

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
Not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**HONG KONG EXTRA-CURRICULAR ACTIVITIES MASTERS' ASSOCIATION
LIMITED**

香港課外活動主任協會有限公司

1. The name of the Company is HONG KONG EXTRA-CURRICULAR ACTIVITIES MASTERS' ASSOCIATION LIMITED 香港課外活動主任協會有限公司 (hereinafter referred to as "the Association").
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
 - (a) To acquire and take over all or part of the assets and liabilities of former Association known as Hong Kong Extra-curricular Activities Masters' Association 香港課外活動主任協會.
 - (b) To promote and improve the quality of extra-curricular activities in Hong Kong registered primary and secondary schools.
 - (c) To provide professional opinions on issues concerning extra-curricular activities.
 - (d) To facilitate the professional development of masters, teachers and instructors engaging in extra-curricular activities.
 - (e) To develop a communication and supporting network among masters of Hong Kong registered primary and secondary schools in extra-curricular activities.
 - (f) To publish and produce newspapers, periodicals, books or pamphlets for the promotion of the objects of the Association.
 - (g) To communicate with government officers regularly in expressing the opinion of extra-curricular activities of Hong Kong registered primary and secondary schools.
 - (h) To accept donations and endowments for all or any of the objects herein provided.

- (i) To organize local or overseas visit and held course, lecture or seminar in order to enhance the skills and abilities of the masters, teachers and instructors concerning extra-curricular activities and to increase the knowledge and improve attitude of parents toward extra-curricular activities.
- (j) To carry out academic research, survey and disseminate statistical information about extra-curricular activities in Hong Kong registered primary and secondary schools.
- (k) To establish and promote, or to assist in establishing or promoting and to subscribe to or become a member of any other Association or club which are charitable bodies and their objects are similar, or in part similar to the objects of the Association.
- (l) To apply to the government for grants of land or funds for the purpose of development of extra-curricular activities in Hong Kong registered primary and secondary schools.
- (m) To employ auditors, clerks, managers, secretaries, teachers, servants and any other professional person and to remunerate them in return for services rendered to the Association in such manner as the Executive Committee may consider fit.
- (n) To support and subscribe to any charity in Hong Kong.
- (o) To establish and maintain libraries and collections of documents, papers, records relevant with extra-curricular activities.
- (p) To make donations to charitable organizations provided that the Association shall not support with its funds any association or institution which pays or distributes directly or indirectly, its income and/or property or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (q) To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.
- (r) To purchase, take on lease, hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may think necessary or convenient for the objects of the Association.
- (s) To borrow or raise money with such necessary securities for the purposes of furthering the objects of the Association.
- (t) For the purpose of the Association, to sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with, all or any part of the property of the Association.
- (u) To do all or any of the above things as principal, agent, contractor, trustee or otherwise, and either alone or in conjunction with others.
- (v) To run all other lawful things as are incidental or conducive to the attainment of all or any of the above objects.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by laws, having regard to such trusts.
- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii) The power set forth in the seventh Schedule of the Companies Ordinance Chapter 32 are hereby excluded.

4. The liability of the members is limited.

5 The income and property of the Association, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and shall not be paid or transferred directly or indirectly by way of dividends, bonus, or profit of whatever nature to the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any members, officers or servants of the Association or any other persons in return for any services rendered to the Association, nor to prevent the payment of interest at a rate not exceeding 2% per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but no member of the Executive Committee of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no payment of money or other benefit in money or money's worth shall be given by the Association to any member of the Executive Committee except reimbursement 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 Association. Provided that the provision last aforesaid shall not apply to any payment to any Company of which a member or members of the Executive Committee may be a shareholder or shareholders holding not more than one-hundredth part of the capital, and such member(s) will not gain any other profits he may receive in respect of such payment.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before 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 \$100.00.

7. If upon the winding up or dissolution of the Association there remains, after 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 some other institution or institutions, having objects similar to the objects of the

Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 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 a Judge of High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable objects.

