

THE COMPANIES ORDINANCE  
(CHAPTER 32)

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

FEDERATION OF THE HONG KONG POLYTECHNIC UNIVERSITY  
ALUMNI ASSOCIATIONS LIMITED  
(香港理工大學校友會聯會有限公司)

1. (i) The name of the Company is 'The Federation of Hong Kong Polytechnic University Alumni Associations Limited (香港理工大學校友會聯會有限公司)', hereinafter referred to as 'the Federation'

(ii) Interpretation

In these Memorandum and Articles of Association, unless the context otherwise requires, the words below shall have the meanings set forth as follow:

'*the Federation*' means The Federation of Hong Kong Polytechnic University Alumni Associations Limited.

'*PolyU*' means The Hong Kong Polytechnic University including its predecessors, namely the Government Trade School, the Hong Kong Technical College and Hong Kong Polytechnic.

'*the Alumni Association*' or '*the Alumni Associations*' means the alumni association or alumni associations respectively of PolyU that have been invited by the Board of Directors to join the Federation.

'*Member or Members*' means the alumni association or the alumni associations that have joined the Federation.

'*the Board of Directors*' or '*the Board*' means the board of directors of the Federation constituted under the Articles of Association of the Federation.

'*the Directors*' means the alumni who sit on the Board as set out in Article 12 of the Articles of Association.

'*the Board of Directors Meetings*' or '*the Board Meetings*' mean the meetings of the Directors of the Federation.

'*the General Meetings*' mean both the annual general meeting and any extraordinary general meetings of the Members of the Federation.

'*the Ordinance*' means the Companies Ordinance (Chapter 32).

'*Seal*' means the common seal of the Federation.

- (iii) In these Memorandum and Articles of Association, words importing the plural include the singular and vice versa, and words importing a gender include every gender.

2. The registered office of the Federation will be situated in Hong Kong.
3. The objects for which the Federation is established are:
  - 3.1 To enhance the relation and liaison amongst the Alumni Associations.
  - 3.2 To promote and cater for the welfare and common interest of its Members.
  - 3.3 To assist in the development of PolyU.
  - 3.4 To participate in activities organized by its Members.
  - 3.5 To coordinate and promote activities organised by PolyU.
  - 3.6 To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from where donations or advances may be made to deserving person(s), organizations or charitable institutions including scholarship funds to current students of PolyU.
  - 3.7 To engage, hire and employ all classes of persons considered necessary for the purpose of the Federation and to pay to them and other persons in return for services rendered to the Federation salaries, wages, gratuities and pensions.
  - 3.8 To purchase, take or lease, hire, or otherwise acquire, own, hold, use and occupy in Hong Kong or elsewhere any land or other real or personal property or any right or interest therein which the Federation may think necessary or convenient for the purpose of effectuating any of its objects and to work, improve, maintain, develop and turn to account, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Federation.
  - 3.9 To purchase, take on lease, hire or otherwise acquire in any way equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature of description necessary or convenient to enable the Federation to fulfill its objects and to sell or otherwise dispose of the same.
  - 3.10 To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the Federation and its Members and others interested in the objects of the Federation and to distribute among its Members and others information on all matters affecting the said objects and in these or other activities to undertake the duties of advertising and publicity agents.
  - 3.11 To promote and hold either alone or in conjunction with any other corporation or association, club or person any competition, meeting, conference, visit, seminar, lecture, exhibition or performance of any kind with a view to furthering the Federation's objects and the raising of money for the purposes of the Federation and to offer, give, contribute to and distribute prizes, award and bonuses in connection therewith and to promote, give hold or support dinners, balls, meetings, concerts and other functions for the purposes aforesaid.
  - 3.12 To borrow any moneys required for the purposes of the Federation upon such terms and on such securities as may be determined.
  - 3.13 To raise money by subscription or other lawful means for any of the purpose herein provided.
  - 3.14 To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided.
  - 3.15 To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Federation.

