

The Companies Ordinance (Chapter 32)

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Company Limited by Guarantee  
and not having a Share Capital

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ARTICLES OF ASSOCIATION

of

LOK SIN TONG KU CHIN MAN SECONDARY SCHOOL  
PARENTS' AND TEACHERS' ASSOCIATION LIMITED  
樂善堂顧超文中學家長教師會有限公司

INTERPRETATION

1. Interpretation:

In these Articles, unless there is something in the context inconsistent therewith:

“Alternative Parent Manager” means a manager who is nominated for registration as such under the Education Ordinance Chapter 279.

“The Association” means Lok Sin Tong Ku Chiu Man Secondary School Parents’ And Teachers’ Association Limited 樂善堂顧超文中學家長教師會有限公司.

“The School” means Lok Sin Tong Ku Chiu Man Secondary School.

“The Committee” means the Committee of the Association.

“Membership Fee” includes fee upon admission and periodical subscription payable by a member to the Association.

“Month” and “Year” respectively means calendar month and calendar month and calendar year.

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

"The Ordinance" means the Companies Ordinance, Chapter 32, and every other Ordinance incorporated therewith, or any Ordinance substituted therefor and in the case of any such substitution the references herein to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance.

"Parent" means, in relation to a pupil, includes a guardian and a person who is not the parent or guardian of the pupil but has the actual custody of the pupil.

"Parent Manager" means a manager who is nominated for registration as such under the Education Ordinance Chapter 279.

"The Seal" means the Common Seal of the Association.

"The Secretary" means the Secretary for the time being of the Association.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine.

Subject as aforesaid any words or expressions defined in the Ordinance shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles.

The headings are inserted for convenience only and shall not affect the construction of these Articles.

## 2. Purpose

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

## M E M B E R S

### 3. Number of Members

The number or members of the Association is unlimited.

### 4. Classification Of Membership

Members shall be divided into the following classes:

4.1 Parent Members

4.2 Teacher Members

## 5. Parent Members

Any parent of the current students of the School shall be eligible to be a Parent Member of the Association. A Parent Member upon admission shall also be required to pay such annual membership fee as the Committee shall from time to time prescribe. A Parent Member shall have voting right at any general meeting of the Association and shall have all the rights, privileges and obligations of a Member of the Association. The membership of a Parent Member shall be for a term of 1 year and shall be renewable by payment of the annual membership fee.

## 6. Teacher Members

The current Principal and teachers of the School shall be eligible to be a Teacher Member of the Association. A Teacher Member shall have voting right at any general meeting of the Association and shall have all the rights, privileges and obligations of a Member of the Association.

## 7. Rules

On the admission of a Member, the fact shall be notified to him by the Association and a copy of the Memorandum and Articles of Association and the by-laws of the Association shall be available to be inspected by him. A Member shall upon his admission be bound by all the Rules of the Association.

## 8. Resignation

Any Member may resign from the Association by giving one month's previous notice in writing to the Association.

## 9. Consultants

The Principal of the School shall be the Consultants of the Association.

## GENERAL MEETINGS

### 10. Annual General Meeting

The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice called it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association 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 Committee shall appoint.

#### 11. Extraordinary General Meeting

All general meetings other than annual general meetings shall be called extraordinary general meetings.

#### 12. Convening of Extraordinary General Meeting

The Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by such requisition, or in default, may be convened by the quorum required for the Annual General Meeting.

#### 13. Notice

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 Association 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 Association in general meeting, to such persons as are, under the Articles of the Association, 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 Articles 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.

#### 14. Accidental Omission

The accidental omission to give notice of a meeting to, or the non-receipt of 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.

#### 15. Business

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 income and expenditure accounts, balance sheets, and the reports of the Committee and auditors, the election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

#### 16. Quorum

No business 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 as herein otherwise provided, 40 members or 1/10 of the Parent and Teacher Members or above (whichever is the lowest) present in person shall be a quorum. Unless otherwise provided in the Ordinance, all the transactions of the business shall be passed by half of the member present at the general meeting.

