

MEMORANDUM OF ASSOCIATION
OF
MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED

瑪利諾修院學校基金有限公司

1. The name of the Company is "MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED 瑪利諾修院學校基金有限公司" (hereinafter called "the Foundation").
2. The registered office of the Foundation will be situated in the Hong Kong Special Administrative Region.
3. The objects for which the Foundation is established are:-
 - A. (a) To be the school sponsoring body of the Catholic girls schools known as "Maryknoll Convent School (Primary Section)" "瑪利諾修院學校(小學部)", "Maryknoll Convent School (Secondary Section)" "瑪利諾修院學校(中學部)" and other Catholic girls schools in Hong Kong or otherwise participate in the operation and administration of such schools;
 - (b) To provide all-round and affordable education for girls, developing in every student a thirst for knowledge, an ability to self-learn, and a spiritual, intellectual, aesthetical, psychological, physical and social balance while pursuing excellence in respective interests;
 - (c) To promote quality education, training students to have high moral standards, to be socially and environmentally aware and to be useful, contributory and responsible members of the community;

- (d) To promote Christian values in a school setting;
- (e) To offer financial assistance to needy students; and
- (f) To raise money for the promotion of quality education generally and for the Maryknoll Convent School Educational Trust (so long as it remains a charitable trust) in particular.

B. In furtherance of the objects set out in Section A of this Clause but not otherwise, the Foundation shall have the power:-

- (a) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage school buildings and facilities and other premises.
- (b) To purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal estate or property and to sell manage, lease, dispose of or otherwise deal with the same.
- (c) To construct maintain and alter any house, buildings or works.
- (d) To employ all such officers and employees as may be required.
- (e) To procure contributions to the Foundation and to accept subscriptions, donations and any gifts of property (of whatever nature and whether or not subject to any trust) and devises and bequests for all or any of the objects aforesaid.
- (f) To sell and dispose of, to lease and accept surrenders of leases of real estate and generally to manage and expend all monies belonging to the Foundation.
- (g) To print and publish any publications.

- (h) To invest any moneys of the Foundation.
- (i) To undertake and execute any trusts or any agency.
- (j) To grant pensions, allowances and gratuities to and to provide provident funds and other retirement benefits for employees and ex-employees of the Foundation and their dependants.
- (k) To collaborate or amalgamate with any entities having exclusively charitable objects similar to those of the Foundation and which prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed upon the Foundation by virtue of Clause 4 of this Memorandum.
- (l) To transfer all or any part of the property, assets, liabilities and engagements of the Foundation to any one or more of the entities with which the Foundation is authorized to amalgamate.
- (m) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the objects set out above.

C. Provided that:-

- (a) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Foundation shall not extend to the regulation of relations between employees and employers or organizations of employees and organizations of employers.
- (c) There shall be excluded all the powers set forth in the Seventh Schedule of the

Companies Ordinance which would otherwise be included among the powers of the Foundation by virtue of Section 5(5) of the Companies Ordinance.

4. The income and property of the Foundation shall be applied solely towards meeting the objects of the Foundation as set forth in this Memorandum of Association. No portion of the said income and property 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 Foundation, provided that nothing herein shall prevent:-
 - (i) the payment in good faith of reasonable and proper remuneration to any officer or employee of the Foundation or to any Member of the Foundation not being a Member of the Council in return for any service actually rendered to the Foundation;
 - (ii) the payment of reasonable and proper rent for premises demised or let by any Member to the Foundation.

No Councillor shall be appointed to be a salaried officer or to any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Foundation to any Councillor except repayment of out-of-pocket expenses, or reasonable and proper rent for premises demised or let to the Foundation.