- 3.16 To lend and advance money, or give credit, to such persons or companies and on such terms as may seem expedient and to guarantee with or without consideration the performance of any contract or obligation and the payment of money of or by any such persons or companies, and generally to give guarantees and indemnities.
- 3.17 To invest and deal with the moneys of the Federation not immediately required upon such securities and in such manner as may from time to time be determined by the Federation.
- 3.18 To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- 3.19 To apply for, promote and obtain any order or ordinances of the Hong Kong SAR Government, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of any authority for enabling the Federation to carry any of its objects into effect or for extending any of the powers of the Federation or for effecting any modification of the constitution of the Federation or any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Federation.
- 3.20 To enter into any arrangement or contracts with any governments or authorities, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Federation or any of them and to obtain from any such government or authority, person or company any rights, privileges, charters, contracts, licences or concessions which the Federation may think it desirable to obtain and to carry out exercise and comply therewith.
- 3.21 To subscribe for, take, or otherwise acquire, and hold shares, stocks, debentures, or other securities of any other company having objects altogether or in part similar to those of the Federation, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Federation.
- 3.22 To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Federation.
- 3.23 To become a member of any partnership or a part to any lawful agreement for sharing profits or to any union of interest, agreement for reciprocal concessions, joint venture, or co-operation or mutual trade agreement with any institution having objects substantially similar to those of the Federation, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Federation.
- 3.24 To act as trustee for the Members of the Federation and such as trustee to receive and hold money and other property in trust for them.
- 3.25 To pay out of the funds of the Federation all expenses which the Federation may lawfully pay with respect to the formation and registration of the Federation.
- 3.26 To pay for any rights of property acquired by the Federation and to remunerate any person or company.
- 3.27 To sell, lease, mortgage or otherwise dispose of the property or assets of the Federation or any part thereof for such consideration as the Federation may think fit, and in particular for shares, stocks, debentures of any other company whether or not having objects altogether or in part similar to those of the Federation.
- 3.28 To open and operate banking account or accounts with any bank or banks for the purposes of the Federation for such purposes, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- 3.29 To do all or any of the above things, and as principals, agent, trustees or otherwise, and by or through trustee, agents or otherwise and either alone or in conjunction with other or others.

- 3.30 To organise activities and to participate in other activities which may seem to the Federation capable of being conveniently carried on in connection with any of the above specified objects or calculated directly or indirectly to enhance the respect of the Federation.
- 3.31 To promote, further and protect the mutual interest of the Members and do all such things as are or may be incidental or conducive to the attainment of the above objects or any of them.
- 3.32 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently carried on and done in connection therewith.

Provided always that:

- (A) the Federation shall not support with its funds, or impose on, or procure to be observed by its Members or others, any regulation or restriction which, if an object of the Federation, would make it a trade union;
- (B) PolyU shall have no responsibility whatsoever for the acts of the Federation and the Federation is not and shall not at any time claim or purport to be connected with or represent PolyU in any way, nor shall the Federation invoke the name of PolyU (otherwise than having the word 'The Hong Kong Polytechnic University' form part of the full name of the Federation) in any way in carrying out its objects or any of them.
4. The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Federation. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Federation, or to any Member of the Federation, in return for any service actually rendered to the Federation or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the prime rate established by the Hong Kong Association of Banks on money lent or reasonable and proper rent for premises demised or let by any Member of the Federation; so that no member of the Board of Directors or management or governing body of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation paid by fees, and that no remuneration or other benefit on money or money's worth shall be given by the Federation to any member of such Board of Directors or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Federation such prohibition shall extend to any private company of which a member of the Board of Directors may be a member unless full disclosure is made to the Board of Directors and its unanimous approval is obtained.
5. The liability of the Members is limited.
6. Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while it is a Member, or within one year after it ceased to be a Member, for payment of debts and liabilities of the Federation contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such as may be required not exceeding ten dollars (HK\$10.00).
7. If upon the winding up or dissolution of the Federation 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 Federation; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Federation at or before the time of dissolution and in default thereof by a Judge of the Court of Final Appeal of the Hong Kong SAR having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

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

*Names, Addresses and Descriptions of Subscribers*

For and on behalf of  
Accountancy Graduates Association of  
Hong Kong Polytechnic Limited

(sd.) Mr. Lau Ho Man (President)  
Accountancy Graduates Association  
Of Hong Kong Polytechnic Limited  
Room M1354A, Department of Accountancy,  
Hong Kong Polytechnic,  
Hung Hom,  
Hong Kong  
Corporation

For and on behalf of  
The Textiles & Clothing Alumni Association,  
Hong Kong Polytechnic