#### 17. Failure to Muster a Quorum

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 to the following 21 days, at the same time and place, or to such other days and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

#### 18. Chairman

The Chairman of the Committee of the Association shall preside as the chairman at a general meeting. If there be no such Chairman or if at any meeting he shall not be present within five minutes after the time appointed for holding the meeting and willing to act and Committee Member be present shall choose one of their number (or, if no Committee Member be present or if all the Committee Members present decline to take the chair, the Members present shall choose one of their number) to be the chairman of the meeting.

#### 19. Adjournment

The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 20. Method of Voting

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 chairman; or
- (b) by at least 10 members present in person or by proxy; or
- (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman 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 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. The demand for a poll may be withdrawn.

## 21. Time for Poll

A poll demanded on the election of a chairman, or a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which poll has been demanded may be proceeded with pending the taking of the poll. Except as aforesaid, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

## 22. Casting Vote

In the case of an equality of vote, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

## 23. Number of Vote

Every Parent and Teacher Member shall each have one vote.

## 24. Admissibility

No objection shall be raised as to admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

25. Exercise of Votes

On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

P R O X I E S

26. To attend and vote

A Member may attend by proxy, any general meeting which he is entitled to attend in person and, on a poll but not otherwise, vote by proxy on any resolution at any such meeting on which he would, if present in person, otherwise be entitled to vote. A proxy need not be a Member of the Association.

27. General proxy

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which the Committee may approve:

General Proxy

LOK SIN TONG KU CHIU MAN SECONDARY SCHOOL  
PARENTS' AND TEACHERS' ASSOCIATION LIMITED

I, \_\_\_\_\_, of \_\_\_\_\_,  
being a member of the above-named Association hereby appoint  
of \_\_\_\_\_ or failing him,  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be)  
general meeting of the Association to be held on the \_\_\_\_\_ day \_\_\_\_\_ of  
19\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_.

28. Special Proxy

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit or such other form which the Committee may approve:

Special Proxy

LOK SIN TONG KU CHIU MAN SECONDARY SCHOOL  
PARENTS' AND TEACHERS' ASSOCIATION LIMITED

I, \_\_\_\_\_, of \_\_\_\_\_, being a member of the above-named Association hereby appoint of \_\_\_\_\_ or failing him, of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of 19\_\_\_\_\_, and at any adjournment thereof. Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_.

This form is to be used (\*in favour of/against) the resolution.  
unless otherwise instructed, the proxy will vote as he thinks fit.  
\*Strike out whichever is not desired.

#### 29. Execution of proxy Form

An instrument appointing a proxy shall be signed by the appointor or his attorney.

#### 30. Delivery of proxy Form

An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, and failing previous registration with the Association the power of attorney or a certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office) at least 48 hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment or the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purpose of any meeting shall not be required again to be delivered for the purpose or any subsequent meeting to which it relates.

#### 31. Rights of proxy

An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, and the same right to speak at the meeting as the appointor has.

#### 32. Invalidation

A vote cast by proxy shall not be invalidation by the previous death or insanity or the appointor or by the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy or of the authority under which the appointment was made provided

that no intimation in writing or such death, insanity or revocation shall have been received by the Association at the Office at least 48 hours before, the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is casted .

## C O M M I T T E E

### 33. Members of Committee

The Committee shall consist of not more than 8 Parent Members and 7 Teacher Members.

34. The Teacher Members of the Committee shall be elected by the Teacher Members at the Annual General Meeting. The Parent Members of the Committee shall be elected by the Parent Members at the Annual General Meeting.

35. The Members of the Committee shall be elected to their posts by a poll conducted among themselves.

36. The Members of the Committee will be as follows:

- (a) 1 Chairman (elected from among the Parent Members)
- (b) 2 Vice-Chairmen (one elected from among the Teacher Members and one elected from among the Parent Members)
- (c) 1 Treasurer (elected from among the Teacher Members)
- (d) 1 Auditor (elected from among the Parent Members)
- (e) 2 Secretaries (one elected from among the Teacher Members and one elected from among the Parent Members)
- (f) At least 1 but not more than 3 Social Activities Co-ordinators (elected from among the Parent Members or Teacher Members)
- (g) At least 1 but not more than 3 Students Welfare Officers (elected from among the Parent Members or Teacher Members)
- (h) At least 1 but not more than 2 Committee Members without specified responsibilities (elected from among the Parent Members or Teacher Members)

37. The duties of the Members of the Committee are as follows:

- (a) Chairman
  - i) To call and preside over both general and sub-committee meetings.
  - ii) To supervise the execution of motions which have been passed at general and sub-committee meetings.
  - iii) To supervise the day-to-day business of the Association and give his official signature to the instruments of the Association.