8. True and accurate accounts shall be kept of the sums of money received and paid out by the Association, the matter in respect thereof and the property, credits, and liabilities of the Association. Subject to any reasonable provisions restricting the time and manner of inspecting the said accounts that may be imposed in accordance with the regulations of the Association for the time being, the said accounts shall be available for inspection by the members. At least once every year, the accounts of the Association shall be examined and certified by one or more Certified Public Accountants.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
Not having a Share Capital

ARTICLES OF ASSOCIATION

OF

**HONG KONG EXTRA-CURRICULAR ACTIVITIES MASTERS' ASSOCIATION
LIMITED**

香港課外活動主任協會有限公司

INTERPREATION

1. In these regulations unless the context otherwise requires: -
 - (a) "The Association" means HONG KONG EXTRA-CURRICULAR ACTIVITIES MASTERS' ASSOCIATION LIMITED 香港課外活動主任協會有限公司.
 - (b) "The Ordinance" means the Companies Ordinance, Chapter 32 and every statutory modification or re-enactment thereof for the time being in force.
 - (c) "Member" means a member of the Association for the time being.
 - (d) "The Executive Committee" means the Executive Committee of the Association for the time being.
 - (e) "The Seal" means the Common Seal of the Association.
 - (f) "The former Association" means Hong Kong Extra-Curricular Activities Masters' Association 香港課外活動主任協會.
 - (g) "In writing" means written or printed or partly written and partly printed.
 - (h) Words importing the singular number shall have the meaning include the plural and vice versa.

- (i) Words importing the masculine gender shall have the meaning include feminine and neuter genders.
 - (j) Words importing individuals include corporations and association.
- 2. Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Association shall have in these Articles the meanings so defined.
 - 3. The Association shall take over part or all the property, assets and liabilities of the former Association.

OBJECTS

- 4. The Association is established for the objects set forth in the Memorandum of Association.

MEMBERS

- 5. The number of members with which the Association proposes to be registered is unlimited.
- 6. Membership of the Association shall consist of the Hong Kong registered primary and secondary schools which shall nominate an extra-curricular activities master/mistress or a teacher holding an equivalent post as their representative to be a member of the Association. Associate membership of the Association shall consisted of any serving or retired teachers who got experiences in leading extra-curricular activities.
- 7. The subscribers to the Memorandum of Association and all members of the former Association and such other person as the Executive Committee shall admit to membership shall be the members of the Association.
- 8. Any member (not including associate member) who ceases to be an extra-curricular activity master/mistress of the school shall be replaced by another teacher nominated by the school.
- 9. The annual subscription shall be determined in the General Meeting.
- 10. Annual subscription fee shall be paid by the school. For associate members, the annual subscription fee could be paid by that member
- 11. The annual subscription shall be representing the membership status from 1st September to 31st August of the following year (which is the school year) and it shall be paid on or before 30th June of each school year.
- 12. Any member who fails to pay annual fee after it is due shall be prohibited from exercising any right of membership.
- 13. Any member may withdraw from the Association by giving one month's notice in writing to the Association of his intention so to do, and upon the expiration of such notice, he shall

cease to be a member but shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be a member are due from him to the Association.

14. Any member whose name being deleted from the membership list shall cease to be a member of the Association. All the money he has paid to the Association in the form of annual subscription or donations shall not be returned to him.
15. If any member violates the articles of this Association or has quality of conduct detrimental to the interest or reputation of the Association, the Executive Committee shall summon a meeting to consider the case. If no reasonable explanation be supplied to the satisfaction of the Executive Committee by such member, the Executive Committee shall order such member to withdraw from membership, his name shall then be erased from the Register of Members of the Association and he shall ipso facto cease to be a member of the Association.

DUTY

16. The following are the duties and obligations of members:-
 - (a) to co-operate in carrying out of the objects expressed in the Memorandum of Association, directly or indirectly;
 - (b) all members who hold offices as officers of the Association are expected:
 - (i) to carry out their respective duties to the best of their ability; and
 - (ii) to comply with all laws of the Hong Kong Special Administrative Region; and
 - (iii) to perform voluntarily without any form of reward.

VOTES OF MEMBERS

17. Every member (except the Associate member) shall have 1 vote.
18. All members shall be entitled to the followings:
 - (a) attend and vote at any general meeting and at any election.
 - (b) put forward proposal and suggestion in writing for consideration.
 - (c) be elected as an officer of the Association and to Executive or Special Committee.

GENERAL MEETINGS

19. An annual general meeting of the Association shall be held in June or July every year except in the year of its incorporation or in the following year provided that so long as the

Association holds its first annual general meeting within 18 months of its incorporation and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

20. All general meetings other than annual general meeting shall be called extraordinary general meetings.
21. The Executive Committee may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on the written requisition of half of Executive Committee members or at least 20 members of the Association or one-tenth of the total members of the Association. The Executive Committees shall within two weeks upon requisition made in writing to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given.