(sd.) Mr. How Yan Lai (Vice Chairman)  
The Textiles & Clothing Alumni Association,  
Hong Kong Polytechnic,  
Institute of Textiles & Clothing,  
Hong Kong Polytechnic,  
Hung Hom,  
Kowloon  
Registered Society

Dated the 14<sup>th</sup> day of September, 1994  
WITNESS to the above signatures :

(Sd.) Ms. Man Lai Fan  
1204 Wan King House  
Tin Wan Court, Chuk Yuen  
Kowloon  
Secretary

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(CHAPTER 32)

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
THE FEDERATION OF HONG KONG POLYTECHNIC UNIVERSITY  
ALUMNI ASSOCIATIONS LIMITED

(香港理工大學校友會聯會有限公司)

*Membership*

1. The founding members of the Federation shall consist of following Alumni Associations:
  - (a) Hong Kong Polytechnic Alumni Association Limited
  - (b) Accountancy Graduates Association of Hong Kong Polytechnic Limited
  - (c) The Hong Kong Association of Building Technology & Management
  - (d) Hong Kong Polytechnic Electrical & Electronic Engineering Alumni Association
  - (e) The Hong Kong Polytechnic Management Graduates Association
  - (f) Hong Kong Polytechnic Mathematics, Statistics and Computing Alumni Association
  - (g) Insurance Graduates' Club
  - (h) The Textiles & Clothing Alumni Association, Hong Kong Polytechnic
  - (i) Hong Kong Polytechnic Building Association
  - (j) Alumni Association of Building Services Engineering of Hong Kong Polytechnic
  - (k) Alumni Association of Electronics Engineering
  - (l) Hong Kong Polytechnic Master of Business Administration Alumni Association
  - (m) Hong Kong Polytechnic Hotel & Tourism Alumni Association
  - (n) Industrial Centre Safety Course Alumni Association of Hong Kong Polytechnic.
2. The Federation may, as resolved at its Board of Directors Meeting, accept other Alumni Associations which satisfy both of the following criteria, to join the Federation:
  - (a) The establishment of such Alumni Association was formally endorsed by PolyU and such Alumni Association has been officially authorized by PolyU to use its title in the name of the association; and
  - (b) Not less than 90% of the members of such Alumni Association are graduates of PolyU holding awards granted by PolyU at all times.

No individual member will be allowed to join the Federation.
3. For the purpose of registration the number of Members of the Federation is unlimited.

*Rights/Privileges of Members*

4. Every Member of the Federation shall enjoy equal rights in all respects.

*Obligations of Members*

5. Members shall comply with the rules of the Federation, support and promote activities organised by the Federation.

### *Patrons*

6. The Board of Directors shall have power to invite any person of a high repute to be a patron for any term as resolved at a Board of Directors Meeting of the Federation. The patrons of the Federation may provide advice to the Federation from time to time as requested by the Board of Directors. The Patrons of the Federation do not have the rights of Members of the Federation.

### *Honorary Advisors*

7. The Board of Directors may invite any person who has contributed to the development of the Federation to be a honorary advisor of the Federation for any term as resolved at a Board of Directors Meeting of the Federation. The honorary advisors of the Federation may provide advice to the Federation from time to time as requested by the Board of Directors. The honorary advisors of the Federation do not have the rights of Members of the Federation.

### *Withdrawal of Members*

8. Any Member desiring to withdraw its membership of the Federation shall formally notify the Board of Directors in writing, together with a copy of the resolution of such Member resolving the same. Such Member shall cease to be a Member and its name shall be removed from the register of members on the date specified in such resolution, or if no such date is specified, the date on which the notice of withdrawal is received by the office of the Federation.

