

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**HKU LAW ALUMNI CHARITY LIMITED**

---

**Incorporated the 12th day of November, 2004.**

---

**Woo, Kwan, Lee & Lo**  
*Solicitors & Notaries*  
**Hong Kong**

---

Printed by  
**CARNIVAL PRINTING CO.**  
Hong Kong  
Tel.: 2544 0830

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**HKU LAW ALUMNI CHARITY LIMITED**

---

**Incorporated the 12th day of November, 2004.**

---

**Woo, Kwan, Lee & Lo**  
*Solicitors & Notaries*  
Hong Kong

---

Printed by  
**CARNIVAL PRINTING CO.**  
Hong Kong  
Tel.: 2544 0830

No. 933604

編號

(C O P Y)

**COMPANIES ORDINANCE  
(CHAPTER 32)**

香港法例第32章  
公司條例

**CERTIFICATE OF INCORPORATION**

公 司 註 冊 證 書

— \* \* \* —

**I hereby certify that**

本人謹此證明

**HKU LAW ALUMNI CHARITY LIMITED**

is this day incorporated in Hong Kong under the Companies Ordinance, and that  
於 本 日 在 香 港 依 據 公 司 條 例 註 冊 成 為  
this company is limited.

有 限 公 司 。

**Issued by the undersigned on 12 November 2004.**

本證書於二〇〇四年十一月十二日簽發。

**(Sd.) MISS R. CHEUNG**

.....  
**for Registrar of Companies  
Hong Kong**

香港公司註冊處處長  
(公司註冊主任張潔心代行)



THE COMPANIES ORDINANCE (CHAPTER 32)

---

Company Limited by Guarantee and not having a share capital

---

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HKU LAW ALUMNI CHARITY LIMITED**

---

First:—The name of the Company is “**HKU LAW ALUMNI CHARITY LIMITED**” (hereinafter referred to as “the Charity”).

Second:—The registered office of the Charity will be situate in Hong Kong.

Third:—The objects for which the Charity is established are:—

- (1) To organise, promote, participate and carry out the following activities:—
  - (a) relief of sufferings of the poor, the aged, the disabled, the sick, weaklings, children or any other persons in need;
  - (b) relief of sufferings and provide any assistance to the mentally retarded persons;
  - (c) provision of free medical clinic services to the poor, the aged, the disabled, the sick, weaklings, children or any other persons in need;
  - (d) vocational, scientific, technical and other educational programmes for charitable purposes;
  - (e) provision of books, equipments and student facilities to non-profit making schools, colleges and universities;
  - (f) social survey and research projects for charitable purposes;
  - (g) religious activities for the worship of gods;
  - (h) relief to victims of fire, flood, famine, war, pestilence or other calamities.
- (2) Generally to foster, encourage, support, assist and the promotion of art in all its forms.
- (3) To grant donations, scholarships, financial or material assistance, including payment of passages, travels, living allowances and other incidental expenses to the poor, the aged, the disabled, the sick, weaklings, children or any other persons in need or to non-profit making schools, colleges, universities and students, for the furtherance of charitable activities beneficial to the community or to attain any objects of the Charity.
- (4) To subscribe or contribute to set up, establish, conduct and carry on non-profit making research institutions and organizations, hospitals, schools, universities and places of learning, charities of all kinds and descriptions.

- (5) To undertake and execute any trusts which may seem desirable or conducive to the objects of the Charity.
- (6) To accept donations from any person, corporation or institution in the advancement or towards the attainment of the above objects or any of them.
- (7) Generally to subscribe or guarantee money for any charitable object or for any charitable purpose in any way connected with the purposes of the Charity or calculated to further its objects.
- (8) To establish and support, and to aid in the establishment and support of, any other charitable establishments and institutions formed for all or any of the objects of this Charity.
- (9) To acquire, accept leases of, purchase, take, develop, or otherwise hold and enjoy any lands, buildings, messuages or tenement of whatsoever nature or kind and wheresoever situate for all or any of the objects of the Charity.
- (10) To acquire, by purchase or otherwise, goods and chattels of whatsoever nature or kind for all or any of the objects of the Charity.
- (11) For the purposes of the Charity, to invest moneys on deposit in any bank, financial institution in Hong Kong or elsewhere in the world or in any government bonds or mortgage of any lands, buildings, messuages or tenements in Hong Kong or elsewhere in the world, or in debentures, debenture stocks, stocks, funds, warrants, bonds, shares or securities of any corporation or company carrying on business in Hong Kong or elsewhere in the world. Such investments may at any time be varied.
- (12) To sell, let, mortgage, or otherwise turn to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situate with a view to the promotion of its objects.
- (13) To dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to the promotion of its objects.
- (14) For the purposes of the Charity, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (15) For the purposes of the Charity, to borrow and raise money and to secure or discharge any debt or obligation of the Charity by the issue of debentures, bonds, mortgages or any other securities upon such terms and conditions as may be thought fit by the Charity.
- (16) For the purposes of the Charity, to accept deposits and pay interest thereon.
- (17) To appoint any trustees or agents and to hire any employees to hold, administer and manage all or any part of the property and assets of the Charity on such terms as to remuneration or otherwise as may be thought fit.
- (18) To indemnify any member of the Charity in respect of any liability incurred by him in any action in connection with the furtherance of the objects of the Charity.
- (19) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:—

- (i) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.