NOTICE OF GENERAL MEETINGS

22. Subject to the provisions of sections 116 of the Companies Ordinance (Cap.32) relating to special resolutions, 21 days notice at least (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) specifying the place, date and the hour of Meeting and, in case of special business, the nature of the business shall be given in the manner hereinafter mentioned or in any such other manner, if any, as may be prescribed by the Association in general meetings, to such persons as are, under the regulations of the association, entitled to receive such notices from the Association, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
23. 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 OF GENERAL MEETINGS

24. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and auditors, and the appointment of, and the fixing of the remuneration, of the auditors.
25. No business shall be transacted at a general meeting unless the requisite quorum is present at the commencement of the meeting.
26. The quorum for a general meeting shall be forty members or one-fifth of the total members whichever is the less.

27. In the event that a general meeting cannot be held because of the lack of a quorum, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be convened within thirty days, at which any number of members present shall constitute the quorum.
28. In the case of an extraordinary general meeting requisitioned by the members, the members requisitioning such meeting shall, in the notice requisitioning such meeting set out the business to be transacted at such meetings. Any resolution at the meeting so called shall be deemed to have been passed upon the vote of over half of the members present in its favour.
29. The Chairman may with 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. When 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.
30. 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 by at least 2 members present in person, and entitled to vote, and unless a poll is 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 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, that resolution.
31. If a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the poll is demanded shall be entitled to a second or casting vote.
33. A poll demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the Chairman of the meeting directs.

ELECTION

34. Save that the first members of Executive Committee of the Association shall be elected in accordance with the method resolved by the subscribers of the Memorandum of the Association, the method, procedure and details of election of the member of Executive Committee shall be determined by the Executive Committee or sub-committee appointed by the Executive Committee.
35. Election of the members of Executive Committee shall be held once a year at a time before the expiry of the current term of office of the Executive Committee in the annual general

meeting. Any member of such committee shall be eligible for re-election except for the post of Chairman who shall not act for more than four consecutive years.

36. The Election shall be conducted by secret ballot.

EXECUTIVE COMMITTEE

37. The business of the Association shall be managed by the Executive Committee, who may 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, subject nevertheless to these articles, the provision of the Ordinance, and such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
38. The Executive Committee shall have 8-12 persons who shall be the representative of the school members from the secondary schools and the primary schools respectively.
39. The Executive Committee shall elect a Chairman, one or two Vice chairman, one or two Honorary Secretary, a Honorary Treasurer and an Editor amongst its members or from time to time be determined by the Executive Committee.
40. Members of the Executive Committee shall hold office for one calendar year, commencing on 1st September every year until 31st August of the following year. In case of vacancies occurring on the Executive Committee during the term, the Executive Committee shall elect the members to fill the vacancies who hold office only up the expiration of the said term. The quorum for a meeting of the Executive Committee shall be half of the members present.
41. The Executive Committee may elect members of the Executive Committee or members to form sub-committee or special committee to look after various affairs of the Association from time to time so determined.
42. The Executive Committee may invite any prominent and respectable person or persons to be Permanent Honorary Presidents, Honorary Presidents, Honorary Advisors or Advisors of the Association and any ex-members of the Executive Committee. No subscription fee shall be paid by such aforesaid persons but they shall not be eligible to vote nor to be elected to the Executive Committee.
43. The Executive Committee shall be responsible for the management and control of all matters and affairs of the Association but shall, in case of urgent matters, convene a meeting to discuss the same and carry such decisions of the meeting into effect.
44. All resolutions passed at a meeting of the Executive Committee shall be valid notwithstanding any subsequent disqualification of any members of the Executive Committee.
45. A resolution in writing signed by all members of Executive Committee shall be treated as a resolution duly passed at a meeting of the Executive Committee.