### *Suspension & Resumption of Membership*

9. The Federation shall, if so resolved at an extraordinary general meeting by three quarters of its Members or their proxy present, have power to suspend (for such period as it thinks fit) any Member who, in its opinion, has been guilty of any act or conduct detrimental to the best interests of the Federation or its Members or has failed to comply with the requirements stated in Article 2(b) and Section 4 of the By-laws. The resolution of the extraordinary general meeting shall specify the period of suspension of the membership of the Member concerned and the conditions upon which its membership can be resumed. Representatives duly appointed by the Member concerned will be given the opportunity to make a representation at the extraordinary general meeting concerned. The decision of the extraordinary general meeting in such regard shall be final.
10. For any Member whose membership has been suspended, it may submit an application in writing to the Board of Directors for resumption of its membership. The Federation may, as resolved at its Board of Directors Meeting, approve the application for resumption of membership made by any Member whose membership has been suspended, provided that the Member concerned has fulfilled the conditions as laid down in the relevant extraordinary general meeting resolution. The decision of the Board of Directors in such regard shall be final.
11. For any Member whose membership has been suspended for over two calendar years and whose membership has not been resumed for failing to fulfill the conditions as stipulated in the relevant extraordinary general meeting resolution), its membership shall be automatically terminated and its name shall be removed from the register of members with immediate effect.

### *The Board of Directors*

12. The Board of Directors shall be the legislative, executive and supervisory body of the Federation. If not contrary to or inconsistent with the provisions of these Articles of Association, the Board of Directors shall have the authority to do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Federation.
13. The Board of Directors shall comprise not more than 20 Directors who shall be elected to the Board of Directors according to Articles 16 to 25 of these Articles of Association. The Directors of the Federation must be alumni of PolyU.

14. The Directors shall elect among themselves five Directors to hold the following positions:
- (a) the President;
  - (b) the First Vice-President;
  - (c) the Second Vice-President;
  - (d) the Honorary Secretary; and
  - (e) the Honorary Treasurer (collectively, the "Officers").

The terms of appointment of the Officers shall commence from the date the Officers are elected in the relevant Board of Directors Meeting until the conclusion of the second subsequent annual general meeting in which new Directors are elected. The Directors shall not be eligible to stand for re-election for the same post after two consecutive terms of appointment.

15. If the President's appointment is terminated or left vacant for whatever reasons, the First Vice-President shall automatically assume the vacated position of the President for the balance of the term of that President.

If the First Vice-President's appointment is terminated or left vacant for whatever reasons, or if he has assumed the position of the President, the Second Vice-President shall then automatically assume the vacated position of the First Vice-President for the balance of the term of that First Vice-President.

If the appointments of the Second Vice-President, the Honorary Secretary or the Honorary Treasurer are terminated or left vacant for whatever reasons, such vacant positions shall be filled up by other Directors by way of election for the balance of the respective term pursuant to the provisions in these Articles of Association.

For any Director whose appointment as an Officer is terminated for whatever reasons, he may remain as a member of the Board of Directors until the expiry of his term of appointment as a Director.

#### *Election of Directors*

16. The Directors shall be elected by the Members at the 2003 annual general meeting and at every alternate annual general meeting thereafter.
17. At the 2003 annual general meeting and at every alternate annual general meeting thereafter, all members of the Board of Directors shall retire from office. A retiring Director shall be eligible for re-election.
18. The election of Directors shall be conducted by means of secret ballots.
19. Each Member is entitled to nominate not more than two candidates to the Board of Directors, and they shall be specified as First Candidate ("First Candidate") and Second Candidate ("Second Candidate") by that Member.
20. All Members are requested to provide the personal details of the respective candidates on a standard form provided by the office of the Federation. The completed forms shall be circulated to all Members, who are entitled to vote at the annual general meeting before the election.
21. Two scrutineers shall be appointed by the Directors to monitor and scrutinize the election process of new Directors. The scrutineers shall be the President or Deputy President of PolyU, the Federation's Auditors or any other person as the Board of Directors thinks fit.
22. In the election, the First Candidates nominated by all Members shall form the "First Candidates Pool" and the Second Candidates shall form the "Second Candidates Pool". Each Member shall first vote for up to 20 of the candidates in the First Candidates Pool. Up to the top 20 candidates with the highest number of votes will be elected as Directors. If there are vacancies in the Board, a second round of election shall be held immediately to fill up such vacancies. If



all Directors are elected in the election of the First Candidates, it is not necessary for the second round of election to be held.