- (ii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

Fourth:—The income and property of the Charity, whencesoever derived shall be applied solely towards the promotion of the objects of the Charity 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 Charity.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Charity, or to any member of the Charity, in return for any service actually rendered to the Charity, nor prevent the payment of interest at a rate not exceeding 2 per cent above the prime rate as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time on money lent or reasonable and proper rent for premises demised or let by any member to the Charity but so that no member of the Board of Governors or Governing Body of the Charity shall be appointed to any salaried office of the Charity, or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any member of such Board or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Charity.

Fifth:—The liability of the members is limited.

Sixth:—Every member of the Charity undertakes to contribute to the assets of the Charity 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 the debts and liabilities of the Charity contracted before he ceases to be a 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 shall not exceed one hundred dollars.

Seventh:—If upon the winding up or dissolution of the Charity, 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 Charity, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Charity 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 Charity under or by virtue of the fourth Clause hereof such institution or institutions to be determined by the members of the Charity at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

THE COMPANIES ORDINANCE (CHAPTER 32)

---

Company Limited by Guarantee and not having a share capital

---

ARTICLES OF ASSOCIATION  
OF  
HKU LAW ALUMNI CHARITY LIMITED

---

**General**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
The Charity	HKU LAW ALUMNI CHARITY LIMITED.
The Ordinance	The Companies Ordinance, Chapter 32 of the Laws of Hong Kong.
These presents	These Articles of Association, and the regulations of the Charity from time to time in force.
Members	The members for the time being of the Charity or otherwise qualified in the text hereof.
The Board	The Board of Governors for the time being of the Charity and Governors are deemed the directors of the Charity for the purpose of the Ordinance.
Council	The Executive Council for the time being of the Charity.
Office	The registered office for the time being of the Charity.
Seal	The common seal of the Charity.
Month	Calendar month.

And words denoting the singular number include the plural number and vice versa;

Words denoting the masculine gender include the feminine gender.

Expressions used in these Articles 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.

Wherever any provision of these Articles (except a provision for the appointment of a proxy) requires that a communication as between the Charity, its Governors or Members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record if the person to whom the communication is given consents to it being given to him in that form.



Wherever any provision of these Articles requires that a meeting of the Charity, its Governors or Members be held, the requirement may be satisfied by the meeting being held by such lawful electronic means and in such manner as may be agreed by the Charity in general meeting.

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

2. The number of Members with which the Charity proposes to be registered is 25, but the Board may from time to time with the sanction of a Special Resolution of the Charity register an increase of Members.

3. The Charity is established for the purposes expressed in the Memorandum of Association.

4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members. No corporation shall in any circumstances be admitted to membership.

5. The first Members shall be:-

Kwok Hing Wai Kenneth	( 郭慶偉 )
Lam See Man Francoise	( 林思敏 )
Wong Pie Yue Cleresa	( 黃碧如 )

6. Application for membership shall be made in such form as the Board may from time to time determine. Every application for admission shall be considered by the Board and may (subject as hereinafter provided) be acceded to or refused at their absolute discretion: Provided Always that no person shall be admitted to membership if such admission would result in the number of Members exceeding the maximum number of Members for the time being authorised.

7. The rights and privileges of a Member shall be personal to himself and shall not be transferable or transmissible.

8. A Member shall cease to be a Member:-

- (i) If he resigns by one month's notice in writing given to the Board, such resignation to take effect as at the expiration of such notice or on such earlier date as the Board may determine.
- (ii) If he be requested by an Ordinary Resolution of the Charity or by a resolution of the Board to resign his membership.
- (iii) If he becomes bankrupt or compounds with his creditors or be found lunatic or becomes of unsound mind.

### **General Meetings**

9. The Charity shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next. Provided that so long as the Charity holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. The Board may call an Extraordinary General Meeting at such time and place as they think



fit and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 113 of the Ordinance.

12. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Charity other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Charity in General Meeting, to such persons as are, under these presents entitled to receive such notices from the Charity:

Provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in these presents be deemed to have been duly called if it is so agreed—

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by 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.

13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at General Meeting**

14. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors and the election of Governors and Auditors.

15. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting. The quorum shall be two Members present in person or by proxy. A Member shall be deemed to be present at a General Meeting if he participates by telephone or other electronic means and all Members participating in the meeting are able to hear each other.

16. If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the Members present in person shall be a quorum.

17. With the consent of any meeting at which a quorum is present, the Chairman may adjourn the meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18. The Chairman (if any) of the Board shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of their number to preside.

19. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show



of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by any Member present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Charity shall be conclusive evidence thereof, without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.

20. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman 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.

21. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

22. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote (if any) to which he may be entitled as a Member.

23. 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.

#### **Votes of Members**

24. Upon a show of hands every Member present in person shall have one vote and upon a poll every Member present in person or by proxy shall have one vote. At any General Meeting if a Member present in person shall hold proxy for one or more of the Members, he or she shall be entitled to one vote at such meeting in respect of each and every Member from whom he or she holds a proxy in addition to his or her own vote as a Member in his or her own capacity.

#### **Governors**

25. The number of Governors of the Board shall not be less than two or more than fifteen. No Governor of the Board shall be required to vacate office or be ineligible for re-election or re-appointment as a Governor of the Board and no person shall be ineligible for appointment as a Governor of the Board by reason only of his or her having attained any particular age.

26. The first Governors of the Board shall be :-

Kwok Hing Wai Kenneth	( 郭慶偉 )
Lam See Man Francoise	( 林思敏 )
Wong Pie Yue Cleresa	( 黃碧如 )

27. The Board shall have power at any time, and from time to time, to appoint any other qualified person as a Governor of the Board to fill a casual vacancy. But any Governor so appointed shall hold office only until the next following Annual General Meeting of the Charity and shall then be eligible for re-election.

28. With the exception of the first Governors of the Board, who are appointed by these presents and who shall not be subject to the provisions of these present relating to the retirement of Governors of the Board, and without prejudice to the power conferred on the Board by Article 27, all Governors of the Board shall be elected by the Members of the Charity in General Meeting.

29. With the exception of the first Governors of the Board, all Governors shall retire from office at the Annual General Meeting of the Charity but shall be eligible for re-election.

30. A retiring Governor of the Board shall act as a Governor of the Board throughout the meeting at which he retires.



31. The Charity at any General Meeting at which any Governors of the Board retire in manner aforesaid may fill up the vacated offices by electing a like number of qualified persons to be Governors of the Board, and without notice in that behalf, may fill up any other vacancies.

32. If, at any General Meeting at which an election of Governors of the Board ought to take place, the place of any Governor of the Board retiring is not filled up, he shall, if willing, continue in office until the Annual General Meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined at such meeting on due notice to reduce the number of Governors of the Board in office.

33. No person shall, unless recommended by the Board for election, be eligible for election to the office of Governor of the Board at any General Meeting.

34. The Board may repay to any Governor of the Board all such reasonable expenses as he may incur in attending meetings of the Board, or General Meetings, or which he may otherwise incur in or about the business of or in promoting the purposes of the Charity.

### **Power of the Board of Governors**

35. The business of the Charity shall be managed by the Board of Governors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by the Ordinance or by these presents required to be exercised or done by the Charity in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Ordinance, and to such regulations, being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Charity in General Meeting, but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

36. The Board may exercise all the powers of the Charity to borrow money and to mortgage and charge its undertaking, property and assets as collateral security for any debt, liability or object of the Charity.

37. The continuing Governors of the Board may act notwithstanding any vacancy in their body; provided always that in case the Governors of the Board shall at any time be reduced below the number fixed by or pursuant to these presents, it shall be lawful for them to act as the Board for the purpose of increasing the number of Governors to that number or of summoning a General Meeting but not for any other purpose.

### **Secretary**

38. The Board may from time to time by resolution appoint a secretary upon such terms and subject to such conditions as the Board may think fit and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary and the Board may remove any person so appointed.

### **The Seal**

39. The Seal of the Charity shall not be affixed to any instrument except either by the authority of a resolution of the Board or (if the Board shall either generally or in any particular case so resolve) by the authority of a resolution of the Executive Council hereinafter mentioned, and in the presence of at least two Governors of the Board or two persons authorized by such Council (as the case may be) and the said Governors or such persons so authorized by the Council shall sign every instrument to which the Seal shall be so affixed in their presence, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

40. Cheques of the Charity's bankers shall be signed by at least two Governors of the Board. The



Charity's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

### **Disqualification of Members of the Board**

41. The office of a Governor of the Board shall be ipso facto vacated:—
- (i) If he be found lunatic or becomes of unsound mind, or
  - (ii) If he becomes bankrupt or suspends payment or compounds with his creditors, or
  - (iii) If he is removed by the Charity under the provisions of Article 42 hereof, or
  - (iv) If by notice in writing to the Charity, he resigns his office.