46. Any member of the Executive Committee who ceases to be an extra-curricular activities master/mistress of the school he/she represents, or who changes school but not holding the post of extra-curricular activities master/mistress, shall resign from the present post in the Executive Committee.
47. In case of an important matter or matters requiring immediate attention, the Chairman may at any time convene a special meeting.
48. If the Chairman shall be absent from the meeting, one of the Vice-Chairman shall take the chair in his place, and if both the Chairman and all the Vice-Chairman be absent from the meeting, a member of the Executive Committee present shall be elected as Chairman for that meeting.
49. (a) Any motion of a special nature to be made at an ordinary meeting of the Executive Committee for consideration must be committed in writing and presented to the Secretary three days previous to the meeting.
(b) In case he fails to maintain order in the course of discussion when the members indulge in wild disputes, the Chairman may retire from the meeting and declare it adjourned for 15 minutes. If within the period order shall be restored, the Chairman shall continue the meeting and deal with the matters for which the meeting is called. If not, he shall dismiss the meeting.
(c) In order to give equal opportunity to all who desire to address the meeting and meanwhile to save unnecessary delay, no member, except with permission of the Chairman, may speak for more than 5 minutes at a time.
(d) The proceedings of all meetings shall be recorded in minute books and the names of members attending same shall also be there recorded.
(e) Save members of the Executive Committee no member shall, except with the permission of the Chairman, be entitled to inspect the record of proceedings or any other documents.
50. To meet contingencies or special occasion, the Committee may draft appropriate rules, regulations and by-laws; they shall not be valid and effectual unless they have been passed by three-fourth of the Executive Committee members present at a meeting.
51. The member of the Executive Committee shall be vacated, if such member:-
 - (a) becomes bankrupt; or
 - (b) becomes prohibited from being a member by reason of any order made under Part IV A of the Ordinance; or
 - (c) is found lunatic or becomes of unsound mind; or
 - (d) resigns his office by notice in writing to the Association; or
 - (e) ceases to be a member of the Association or be withdrawn membership by the Association.

52. Each member of the Executive Committee who fails to attend all consecutive meetings within one year must give reasons of absence in writing to the Executive Committee as the case may be. In the absence of any reason assigned therefor, the defaulting member may be deemed as having tendered his resignation.
53. A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.
54. The Association may by extraordinary resolution remove any member of the Executive Committee before the expiration of his term of the office.

MANAGEMENT OF MONEY AND PROPERTIES

56. All money and valuables of the Association other than petty cash not exceeding \$2,000 shall be deposited with such bank as may be directed by the Executive Committee, and books of accounts in respect of dealings with such bank shall be kept. All cheques and remittances shall be signed jointly by any two of the four signatories authorized by the Executive Committee. The monthly accounts of the Association shall be published at the general office after approved by the Executive Committee at its meeting. The yearly accounts shall be audited by an authorized auditor and reported at the Annual General Meeting.
57. Any expenditure not provided for in the yearly budget and exceeding \$2,000.00 must first be approved by the Executive Committee and no payment shall be made in respect of such expenditure unless prior approval has been given by the Executive Committee.
58. In the event of the Association being short of funds the Executive Committee may at any time devise schemes to raise money for its use.
59. The Executive Committee shall have power to receive on behalf of the Association any money or property denoted or presented by any person, but such person (if not a member) shall not be entitled to be a member of the Association by reason of his donation or gift, and if such person is desirous of becoming a member of the Association, he shall be admitted under and by virtue of Article 6 & 9 hereof.

ACCOUNTS

60. The Executive Committee shall cause the accounts to be kept of the following matters:-
 - (a) all the sums of the money received and expended by the Association and the matters in respect of which such receipt and expenditure take place.
 - (b) All the real or personal properties brought or sold by the Association.
 - (c) All the assets and liabilities of the Association.

- (d) All books of accounts and records shall be kept at the registered office of the Association, or at such other place as the Executive Committee thinks fit, and shall always be open to the inspection of the members of the Executive Committee.
61. The Executive Committee shall from time to time determine at what times and place 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 of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Association except as conferred by Ordinance or authorized by the Executive Committee or by the Association in general meeting.
62. The Executive Committee shall from time to time, in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts and balance sheets as are referred to in the section.

AUDIT

63. Auditors shall be appointed and their duties regulated in the manner provided by Section 131, 132 and 133 of the Ordinance.

SECRETARY

64. The Secretary shall be appointed by the Executive Committee for such time at such remuneration and upon such conditions as they may think fit, and any secretary to appointed may be removed by them. The Executive committee may from time to time by resolution appoint a joint secretary at such remuneration and upon such conditions as they may think fit and any person so appointed may be removed by them. The first Secretary of the Association shall be Fankent Secretaries Limited

SEAL

65. Except by the authority of a resolution of the Executive Committee the Seal of the Association shall not be affixed to any instrument. Every instrument to which the Seal of the Association is so affixed, shall be signed by the Chairman or a Vice-Chairman.

WINDING-UP

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