23. During the second round of election, which shall also be held at the same annual general meeting, the Members shall elect the remaining Directors from the Second Candidates Pool. The Second Candidates with the highest number of votes shall be elected as Directors until all vacancies are filled.
24. If the number of candidates with equal votes exceed the number of vacancies in either election, a separate voting for the candidates with equality votes shall be held. The candidates with the highest number of votes shall be elected as Directors. If there are still vacancies due to an equality of votes, these vacancies shall be selected by lot of such candidates with equal votes.
25. All candidates must be members of the executive committee or committee or any such management or governing body of the Member by which they are nominated at the time when they are nominated, and shall remain the same until the time of the election. Once a candidate is elected as a Director, his term of appointment as a Director will not be affected if he subsequently ceases to be a member of the executive committee or committee or any such management or governing body of the respective Alumni Association, or the membership of the respective Alumni Association has been subsequently suspended.

#### *Election of Officers and termination of their appointments*

26. Within 30 days from the annual general meeting in which the directors are elected, the Board of Directors shall hold the first Board of Directors Meeting for the election of Officers. Before the President is elected, the Directors shall elect among themselves a person to chair that Board Meeting until the close of the meeting.
27. The Director who nominates another Director as Officer must first obtain the consent of such Director for such a nomination. Any Director who is being nominated as an Officer is not required to be present at the relevant Board of Directors Meeting when such an election shall be conducted. Only the attending Directors are entitled to vote during the election at that Board of Directors Meeting.
28. Nomination for any Officer shall be proposed by one Director and seconded by another Director who shall both be required to attend the relevant Board of Directors Meeting when such an election shall be conducted.
29. Each Director shall be entitled to nominate and second another Director's nomination in favour of a maximum of one Director for each Officer position.
30. The election of the Officers shall be conducted by means of secret ballots.
31. In case of an equality of votes in the election of Officers, separate voting shall be held for the candidates with equal votes. If the election result cannot be determined after two rounds of separate voting, the Officers shall be selected by lot of such candidates with equal votes.
32. The Board of Directors shall, if so resolved by three-quarters of the Directors in writing, have the power to terminate the appointment of the Officers. The appointment of the Officer so terminated shall then be filled up according to these Articles of Association.

#### *Duties of the Officers*

33. The President shall represent the Federation and guide the affairs of the Federation in accordance with the Articles of Association.
34. The First Vice-President and the Second Vice-President shall assist the President in the performance of his duties (prescribed in Article 33).

35. (a) It shall be the duty of the Honorary Secretary under the direction of the Board of Directors to conduct the ordinary business of the Federation in accordance with the Articles of Association.
- (b) The Honorary Secretary shall be required to keep an accurate record of the proceedings of the Federation and the Board of Directors.
- (c) The Honorary Secretary shall keep the register of members of the Federation.
- (d) The Honorary Secretary shall conduct the correspondence of the Federation.
- (e) The Honorary Secretary shall give notices of all meetings of the Federation to the Board of Directors or Members.
36. The Honorary Treasurer shall direct the collection of subscriptions (if applicable), the payment of expense and the preparation of income and expenditure accounts and the balance sheet and present all these accounts of the Federation to the Board of Directors for inspection and approval at the Board of Directors Meeting.

#### *Removal, Disqualification and Resignation of Directors*

37. If the Board of Directors intends to remove a Director, it shall call for an extraordinary general meeting according to the provisions of these Articles of Association. The Federation shall, if so resolved at the extraordinary general meeting concerned by three-quarters of the Members or the proxy present, have the power to remove any Director who, in its opinion, is guilty of any act or conduct detrimental to the best interests of the Federation or its Members. The Director concerned shall be given the opportunity to make a representation at the said extraordinary general meeting. The decision of the extraordinary general meeting shall be final.

A Director shall be automatically disqualified as a Director if:

- (a) he is found to have committed a criminal offence; or
- (b) he has become insane or bankrupt; or
- (c) the Member from which he was nominated ceases to be a Member; or
- (d) he ceases to be a member of the Member from which he was nominated during his term of appointment; or
- (e) he becomes prohibited by law or a court order from being a Director.

If any Director intends to resign during his term of appointment, he shall give a 30 days' written notice to the Board of Directors, but the Board of Directors shall have the discretion to accept a shorter notice of resignation.

The Board of Directors shall have the full power at any time, and from time to time, to appoint any member of a Member, to replace that Director, or to fill up the casual vacancy in whatever way as the Board of Directors may think appropriate, provided that each Alumni Association shall not have more than two representatives to sit on the Board of Directors at any time. Any Directors so co-opted or appointed shall hold office until the subsequent annual general meeting, or if the Members so resolve in the subsequent annual general meeting, until the second subsequent annual general meeting.