(b) Vice-Chairmen

To assist the Chairman in his duties. If the Chairman is unable to perform his duties, the Vice-Chairman (parent Member) will assume the role of acting Chairman.

(c) Treasurer

To be responsible for the upkeep of the financial records of the Association and to present a full report of these records to the annual general meetings which shall be subject to the scrutiny of the auditor prior to its presentation to the members.

(d) Auditor

To inspect the financial records kept by the Treasurer and to sign these records as confirmation of their validity.

(e) Secretaries

To keep records of all meetings and to perform any other secretarial duties.

(f) Social Activities Co-ordinators

To be responsible for the promotion of the Association and to furnish all members with the details of future meetings.

(g) Students Welfare Officers

To organize social events for the benefit of the members.

(h) Committee Members without specified responsibilities

To assist in carrying out the functions of the Association.

38. The Principal of the School shall be the Consultants of the Committee and have right to present at the meeting of the Committee and have no voting right.

39. Term of Office

The term of office of the Member of the Committee shall be two years, but he shall be eligible for re-election. However, where a parent member ceases to be a parent of a current pupil of the school in a school year, his term of office shall be continue until it's expiry or the end of the school year, whichever is the earliest.

40. Quorum

The Committee shall at least hold two meetings in each year. The quorum necessary for the transaction of the business of the Committee shall be half of the members present at the meeting. A meeting of the Committee at which a quorum is present when the meeting proceeds to business shall be competent to exercise all powers and discretions for the time being exercisable by the Committee.

41. Votes

Question arising at any meeting of the Committee shall be determined by a majority of Votes.

The chairman of any meeting shall have a second or casting vote.

#### 42. Powers of the Committee

The business and affairs of the Association shall be managed by the Committee who may, subject to the Ordinance and these Articles, exercise all such powers of the Association as are not by the Ordinance or by these Articles required to be exercised by the Association in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Committee by any other Article.

#### 43. Parent Manager

A Parent Manager, and an alternative parent manager shall be elected (if applicable). And provisions governing the nomination, election, duration, termination, and registration and the duties in relation to such parent manager and alternative parent manager shall be subjected to the provisions in the Education Ordinance Cap. 279.”

### CHEQUES

#### 44. Cheques

All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for monies paid , contributed or donated to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the Chairman or Vice-Chairman (Parent Member) together with the Treasurer of the Association jointly.

### S E A L

#### 45. Seal

The Committee shall provide for the safe custody of the Seal which shall not be used without the authority of the Committee. Every instrument to which the Seal shall be affixed shall be signed autographically by any two or more persons authorised for the purpose by the Committee, and where any instrument to which the Seal is affixed is so signed the Seal shall, as regards all persons dealing in good faith with the Association, be deemed to have been affixed to that instrument with the authority of the Committee.

### A C C O U N T S

#### 46. Accounts

(A) The Committee shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

- (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.
- (B) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

#### 47. Inspection

The books of account shall be kept at the Office of the Association or, subject to the Ordinance, at such other place or places as the Committee think fit, and shall always be open to the inspection of the Committee. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being a Committee and no member (not being a Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Committee or by the Association in general meeting.

#### 48. Annual Accounts

The Committee shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheet, group accounts (if any) and reports as referred to in the Ordinance. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of , and every holder of debentures , if any, of the Association; provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

#### 49. Audit

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

### NOTICE

#### 50. Service

A notice may be given by the Association to any Member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter

containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

#### 51. Persons to Receive Notice

Notice of every general meeting shall be given in any manner hereinbefore authorized to:

- (a) every member entitled to attend and vote except those members who have not supplied to the Association an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Association.

#### 52. Indemnity

Every Committee, agent, manager and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability (other than professional liability) incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the Court.

### M I S C E L L A N E O U S

53. The Secretary of the Association may resign from this office upon giving notice to the Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.