The President” and “The Vice President” mean respectively the President and Vice President of the Council for the time being (as the case may be).

“General Meeting” means a meeting of Members of the Association.

“Member” means member of the Association which word shall bear the same meaning as in the Ordinance and including Ordinary Members and Associate Members.

“The Ordinance” means the Companies Ordinance, Chapter 32.

“Ordinary Members” means past YWGS student members all of whom shall have the right to vote at General Meetings and to be elected as members of the Council or committee of the Association or incorporated management committee of YWGS.

“Registered Office” means the registered office of the Association for the time being.

“The Secretary” means the Honorary Secretary of the Association and the Council for the time being.

Expressions referring to writing shall be construed as including references to printing and other modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural and vice-versa, words importing the masculine include the feminine, and words importing persons include corporations.

Words or expressions defined in the Ordinance shall bear the same meanings in these Articles.

References to persons shall include bodies corporate, partnerships, unincorporated associations and societies.

Clause headings are indicative only and are to be ignored for the purposes of interpretation.

MEMBERS

3. For the purposes of registration the number of Members is declared to be unlimited.

MEMBERSHIP

4. Membership of the Association shall be restricted to :-
 - (a) The members of the Ying Wa Girls' School Alumnae Association according to the members' register at the date hereof shall become Ordinary Members of the Association.
 - (b) From and after the date hereof, all former students of YWGS shall be eligible for ordinary membership.
 - (c) Any category of people recommended by the Council e.g. teachers, principals, current students, honorary members etc. shall be eligible for Associate membership.

SUBSCRIPTION

5. Membership shall be for life. Upon payment of a fee as prescribed from time to time by the Association in the General Meeting, all persons referred to in Article 4 shall be eligible for membership.

GENERAL MEETINGS

6. An Annual General Meeting shall be held in every calendar year in addition to any other meetings in that year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Council. Such General Meetings shall be called Annual General Meetings, and shall be so described in the notices convening the meetings, and all other meetings shall be called Extraordinary General Meetings.
7. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 113 of the Companies Ordinance.
8. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' written notice, and any other General Meeting shall be called by at least fourteen days' written notice, and the notice shall be exclusive both of the day upon which it is served or deemed to be served and of the day for which it is given. A notice shall specify the place, the day, and the hour of the meeting, and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned to the Auditors and to all Members. With the consent in writing of all the Members for the time being or (in the case of a meeting other than an Annual General Meeting) of such proportion of the Members as prescribed by the Companies Ordinance a General meeting may be convened on shorter notice than that specified above, and in such manner as such Members may think fit.
9. 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 such notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. The business of an Annual General Meeting shall be to receive and consider the accounts presented by the Council and the reports of the Council and of the Auditors, to elect members of the Council in place of those retiring by rotation, the appointment and

- remuneration of the Auditors, and any other business which under the Ordinance or these Articles is required to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
11. No business shall be transacted at any General Meeting unless a quorum of Members of the Association is present at the time when the meeting proceeds to business; save as herein otherwise provided, such number of Members as shall constitute not less than one third of the paid up members of the Association or fifty paid up Members, whichever is the less, entitled to vote at such date present in person or by proxy shall be a quorum.
 12. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and to such time and place as the Chairman may appoint. At any adjourned meeting the Members present, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
 13. The President of the Council shall preside as Chairman at every General Meeting of the Association. The President, or in his absence the Vice President (if any), shall be entitled to take the chair at every General Meeting, or if there be no President or Vice President, or if at any meeting neither the President nor the Vice President shall be present at the time appointed for holding such meeting, or if neither of them shall be willing to act as Chairman, the Members present shall choose another member of the Council as Chairman, and if no member of the Council be present, or if all the members of the Council present decline to take the chair, then the Members present shall choose one of their members to be the Chairman.
 14. The Chairman may, with the consent of the meeting, adjourn any General 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.
 15. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes, the Chairman shall both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be

entitled as a Member.

16. At any General Meeting, unless a poll is duly demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded by the Chairman, or by at least two Members personally present.
17. If a poll is demanded as aforesaid, it shall be taken (subject to Article 20) in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment not exceeding seven days, or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. 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.
19. Any poll duly demanded on the election of a Chairman of a meeting, or on any question of adjournment, shall be taken at the meeting without adjournment.

VOTES OF ORDINARY MEMBERS

20. (a) Every Ordinary Member shall have one vote, whether on a show of hands or on a poll.
- (b) Section 114C of the Ordinance shall apply so that every Ordinary Member shall be entitled to vote by proxy in respect of which the formalities set forth in Table C of the First Schedule to the Ordinance shall also apply.
- (c) Every instrument of proxy shall, as nearly as circumstances shall permit, be in the form or to the effect as appeared in the Appendix.

GOVERNING BODY

21.

(a) The governing body of the Association shall be vested in the Council which consists of the President, Vice President, two Honorary Secretaries, Honorary Treasurer and twelve members.