#### *General Meetings*

38. The Federation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Federation and that of the next. The annual general meeting shall be held at such time and place as the Board of Directors shall appoint.
39. The business of the annual general meeting of each year shall include:
- (a) adoption of the minutes of the previous meeting.
- (b) report of the President for the year.
- (c) report of the Honorary Secretary for the year.
- (d) presentation of the audited accounts for the year by the Honorary Treasurer.

- (e) election of Directors or confirmation of the appointment of any Directors who were appointed to fill up casual vacancies, if applicable.
  - (f) appointment of Auditors.
40. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by section 113 of the Ordinance. If at anytime there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Directors or any 2 Members of the Federation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors. The business of any extraordinary general meeting shall be strictly confined to those matters set out in the notice of the meeting.

The following issues require Member's approval in an extraordinary general meeting:

- (a) Any matters which may significantly affect the rights and obligations of all the Members;
- (b) The Federation's annual budget and yearly plan;
- (c) Any matters which may affect the long-term strategy or direction of the Federation; and
- (d) Any changes to the Federation's Memorandum and Articles.

#### *Notice of General Meetings*

41. (a) Notice in writing of a General Meeting shall be given to all Members not less than 21 days before the meeting is due to take place and such notice shall include:
- (i) the agenda for the meeting;
  - (ii) the place, date and time of the meeting;
  - (iii) full details of any special resolutions; and
  - (iv) any information which the Members may find useful for the effective proceeding of the meeting.
- (b) The non-receipt of such notice by any Member or the accidental omission to give notice to any Member shall not invalidate the proceedings of any General Meeting.

#### *Quorum of General Meetings*

42. 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, either (i) one-third of the total Members, or (ii) ten Members who are present, whichever is the smaller number, shall be a quorum.

#### *Proceedings at General Meetings*

43. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present at the meeting, it shall stand adjourned to a day within one month at such time and place as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
44. The President shall preside as the chairman at every General Meeting. But if the President is not present within fifteen minutes after the time appointed for the holding of the same, the First Vice-President shall be the chairman of that General Meeting. If the First Vice-President is not willing to act as the chairman or is not present within 15 minutes after the time appointed for holding the meeting, and Second Vice-President shall be the chairman of that General Meeting. If the Second Vice-President is not willing to act as the chairman or is not present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose among themselves a chairman who shall preside over that General Meeting.

45. At any General Meeting, unless otherwise stated in the notice or required by law, 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, and shall be passed if supported by a simple majority of votes.
46. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.
47. Each Member of the Federation shall have only one vote in each voting.

*Board of Directors Meetings*

48. Board of Directors Meetings shall be held not less than four times in each calendar year.

*Notice of Board of Directors Meetings*

49. (a) Notice in writing of a Board of Directors Meeting shall be given to all Directors not less than 7 calendar days before the day the meeting is due to take place.
- (b) The non-receipt of such notice by any Director shall not invalidate the proceedings of any Board of Directors Meeting.
- (c) All Members other than the Members whose representatives are elected to the Board of Directors are entitled to appoint one representative to attend and speak at the Board of Directors Meetings but shall not have the right to vote at the Board of Directors Meetings.

*Quorum of Board of Directors Meetings*

50. No business shall be transacted at any such Board of Directors Meeting unless a quorum of the Board 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, half of the number of the Directors shall be a quorum.

*Proceedings at Board of Directors Meetings*

51. If within half an hour from the time appointed for the holding of a Board of Directors Meeting a quorum is not present at the meeting, it shall stand adjourned to another date as determined by the President within one month at the same time and place or at such place as the President may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Directors present shall be a quorum.
52. The President shall preside as the chairman at every Board of Directors Meeting. But if the President is not present within fifteen minutes after the time appointed for the holding of the same, the First Vice-President shall be the chairman of that Board of Directors Meeting. If the First Vice-President is not willing to act as the chairman or is not present within 15 minutes after the time appointed for holding the meeting, the Second Vice-President shall be the chairman of the meeting. If the Second Vice-President is not willing to act as the chairman or is not present within 15 minutes after the time appointed for holding the meeting, the Directors present shall choose among themselves a chairman who shall preside over that meeting.
53. At any Board of Directors Meeting, unless otherwise stated in the notice or required by law, a resolution put to the vote of the meeting shall be passed if supported by a simple majority of votes. Each Director of the Federation shall have only one vote in each voting.
54. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