42. The Charity may by Ordinary Resolution remove any Governor of the Board before the expiration of his period of office, and may by Ordinary Resolution appoint another qualified person in his stead, but the person so appointed shall hold office during such time only as the Governor of the Board in whose place he is appointed would have held the same if he had not been removed. Special notice is required of a resolution to remove a Governor or to appoint somebody in place of a Governor so removed at the meeting at which he is removed.

### **Proceedings of the Board**

43. The Board may meet together in Hong Kong or elsewhere outside Hong Kong for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two Governors present in person shall be a quorum. A Governor shall be deemed to be present at a meeting of Governors if he participates by telephone or other electronic means and all Governors participating in the meeting are able to hear each other. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

44. At the request of a Governor of the Board, the Secretary shall, at any time summon a meeting of the Board by notice served upon the several Governors of the Board. A Governor of the Board who is absent or abroad shall not be entitled to receive notice of a meeting.

45. The Board shall from time to time elect a Chairman who shall preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding a meeting, the Governors of the Board present shall choose one of their number to be the Chairman of the meeting.

46. A meeting of the Governors of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Charity for the time being vested in the Board generally.

47. The Board may delegate any of their powers to committees or sub-committees consisting of such Governor or Governors of the Board as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. The Board may dissolve any such committee or sub-committee and revoke the powers delegated to it.

48. All acts bona fide done by any person acting as Governor of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Governor of the Board.



49. The Board shall cause proper minutes to be made of the proceedings of all meetings, of the Charity and of the Board and of committees of the Board and of the Executive Council hereinbefore mentioned, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all the members for the time being entitled to receive notice of the meeting of the Board or of any committee of the Board or of the Executive Council, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee or of such Council duly convened and constituted.

### **Executive Council**

51. Without prejudice to the powers hereinbefore conferred upon the Board to delegate any of their powers to committee of the Board, the Board may establish an Executive Council and may appoint any persons (whether Governors of the Board or Members of the Charity or not) to be members of such Council, and fix their remuneration, and may delegate to such Council any of the powers, authorities and discretions vested in the Board (except the power of admitting Members of the Charity or of requiring Members of the Charity to resign), with power to subdelegate, and may authorise the members of the Executive Council to act notwithstanding vacancies in their body, and such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and the Board may remove any person so appointed, and may annul or vary such delegation, but no person dealing in good faith and without notice of any such removal, annulment or variation shall be affected thereby.

### **Accounts**

52. The Board shall cause proper books of account to be kept with respect to:-

- (a) The assets and liabilities of the Charity;
- (b) The sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place; and
- (c) All other matters necessary for showing the true state and condition of the Charity.

53. The books of account shall be kept at the Office, or subject to section 121(3) of the Ordinance, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Governors of the Board.

54. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books and accounts of the Charity or any of them shall be open to the inspection of Members; and no Member shall have any right of inspecting any book or account of the Charity except as conferred by any ordinance or authorised by the Board or by the Charity in General Meeting.

55. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in General Meeting, together with a copy of the report of the Board and a copy of the report of the Auditors, shall not less than twenty-one days before the date of the meeting be sent to every Member of the Charity:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware

### **Audit**

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



## Notice

57. A notice or document may be served or delivered by the Charity upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members of the Charity or by sending it or transmitting it as an electronic communication to such Member at such telex or facsimile transmission number or electronic number or electronic address or computer network or website supplied by him to the Charity for the giving of notice or document from the Charity to him to the extent permitted by, and in accordance with the Ordinance.

58. Notice of every General Meeting shall be given in any manner hereinbefore authorized to (a) every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Charity an address within Hong Kong for the giving of notices to them, and (b) the Auditors for the time being of the Charity. No other persons shall be entitled to receive notices of General Meetings.

59. Any notice, if served by post shall be deemed to have been served on the day on which the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter, or if sent or transmitted as an electronic communication shall be deemed to have been served or delivered at the time of the relevant despatch or transmission.

## Winding Up

60. The Charity may be wound up by a Special Resolution passed at a General Meeting with a quorum of two-thirds of the Members of the Charity. The provisions of the Seventh Clause of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in these Articles.

## Indemnity

61. Save and except so far as the provisions of this Article shall be avoided by any provisions of any ordinance, the Governors of the Board, the members of the Executive Council, Auditor, Secretary and other officers for the time being of the Charity and the Trustees (if any) for the time being acting in relation to any of the affairs of the Charity and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Charity from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Charity shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Charity shall be placed out or invested, or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

62. The Charity shall have power to purchase and maintain for the Governors of the Board, the members of the Executive Council, Auditor, Secretary and other officers of the Charity insurance against any liability to the Charity or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud or dishonesty or wilful or reckless misconduct) of which he may be guilty in relation to the Charity.