(b) Subject to the exception stated in the below paragraph of this Article 21(b):

(i) no person may serve as an officer bearer of the Council, namely, the President, Vice President, Honorary Secretary and Honorary Treasurer (even in different post) for more than three terms in his/her life time; and

(ii) no member of the Council shall remain in office for more than four consecutive terms,

unless under special circumstances it is deemed necessary and sanctioned by the General Meeting.

A maximum of four alumnae who are serving as teachers in the School can be appointed as Council members. No limitation on the terms of service shall apply to these appointees.

(Article 21(b) was amended with effect from 29 March 2019)

(c) The Council shall have power to appoint Honorary Adviser(s) to the Association as the Council see fit. The current Principal of the School shall be the Designated Honorary Adviser of the Council.

(d) Functions

(i) The function of the Council shall be to formulate the policies of the Association in accordance with its purposes and to carry out resolutions of the Annual and Extraordinary General Meetings.

(ii) The Council shall have power to appoint sub-committees when necessary to carry out the work of the Association.

- (iii) The Council shall be responsible to the Annual and Extraordinary General Meetings for all its actions.
 - (iv) The Council have the power to suspend or dismiss any member of the Association.

- 22. Unless otherwise determined by the Association in General Meeting, the number of members of the Council shall not be less than 10 nor more than 30 and shall be elected by the Ordinary Members in General Meeting and rotate in office as hereinafter provided.

- 23. The continuing members of the Council may act notwithstanding any vacancy in their body, provided always that if their number is reduced below 10, the continuing members may act for the purpose of increasing their number to 10 or of convening a General Meeting but not for any other purpose.

- 24. The first members of the Council shall be determined in writing by the subscribers to the Memorandum and thereafter shall be elected at each Annual General Meeting.

- 25. All members of the Council shall retire at every 2-yearly Annual General Meeting and shall be eligible for re-election.

- 26. Any vacancy occurring in the Council may be filled up by the Council, and the Council shall further have power at any time, and from time to time, to appoint any person as an additional member of the Council. Any member so appointed shall retain his office only until the end of the current term of the Council member replaced, but shall then be eligible for re-election.

- 27. The Association may by special resolution remove any member of the Council before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. Any member so appointed shall retain his office only until the end of the current term of the Council member replaced, but shall be eligible for re-election.

- 28. A member of the Council shall be indemnified out of the funds of the Association in respect of traveling and other expenditure properly incurred in and about the affairs of the Association but shall receive no salary or remuneration.

DISQUALIFICATION OF COUNCIL MEMBERS

29. The office of a member of the Council shall be vacated :-
- (a) if she becomes bankrupt, or suspends payments, or compounds with her creditors;
 - (b) if she becomes of unsound mind;
 - (c) if by notice in writing to the Association she resigns her office;
 - (d) if she is prohibited from acting by any order made under any law;
 - (e) if she is removed from office by a resolution duly passed pursuant to Section 157B of the Ordinance;
 - (f) if she absents herself for a period of twelve calendar months from the meetings of the Council without special leave of absence from the Council and the Council resolves to remove her;
 - (g) if she is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if her interest in the contract is material, fails to declare the nature of her interest in manner required by Section 162 of the Ordinance.

A member of the Council shall not vote in respect of any contract in which she is interested or any matter arising thereout, and if she does so vote her vote shall not be counted.

PRESIDENT AND VICE PRESIDENT

30. The President shall be the Chairman at all meetings at which she shall be present, but if there be no such President or Vice President or if at any meeting neither the President nor the Vice President is present at the time appointed for holding the same, the members of the Council present shall choose someone of their members to be Chairman of such meeting.

POWERS OF THE COUNCIL

31. The Council may exercise all such powers and do all such things as are not required by the Ordinance or these Articles or to be exercised or done by the Association in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Association in general meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
32. All cheques drawn on the Association's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Association, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Council shall from time to time by resolution determine.
33. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.
34. The Council shall have power to employ and dismiss staff of the Association and to make provision for pensions, gratuities, retirement and other benefits for such staff.
35. The Council may delegate in writing any of its powers to committees or sub-committees to be appointed by it, consisting of such persons as the Council may think fit, and may from time to time revoke such delegation or revoke the appointment of and discharge any such committee or sub-committee either wholly or in part and either as to persons or purposes.
36. The meetings and proceedings of any committees or sub-committees, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under the last preceding clause.

SUB-COMMITTEE

37. The Council shall nominate a sub-committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office.
38. The Council may remove or dismiss a member of a sub-committee from office.
39. The Council shall nominate another member to replace a member of a sub-committee who has been removed or dismissed or whose term of office has expired.
40. A member of a sub-committee may be but need not necessarily be a member of the Council.
41. The Council may delegate any of their powers to the sub-committee as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on them by the Council.

FORMAL DEFECTS

42. All acts done at any meeting of the Council, or of a sub-committee of the Council, or by any person acting as a member of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such member of the Council, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, five shall be a quorum. The President of the Council may at any time, and the Secretary, upon the request of any three members of the Council, shall convene a meeting of the Council. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

44. A resolution in writing signed or agreed to by letter or by means of facsimile communication or electronic mail by all the members for the time being of the Council or of a sub-committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council, or of such sub-committee duly called and constituted.