55. A resolution in writing, signed by three quarters of the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

#### *Accounts*

56. The Board of Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure take place and the assets and liabilities of the Federation.
57. The books of account shall be kept at the registered office of the Federation or at such other place or places as the Board of Directors thinks fit and shall always be open to the inspection of the auditors of the Federation and the Directors.
58. The Honorary Treasurer shall lay before the Members at the annual general meeting in each calendar year:
- (a) an income and expenditure account giving a true and fair view of the income and expenditure of the Federation for the period of the preceding financial year; and
  - (b) a balance sheet giving a true and fair view of the state of financial affairs of the Federation as at the end of the preceding financial year; and
  - (c) a report with respect to the Federation's financial affairs.
59. The annual accounts of the Federation presented by the Honorary Treasurer at the annual general meeting of each calendar year shall be audited by auditors of the Federation appointed for the purpose at the preceding annual general meeting, and their report shall accompany the accounts.
60. The financial year of the Federation shall run from 1<sup>st</sup> July in one year to 30<sup>th</sup> June in the following year.
61. All moneys of the Federation shall be deposited to the account of the Federation to be opened at a bank approved by the Board of Directors and all payments that are certified as correct by the Board of Directors shall be made therefrom by cheque on such bank account signed by any two of the President, two Vice-Presidents, Honorary Secretary and Honorary Treasurer.

#### *Audit*

62. (a) The auditors of the Federation shall be appointed at the annual general meeting of each year and shall retire at the annual general meeting of the following year but shall be eligible for re-appointment.
- (b) All Directors shall not be eligible for appointment as Auditors.
63. The auditors of the Federation shall have the right of access at all times to the books of account and all relevant documents of the Federation and shall be entitled to require from the Board of Directors such information and explanations as may be necessary for the performance of their duties as auditors.
64. The auditors of the Federation shall make a report at the annual general meeting to state whether in their opinion the annual accounts have been properly prepared and whether they give a true and fair view of the state of the Federation's financial affairs as at the end of its financial year and of the income and expenditure for the financial year.

### *Notices*

65. A notice to be given may be served personally to authorised representatives of Members or Directors as the case may be, or by despatch through electronic means or by post in a prepaid letter addressed to the persons concerned at their addresses as entered in the Register or at their last known addresses.
66. A notice served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the normal manner.

### *Seal*

67. The Board of Directors may from time to time make rules as to the custody and use of the Seal. Until other rules are made by the Board of Directors, the Seal shall be kept at the registered office or at such other place as the Board of Directors shall from time to time determine, and all documents requiring the Seal to be affixed thereto shall be signed by the President and the Honorary Secretary or such other Directors as the Board of Directors may from time to time appoint for that purpose.

### *Indemnity*

68. Every Director, agent, secretary and other officer, and the auditors, for the time being, of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by him in relation to the Federation in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under 358 of the Ordinance in which relief is granted to him by the court.

### *By-Laws*

69. The Board of Directors may from time to time prescribe By-Laws for the regulation of conduct of Members and Directors of the Federation and for the purpose of carrying into effect the provisions of the Memorandum and Articles of Association.
70. The By-Laws to be prescribed by the Board of Directors and any amendment thereto shall be passed by a three-quarters majority of Directors present at the Board of Directors meeting considering the same.

[Proposed Resolution to amend existing By-Laws]

FEDERATION OF HONG KONG POLYTECHNIC UNIVERSITY ALUMNI  
ASSOCIATIONS LIMITED  
(the “Federation”)

Written Resolution of the Board of Directors of the Federation pursuant to  
Article 55 of the Federation’s Articles of Association

**Amendment of By-Laws**

RESOLVED THAT (by a three-quarters majority) the following By-Laws be adopted to replace the existing By-Laws pursuant to Article 69 of the articles of association of the Federation:-

“By-Laws

1. Subcommittees

The Board may resolve to form sub-committees to carry out the various objects of the Federation:

- (a) The membership of each sub-committee, subject to Clause (b) below, shall be as follows –
- (i) One Director who shall act as the convenor of the sub-committee;
  - (ii) Other Directors as appointed by the Board of Directors;
  - (iii) Other alumni nominated by the convenor to join the sub-committee subject to the consent of such alumni being obtained

provided that no Member shall have more than one member in each sub-committee except with the prior approval of the Board of Directors, and each sub-committee shall comprise at least 3 members including the convenor of that sub-committee.