5. The liability of the Members is limited.
6. Every Member of the Foundation undertakes to contribute to the assets of the Foundation if it is wound up while that Member is a Member, or within one year after ceasing to be a Member, as may be required to pay off the debts and liabilities of the Foundation contracted before ceasing to be a Member and the costs of winding up and to adjust the rights of the contributories among themselves, such amount not exceeding the sum of One Hundred Hong Kong Dollars.
7. If upon the winding up or dissolution of the Foundation 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 Foundation but shall be given or transferred to another institution or other institutions which have charitable objects substantially similar to the objects of the Foundation and which prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed upon the Foundation by virtue of Clause 4 of this Memorandum, such institution or institutions to be determined by the Members at or before the time of the dissolution or in default by a Judge of the High Court of Hong Kong. If effect cannot be given to the aforesaid provision, then the property shall be given or transferred to some charitable object.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

Dated the day of 2004.
WITNESS to the above signatures:-

(Sd.)
Solicitor,
Room 1225, 12th Floor,
Prince's Building,
10 Chater Road, Central,
Hong Kong.
Ref: 92180:LH:ec

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED

瑪利諾修院學校基金有限公司

Interpretation

1. In these Articles the following expressions have the following meanings, namely:-
 - (a) “Articles” means the Articles of Association of the Foundation for the time being;
 - (b) “Associate Member(s)” means the associate member(s) for the time being;
 - (c) “Auditors” means the person or persons appointed to audit the accounts of the Foundation;
 - (d) “Chairperson” means the Chairperson for the time being of the Council;
 - (e) “Council” means the Council of the Foundation constituted in accordance with these Articles;
 - (f) “Councillor(s)” means the member(s) of the Council of the Foundation whether elected or appointed;

- (g) "Foundation" means Maryknoll Convent School Foundation Limited 瑪利諾修院學校基金有限公司;
 - (h) "Member" means a member of the Foundation;
 - (i) "Memorandum" means the Memorandum of Association of the Foundation for the time being;
 - (j) "the Ordinance" means the Companies Ordinance, Cap.32 and shall include all statutory amendments or substitutions thereof for the time being in force;
 - (k) "School" means the "Maryknoll Convent School (Primary Section) 瑪利諾修院學校(小學部)", "Maryknoll Convent School (Secondary Section)瑪利諾修院學校(中學部)" or any other school of which the Foundation is the school sponsoring body and "Schools" mean all of them;
 - (l) "Seal" means the common seal of the Foundation;
 - (m) "Secretary" means the Secretary of the Foundation for the time being;
 - (n) "Vice-Chairperson" means the Vice-Chairperson for the time being of the Council.
2. These Articles shall be construed with reference to the Ordinance and expressions used in these Articles, unless otherwise defined or stated, shall have the meanings thereto respectively assigned by the Ordinance.
3. Words importing one gender also include the other.

Membership Generally

4. There shall be four classes of membership, namely:-

- (a) Ordinary Members;
 - (b) Executive Members;
 - (c) Associate Members; and
 - (d) Life Members.
5. For the purposes of registration, the number of Members of the Foundation is declared to be unlimited.
6. Acceptance of membership of the Foundation binds each Member to the observance of the Memorandum and Articles in force for the time being. The Council shall have the right to refuse any application for membership without assigning any reason for such refusal.
7. The rights and privileges of every Member shall be personal and shall not be transferred by the Member's own act or by operation of law and shall cease upon death or upon the Member ceasing from any cause to be a Member under the provisions of these Articles.
8. Every Member that is required to pay an annual subscription shall by 30 September or on such other date as determined by the Council each year (the "Stipulated Date") pay to the Foundation the annual subscription in respect of that year in such amount as shall from time to time be determined by the Council. The name of any Member whose subscription is unpaid on the Stipulated Date shall be deemed to have been deleted from the list of Members unless the Council decides otherwise for fit and proper purpose. The Council may re-instate the membership of any person on such terms as it considers fit.
9. If a Member has behaved in a manner that is or is likely to be injurious to the reputation or interests of the Foundation, it shall be lawful for the Council to resolve to suspend that Member for such time as the Council considers fit or to expel that Member upon which the name of that Member shall be deleted from the list of Members.