HONORARY APPOINTMENTS

45. The Council shall be entitled to elect as sponsors, patrons, supporters or consultants of the Association such other persons as it shall think fit but such election shall not give any such person the status of a Member and no sponsors, patrons, supporters or consultants of the Association shall have any executive power or function.

ACCOUNTS

46. The Council shall in conformity with the requirements of Sections 122, 123, 124 and 129D of the Companies Ordinance, cause true and sufficient accounts to be kept on the sums of money received and expended by the Association, and the matters in which such receipt and expenditure take place, of all sales and purchases of goods by the Association and of the assets, credits and liabilities of the Association. The books of account shall be kept at the registered office of the Association or at such other place or places as the Council think fit.
47. The Association may from time to time in General Meeting make or impose reasonable conditions or restrictions as to the time and manner at and in which the accounts and books of the Association shall be open to the inspection of the Members, and subject to any such conditions or restrictions the accounts and books of the Association shall be open to the inspection of the Members at all reasonable times during the usual business hours.
48. At the Annual General Meeting in every year, the Council in accordance with the Ordinance shall cause to be prepared and laid before the Association an income and expenditure account, group accounts (if any) and balance sheet made out up to the 31st day of December immediately preceding the date of the meeting from the time when the

last preceding account and balance sheet were made out.

49. Every such balance sheet shall be accompanied by a report of the Council as to the state and condition of the Association. A printed copy of such accounts, balance sheet and report together with a copy of the Auditors' report shall not less than twenty-one clear days prior to the meeting be served on the Auditors and on all members who are entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

THE SEAL

50. The Council shall provide for the safe custody of the Seal of the Association, which shall only be used by the authority of the Council, or of a committee of the Council authorized by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the office bearers and countersigned by the current principal of YWGS or by some person appointed by the Council for that purpose.

ALUMNI MANAGER ELECTION

51. An alumnus who is not a teacher of the school shall be eligible to be elected as the alumni manager of the Incorporated Management Committee ("IMC") of YWGS upon its establishment in accordance with the Education Ordinance provided that he or she meets the registration requirements of managers set out in section 30 of the Education Ordinance and is not serving in the IMC in more than one capacity.
52. The President of the Council or his designate shall be the Returning Officer to monitor the nominations, issue of ballot papers and counting of votes in accordance with the constitution of the IMC. The Returning Officer must not be a candidate for the alumni manager.
53. The period for nomination of the alumni manager shall be 21 days after written notice inviting such nomination has been issued by the IMC.

54. When two or more candidates obtained the same number of votes, a second round of votes shall be conducted.
55. The Returning Officer shall inform all Members the result of the alumni manager election. An unsuccessful candidate may, within one week of the announcement, appeal to the Council in writing together with supporting reasons. The Council shall by special resolution based on principles of fairness consider the appeal and deliver its decision within 21 days. The decision of the Council in this regard shall be final.
56. Procedures and administrative logistics relating to the election of the alumni manager shall be established by the Returning Officer after consultation with the Council.

AUDIT

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

NOTICES

58. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, or by facsimile communication or electronic mail, addressed to such Member at his last known address.
59. Any notice if served by post shall be deemed to have been served on the third day following that on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepared and posted.
60. The signature to any notice to be given by the Association may be written or printed.

OBSERVANCE

61. Every Member shall observe and be bound by all the provisions of the Memorandum and Articles of Association, regulations and by-laws of the Association for the time being in

force.

62. Any Member who shall fail in the observance of any of the provisions of the Memorandum and Articles of Association or of regulations or by-laws of the Association or whose acts or omissions are in the opinion of the Council obstructive or harmful to the interests, activities or objects of the Association shall be liable to expulsion from the Association upon a resolution to such effect being passed by a majority of three-quarters of all the members of the Council. A Member so expelled may (within fourteen days after notice the said resolution has been given to him by the Secretary for the time being of the Association) appear against such expulsion to the Association in General Meeting, in which case the Council shall with all reasonable dispatch convene a General Meeting to consider the matter; and in the event of the expulsion of the Member shall be (and shall be deemed to be) void ab initio.

INDEMNITY AND RESPONSIBILITY

63. Subject to relevant provisions of the Ordinance, every Officer, member of Council and servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay, all costs, losses and expenses (including traveling expenses) which any such Officer, member of Council or servant may incur or become liable for by reason of any contract entered into or any act or deed done by him in the proper course of his duties as such Officer, member of Council or servant or in any way in the discharge of his duties.

WINDING-UP

64. The provisions of Clauses 6(2) and 7 of the Memorandum of the Association relating to the winding-up and dissolution of the Association shall have the same validity and effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<p>Dr. Huen Kwai Fun 禰桂芬 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Chief of Service & Consultant.</p>
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<p>Ms. Shek Yuk Yu, Ruth 石玉如 Ying Wa Girls' School, 76, Robinson Road, Hong Kong. Headmistress</p>
<p>Ms. Lam Lai Bing, Alison 林麗冰 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife</p>

DATED the 19th day of November 2005.

WITNESS to the above signatures :-

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Solicitor