- (b) The appointment of the members of each sub-committee shall be formally approved by the Board of Directors or such other person(s) as may be authorised by the Board.
- (c) Except where authority has been delegated by the Board of Directors, activities and actions suggested by the sub-committees shall be executed only upon endorsement by the Board of Directors.
- (d) The term of appointment of each sub-committee member shall commence from the date at which the sub-committee member is being appointed at the relevant Board of Directors’ Meeting and he/she will retire from such appointment at the Annual General Meeting at which the existing Board of Directors of the Federation shall retire. Such members shall be eligible for re-appointment to the same sub-committee or appointment to another sub-committee.
- (e) A sub-committee shall, where possible, meet or otherwise discuss matters for which it is formed via internet, facsimile or telephone.
- (f) The convenor, or such other person nominated by the convenor, of each sub-committee shall present a report on the work done and actions proposed at each Board of Directors Meeting.

2. Representatives from PolyU
  - (a) Representative(s) from the Alumni Affairs & Development Office, or such other office or unit responsible for alumni affairs, of PolyU shall be invited to attend and speak at all Board of Directors Meetings, general meetings and sub-committees meetings of the Federation.
  
3. Budget of the Federation
  - (a) The preparation of the Federation budget shall be the responsibility of the Honorary Treasurer.
  - (b) Each sub-committee shall provide a budget for the activities planned for the relevant year to the Honorary Treasurer by the end of May of each year to facilitate the preparation of the Federation budget.
  - (c) The Federation budget, with all necessary justifications and supporting documents, shall be approved by the Board of Directors.
  
4. Obligations of Members
  - (a) Each Member shall provide the office of the Federation with the following documents for record purpose:
    - (i) A photocopy of the Certificate of Society Registration (for those Members registered under the Societies Ordinance) or Certificate of Incorporation (for those Members registered under the Companies Ordinance);
    - (ii) A copy of the Constitutions or Memorandum & Articles of Association and any subsequent amendments thereof; and
    - (iii) A list of the executive committee members or officers or directors, including their contact details, and any subsequent amendments thereof.
  - (b) Each Member shall provide the office of the Federation with the following documents within 30 days following each Annual General Meeting:
    - (i) A list of current executive committee members or officers or directors, including their contact details and their terms of office; and
    - (ii) The date of the last annual general meeting, if any; and
    - (iii) The number of full members, in particular the number of graduates of PolyU, in the association.
  
5. Federation's Representative to the PolyU Council
  - (a) The President of the Federation shall be appointed as the Federation's representative to the PolyU Council (the "Federation's Representative"). If the President refuses to accept the appointment for whatever reasons, the First Vice-President shall be appointed as the Federation's Representative. If the First Vice-President refuses to accept the appointment for whatever reasons, the Second Vice-President shall be appointed as the Federation's Representative. If the Second Vice-President refuses to accept the appointment for whatever reasons, the Federation's Representative shall be elected by the Board of Directors for the time being who must be a Director of the Federation. Any person who is appointed to be the Federation's



Representative shall act as such until the earlier of the end of term of the Federation's Representative as decided by the PolyU Council or the cessation of his appointment as the President, the First Vice-President, the Second Vice-President or a Director of the Federation (as the case may be).

- (b) In the case where the Federation's Representative cannot complete the term of his appointment to the PolyU Council for whatever reasons, the Federation shall, as resolved at its Board of Directors Meetings, appoint a representative in the manner set out in Clause 5(a) to succeed him for the unexpired term of his appointment, provided that prior consent from the PolyU Council is formally received.
- (c) As the Federation's Representative to the PolyU Council, the Director shall act in the interest of the Federation at all times and shall report to the Board of Directors in person or in writing at each Board of Directors Meeting."

Dated : **5 December 2011**