Provided that at least one week before the meeting at which any such resolution is passed, the Secretary shall serve on the Member a notice of the meeting and of the intended resolution and the Member shall at such meeting and before the passing of such resolution have an opportunity to attend and be heard. The Member may be legally represented on such occasion.

10. Any Member wishing to resign from the Foundation may do so by giving one month's written notice to the Secretary of such intention and upon the expiration of the notice that Member's name shall be deleted from the list of Members.
11. With effect from any deletion of a Member's name from the list of Members for any cause, that Member shall cease to be a Member and shall not be entitled to any refund of any monies paid to the Foundation by way of subscription or otherwise, and such deletion shall not extinguish any liability pursuant to the Ordinance or the Memorandum and Articles.

Ordinary Members

12. Any past student who has completed at least one academic year of studies in any of the Schools, or any past teacher of any of the Schools, or any Maryknoll Sister may apply to become an Ordinary Member.
13. Except for Maryknoll Sisters who shall not be required to pay any entrance fee or annual subscription, Ordinary Members shall pay such entrance fee and annual subscription as shall be determined by the Council from time to time.
14. Ordinary Members shall have the right to receive notice of and to attend and speak at General Meetings of the Foundation and to vote at such meetings on all matters except in any election of Councillors.
15. One Ordinary Member shall be elected to become an Executive Member every year but so that there are no more than three Executive Members elected from among the

Ordinary Members at any one time. The term of every Executive Member so elected shall be until the Annual General Meeting next following that at which the Executive Member was elected. Where a casual vacancy among the elected Executive Members arises, the Council shall at such time as it sees fit convene an Extraordinary General Meeting to elect another Ordinary Member to fill that vacancy.

Executive Members

16. There shall be up to 50 Executive Members who, except for those Ordinary Members who are elected to become Executive Members, shall be appointed from time to time by the Council from among the Ordinary Members. An Executive Member, whether appointed or elected, shall enjoy tenure as an Executive Member for a term of three years and, unless renewed by the Council or re-elected by the Ordinary Members, shall thereafter be an Ordinary Member.
17. The subscribers to the Memorandum and Articles shall become Executive Members on the incorporation of the Foundation for a term of three years or such other period as the Council shall determine.
18. Executive Members shall not be required to pay any entrance fee but shall pay such annual subscription as shall be determined by the Council from time to time.
19. Executive Members shall have the right to receive notice of and to attend General Meetings of the Foundation and to vote on all matters including the election of Executive Members to become Councillors. Executive Members shall be entitled to vote in any election of Executive Members from among the Ordinary Members.

Associate Members

20. Any parent of past or present students of any of the Schools or any spouse of an Ordinary or Executive Member may apply to become an Associate Member.
21. Associate Members shall pay such entrance fee and annual subscription as shall be

determined by the Council from time to time.

22. Associate Members shall have the right to receive notice of and to attend General Meetings but may not vote at any such meetings.

Life Members

23. Any person who is or is entitled to become an Ordinary Member or Executive Member may become a Life Member.
24. A Life Member shall pay such life membership fee as shall be determined by the Council from time to time upon admission to life membership, and thereafter shall not be liable to pay any annual subscription.
25. Having paid a life membership fee, a Life Member shall be deemed to be an Ordinary or Executive Member and enjoy all rights and privileges as such Ordinary or Executive Member as the case may be.

Patrons and Honorary Members

26. The Council may appoint any person who has, in the opinion of the Council, given distinguished service to the Council or has made contributions to education to be a Patron, Honorary Member or another similar title of distinction as considered fit and proper by the Council for such period and on such terms as the Council shall determine. No person on whom a title of distinction has been conferred shall pay any membership fee or subscription and that person shall not have any right to vote. The Council may at any time remove the title of distinction from any person.
27. The Council may appoint any person to be an Honorary Adviser to advise on any aspect of the work of the Foundation for such period and on such terms as the Council shall determine.

General Meetings

28. There shall be an Annual General Meeting of the Members in each year and not more than 15 months shall elapse between the date of one Annual General Meeting and the next.
29. All other general meetings shall be called Extraordinary General Meetings.
30. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting. The Council shall also call an Extraordinary General Meeting upon the written requisition of any 50 Members. The notice convening an Extraordinary General Meeting shall specify the object or objects for which the meeting is called, to which the discussion shall be strictly confined. The Council shall in accordance with the Ordinance and at the cost of the requisitionists give notice of any resolution and circulate any statement proposed on a requisition in writing of Members addressed to the Secretary.

Notice of General Meetings

31. Subject to the provisions of Section 114 of the Ordinance relating to Annual General Meetings or a meeting for the passing of special resolutions, at least 14 days' notice (exclusive of the day on which the notice is served or declared to be served, but inclusive of the day for which notice is given) shall be given to such persons as are under these Articles entitled to receive such notice from the Foundation: 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. The notice shall specify the place, the day and the hour of the meeting and in case of special business, the general nature of that business.
32. The accidental omission to give notice of a meeting to, or in the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meeting

33. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts, balance sheets and the reports of the Councillors and the Auditors, the election of Council and Executive Members and the fixing of the remuneration of the Auditors.
34. No business shall be transacted at any General Meeting unless a quorum of Members is present at the commencement of the business. 30 Executive or Ordinary Members present in person or by proxy shall form a quorum.
35. If within half an hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened on the requisition of the Members, shall be dissolved, and in any other case it shall stand adjourned to the same day in the following week at the same time and place: and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned sine die.
36. The Chairperson shall preside over every General Meeting of the Foundation.
37. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the same, the Vice-Chairperson shall preside, but if neither of them is present at the time of holding the same, the Members present shall choose one of the Councillors to preside at the meeting.
38. The Chairperson (or other person presiding at such meeting) may, with the consent of 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.
39. At any General Meeting a resolution put to the meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by at least two Members and unless a poll is so demanded a declaration by

the Chairperson (or other person presiding at such meeting) that the resolution has, on a show of hands, been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Foundation shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.

40. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson (or other person presiding at such meeting) directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Votes of Members

41. Each Member entitled to vote shall have one vote only, whether on a show of hands or on a poll.
42. On a poll, votes may be given either personally or by proxy.
43. (a) The instrument appointing a proxy shall be in writing under the hand of the appointer or of a duly authorized attorney in writing. A proxy must be an Ordinary or Executive Member of the Foundation.

(b) The instrument appointing a proxy and the power of attorney or other authorities, if any, under which it is signed, or a certified copy of that power or authority shall be deposited at the registered office of the Foundation not less than 48 hours before the time holding the meeting or adjourned meeting at which the person named therein proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

(c) The instrument appointing a proxy shall be deemed to confer the authority to demand or join in demanding a poll.

Council

44. The management and control of the property assets and affairs of the Foundation shall be vested in the Council.
45. (a) The Council shall consist of 15 persons. The first Councillors shall be appointed by the subscribers to the Memorandum and Articles of Association and shall hold office until the first Annual General Meeting at which time 7 of the first Councillors shall retire.
- (b) At the first Annual General Meeting 3 Councillors shall be elected by the Executive Members from among themselves, and the remaining 4 shall be appointed by the Council from among the Executive Members at one of its meetings immediately before the Annual General Meeting.
46. (a) At each Annual General Meeting thereafter the 4 appointed Councillors longest in office since appointment shall retire but shall be eligible for re-appointment and the elected Councillor longest in office since election shall retire but shall be eligible for re-election. The Council shall appoint 4 of the Executive Members as Councillors at one of its meeting immediately before the Annual General Meeting and 1 Councillor shall be elected by the Executive Members from among themselves at the Annual General Meeting so that the Council shall consist of 3 elected Councillors and 12 appointed Councillors who shall each hold office until the Annual General Meeting next following the one at which that Councillor is elected or appointed. As between Councillors who shall have been in office for a term of equal length, those to retire shall be determined by the drawing of lots.
- (b) Notwithstanding the above, all Councillors who have served for 3 consecutive terms shall retire and shall not be eligible to be re-appointed or re-elected until after the Annual General Meeting next following the one in which that Councillor retired.
47. The Council shall have power to co-opt an Executive Member to fill any casual vacancy in the Council which may occur during a year of office. Any Councillor so

appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-appointment or re-election.

48. The office of a Councillor shall be vacated if the Member;-
- i. is suspended or ceases to be a Member;-
 - ii. dies;-
 - iii. retires by rotation under these Articles;-
 - iv. is convicted of an offence to which the Rehabilitation of Offenders Ordinance does not apply;-
 - v. becomes bankrupt or has made a composition or arrangement with creditors;-
 - vi. becomes of unsound mind; or
 - vii. resigns the office by notice in writing to the Foundation.

Chairperson and Vice-Chairperson

49. The Councillors shall annually and may from time to time as occasion may require elect from among themselves someone to act as Chairperson. The Council shall similarly elect [one or more] Vice-Chairperson[s].
50. No person shall serve as Chairperson for more than five consecutive one-year terms.

Secretary

51. The Council shall appoint someone to be the Secretary on such terms as it thinks fit, and any Secretary may from time to time by resolution be removed or substituted. The Secretary shall not receive any remuneration for appointment to this office if the person appointed is a Councillor.

Proceedings of the Council

52. The Council shall meet for the dispatch of the business of the Foundation on such day and at such hour and such place as the Council thinks proper.

53. The Council shall hold at least three meetings each year.
54. A meeting of the Council may be called by the Chairperson or any 3 Councillors, by giving 10 days written notice to each Councillor, either by mail, electronic transmission or by facsimile. If, however, all of the Councillors shall have signed a formal written waiver of notice of such a meeting, the same shall be held without notice.
55. The Chairperson shall preside at all the meetings of the Council but if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting, the Vice-Chairperson shall preside and if the Vice-Chairperson is not present, the Councillors present may choose someone from among themselves to preside at the meeting.
56. The quorum necessary for the transaction of the business of the Council shall be 7 Councillors.
57. Questions arising at any meeting of the Council shall be determined by a majority of votes of those present and voting and in the case of equal votes, the Chairperson (or the person presiding at such meeting) shall have a second or casting vote.
58. A resolution in writing signed by all the Councillors shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by all Councillors. A cable message, fax or e-mail sent by a Councillor shall be deemed to be a document signed for the purpose of this Article.
59. The Council may exercise all such powers of the Foundation as are not by the Ordinance for the time being in force or by these Articles required to be exercised by the Foundation in General Meeting. No regulation made by the Foundation in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

60. A Councillor who is in any way, directly or indirectly, interested in a contract or proposed contract with the Foundation shall, in the case of any material interest, declare the nature of the interest at a meeting of the Council in accordance with Section 162 of the Ordinance.
61. Subject to Clause 3 of the Memorandum of Association, in addition to all powers expressly conferred upon them by these Articles, the Council shall have the following powers, namely:-
- (a) To expend the funds of the Foundation in such manner as it shall consider most beneficial for the purposes of the Foundation and to invest in the name of the Foundation, or in the names of trustees, such part thereof as it may see fit and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the Foundation;
 - (b) To acquire in the name of the Foundation, or in the names of trustees, deal with any land, buildings or premises for the use of the Foundation;
 - (c) To enter into contracts on behalf of the Foundation;
 - (d) To make, vary and repeal byelaws (not being repugnant to or inconsistent with the Memorandum or Articles) to regulate the conduct of the affairs of the Foundation provided that such byelaws shall not constitute or involve such an alteration of or addition to these Articles as could only lawfully be made by special resolution.
 - (e) To grant to such person or persons as the Council may from time to time decide bursaries, scholarships, subsidies, allowances, loans (whether interest-bearing or interest-free) and other forms of financial assistance including, but not limited to, giving of guarantee for payment of passages, fees and other monies for the persons assisted by the Foundation and to decide the amounts of financial assistance to be granted and the terms and conditions therefor.

- (f) Subject to Clause 4 of the Memorandum of Association, to grant pensions, allowances and gratuities to and to provide provident funds and other retirement benefits for employees and ex-employees of the Foundation and their dependants.
- (g) Generally to do all lawful things necessary or expedient for the due conduct of the affairs of the Foundation not herein otherwise provided for.

School Management Committee

62. (a) The Council shall nominate for each School for which the Foundation is the school sponsoring body a Management Committee whose members shall consist of not less than 3 members of the Council and other person or persons as the Council shall appoint either for a fixed term or without limitation as to the period for which each of them is to hold office; and such nominees shall, with the approval of the Permanent Secretary for Education and Manpower, be registered as Managers in accordance with the provisions of the Education Ordinance (Cap. 279).
- (b) The Council may remove or dismiss a member of a School Management Committee from office and any member so removed and dismissed and any member whose term of office has expired and has not been renewed or extended by the Council shall forthwith tender his resignation in writing to the Permanent Secretary for Education and Manpower in accordance with the provisions of the Education Ordinance (Cap. 279).
- (c) The Council shall nominate another member to replace a member of a School Management Committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education and Manpower for registration as a Manager in accordance with the provisions of the Education Ordinance (Cap. 279).
- (d) A member of a School Management Committee may, but need not, be a Councillor.

63. It shall be the special responsibility of the School Management Committees to conduct the Schools in accordance with the Education Ordinance (Cap. 279) and in all respects to the satisfaction of the Permanent Secretary for Education and Manpower.

Accounts

64. The Council shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, all sales and purchases by the Foundation and the assets and liabilities of the Foundation. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Foundation's affairs and to explain its transactions.
65. The books of accounts shall be kept at the registered office of the Foundation or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Councillors.
66. The Foundation in General Meeting may from time to time impose reasonable restrictions as the time and manner in which the books and accounts of the Foundation shall be open to the inspection of the Executive Members and subject thereto such books and accounts shall be open to their inspection during business hours.
67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in General Meeting together with a copy of the Auditor's Report shall not less than 21 days before the date of the meeting be sent to all Ordinary and Executive Members. All other Members shall not be entitled to receive the same.
68. Auditors shall be appointed and their duties shall be regulated in accordance with the provisions of the Ordinance or any statutory modification thereof for the time being in force.

Committees

69. (a) The Council may delegate any of its powers to any Committee consisting of such Councillors, Executive Members and other persons co-opted as the Council thinks fit. No remuneration or other benefit in money or money's worth shall be given by the Foundation to the Committee Members.
- (b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed by the Council.
- (c) The Council may appoint one of the Executive Members as Committee Chairperson to preside at its meetings. Failing any appointment, a Committee may elect someone from among themselves to preside at its meeting; if no such person is elected or if at any meeting the Committee Chairperson is not present within 15 minutes after the time appointed for holding the same, the Members present may choose someone from among themselves to preside at the meeting.
- (d) A Committee may meet and adjourn as it thinks proper.
- (e) Questions arising at any meeting shall be determined by a majority of votes of the members present and in the event of equal votes, the Committee Chairperson (or the person presiding at such meeting) shall have a second or casting vote.
- (f) Minutes of the meetings of all Committees shall be tabled and considered at the next following meeting of the Council which may either accept or reject the decision of a Committee or refer such decision back to the Committee for reconsideration.
- (g) Subject to any regulation made by the Council under paragraph (b) hereof, all Committees shall have the power to co-opt any Members of the Foundation for specific purposes and for a period not extending beyond the date of the next Annual General Meeting of the Foundation.

- (h) The quorum necessary for the transaction of the business of a Committee shall be determined by the Committee.
70. The Council and Committee shall cause Minutes to be kept in proper books provided for that purpose of all their respective resolutions and proceedings. The Minutes of a meeting of the Council and Committee, if approved, shall be signed by the Chairperson or Committee Chairperson as the case may be, and every Minute when so signed shall be sufficient evidence of the matters therein recorded.
71. All acts done by any meeting of the Council or of a Committee, or by any person acting as a Councillor or a Committee Member shall be as valid as if every person had been duly appointed and was qualified to be a Councillor or Committee Member notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or that such person was disqualified to so act.
72. Every Councillor shall be indemnified by the Foundation against, and it shall be the duty of the Council out of the funds of the Foundation to pay, all costs, losses and expenses which any such Councillor may incur or become liable to by reason of any contract entered into, or act or deed done as such officer or servant, or in any way in the discharge of duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Foundation and have priority as between Members over all other claims.

The Seal

73. The Seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of two Councillors or such other persons as the Council shall appoint for that purpose. The Councillor(s) or such other persons as aforesaid shall sign every instrument to which the Seal is so affixed.

Notices

74. A notice may be given by the Foundation to any Member either personally or by sending it by pre-paid post to the address of the Member registered with the Foundation.
75. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a prepaid letter containing the notice and to have been effected in the case of the address of a Member being in Hong Kong on the second day following that on which it was posted and in the case of the address of a Member being overseas, on the third day following that on which it was posted.

Amendment of Memorandum and Articles

76. A resolution to amend any part of the Memorandum or Articles shall be valid only if it is passed by a Special Resolution of Members in which no fewer than 90% of the Executive Members shall have voted either in person or by proxy.

Winding Up

77. The provisions of the Memorandum relating to the winding up or dissolution of the Foundation shall have effect as if the same were repeated in these Articles.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

Dated the day of 2004.
WITNESS to the above signatures:-

(Sd.)
Solicitor,
Room 1225, 12th Floor,
Prince's Building,
10 Chater Road, Central,
Hong Kong.
Ref: 92180:LH:ec

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED

瑪利諾修院學校基金有限公司
("the Foundation")

Passed on the 28th October 2006

At an Extraordinary General Meeting of the Foundation duly convened and held at 5 Ho Tung Road, Kowloon, Hong Kong on the 28th day of October 2006 at 3:00 p.m., the following resolution was duly passed as a Special Resolution of the Foundation:-

AMENDMENTS OF ARTICLES OF ASSOCIATION

"**THAT** the existing Articles of Association of the Foundation be and they are hereby amended in the following manner, namely:

1. **Article 15**

THAT the statement "The term of every Executive Member so elected shall be until the Annual General Meeting next following that at which the Executive Member was elected." be deleted at the existing Article in lines 4 to 5 and replaced by the statement "The term of every Executive Member so elected shall be until the 3rd Annual General Meeting following that at which the Executive Member was elected."



2. **Article 16**

THAT the words “An Executive Member, whether appointed or elected” be deleted at the existing Article in lines 3 to 4 and replaced by the words “An appointed Executive Member”.

3. **Article 46(a)**

THAT the statement “The Council shall appoint 4 of the Executive Members as Councillors at one of its meeting immediately before the Annual General Meeting and 1 Councillor shall be elected by the Executive Members from among themselves at the Annual General Meeting so that the Council shall consist of 3 elected Councillors and 12 appointed Councillors who shall each hold office until the Annual General Meeting next following the one at which that Councillor is elected or appointed.” be deleted at the existing Article in lines 4 to 9 and replaced by the statement “The Council shall appoint at least 4 of the Executive Members as Councillors at one of its meeting immediately before the Annual General Meeting and at least 1 Councillor shall be elected by the Executive Members from among themselves at the Annual General Meeting so that the Council shall consist of 3 elected Councillors and 12 appointed Councillors.”.


Chairman

Presented by:
P. C. Woo & Co.,
1225 Prince's Building,
10 Chater Road, Central,
Hong Kong.

Ref. No. : 92180:LH:SWM