

THE COMPANIES ORDINANCE

Company limited by guarantee, and not having a share capital

Memorandum

and

Articles of Association
(including all amendments adopted up to and on 23 July 2020)
of

**THE GERMAN SWISS INTERNATIONAL SCHOOL
ASSOCIATION LIMITED**

Incorporated the 3rd day of November, 2004

Vincent T. K. Cheung, Yap & Co.
Solicitors and Notaries
Hong Kong



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**COMPANIES ORDINANCE
(CHAPTER 32)**

香港法例第32章
公司條例

**CERTIFICATE OF INCORPORATION
公司註冊證書**

I hereby certify that
本人謹此證明

**THE GERMAN SWISS INTERNATIONAL SCHOOL
ASSOCIATION LIMITED**

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊
and that this company is limited.
成為有限公司。

Issued by the undersigned on 3 November 2004.
本證書於二〇〇四年十一月三日簽發。

(Sd.) MISS R. CHEUNG

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

香港公司註冊處處長
(公司註冊主任 張潔心 代行)

THE COMPANIES ORDINANCE

Company limited by guarantee, and not having a share capital

Memorandum of Association

OF

**THE GERMAN SWISS INTERNATIONAL SCHOOL
ASSOCIATION LIMITED**

1. The name of the company is "THE GERMAN SWISS INTERNATIONAL SCHOOL ASSOCIATION LIMITED" (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: -
 - 3.1 To take over all the undertaking, assets, liabilities and obligations of the unincorporated German Swiss International School Association Hong Kong.
 - 3.2 To manage and maintain on a non-profit-making basis The German Swiss International School (the "School") or to establish, manage and maintain such other school(s) for general education which, whilst offering the same instruction as comparable schools in Hong Kong, shall foster the study of the German language as well as the acquaintance with European culture, in particular that of Germany, Switzerland and Austria. In the German Stream of the School, the curricula shall meet the requirements of the respective authorities of the Federal Republic of Germany. In the International Stream of the School, the curricula shall be substantially based on the British system.
 - 3.3 Subject as provided in this clause, to achieve additional aims in the field of general education laid down in the School Regulations of the School or such other school(s) from time to time.
 - 3.4 To carry on the School or such other non-profit-making school(s) from time to time for boys and girls in Hong Kong and the doing of all such other things as are incidental or conducive to the attainment thereof.

- 3.5 Subject to the provisions of section 17 of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, to own by lease or otherwise, acquire, build, knock-down, develop, turn to account, hire, occupy, equip and operate any land buildings, schools, classrooms, games fields, camping sites, offices, concert halls, theatres, exhibition rooms, galleries, and any other land building, premises or tenements of any kind in Hong Kong or elsewhere useful or convenient as places of direct or indirect education as the same may be deemed by the Association useful or likely to advance or benefit either directly or indirectly the interest of the Association or otherwise to further the objects of the Association in every way.
- 3.6 To purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of furniture, utensils and other things required or which may be conveniently used in connection with the Association.
- 3.7 To hire and employ all classes of persons considered necessary for the purposes of the Association and to pay to them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.
- 3.8 To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Association, or its employees; to give pensions, gratuities, or charitable aid to any person who may have serviced the Association or to the wife/husband, widow/widower, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association. Provided that no part of the funds of the Association shall be paid to any institution which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under and pursuant to Clause 6. hereof.
- 3.9 To invest and deal with the monies of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- 3.10 To borrow or raise money in such manner as the Association shall think fit and by the issue of debentures, bonds, mortgages, pledges or other obligations or securities, perpetual or otherwise whether charged or not upon all or any of the Association's properties (both present and future).
- 3.11 To establish and maintain schools/libraries and collections of things and also reading and writing rooms and to furnish the same with books, reviews, magazines, newspapers, tape recordings both video and audio, films, paintings, sculptures and other like things and to provide print and publish material which may be thought desirable for the promotion of the objects or interests of the Association and its members.

- 3.12 To seek from and make representations to the Government for the tenure or lease of any land, property or building for the use of the Association towards the promotion of its objects and to enter into any arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Association's objects or to any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.13 To co-operate with or assist any societies, bodies, associations or clubs in any way which the Association shall think proper and to enter into or adopt any agreement or arrangement with such societies, bodies, associations or clubs.
- 3.14 To set aside or provide for a benevolent fund and to grant pensions, annuities, compensations or other awards or benefits in money or otherwise to its employees or to other persons requiring assistance who may in the opinion of the Association be deserving of having such assistance rendered.
- 3.15 To refrain from political activities and from having any association with any political body or party in Hong Kong or elsewhere.
- 3.16 To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- 4. The liability of the members is limited.
- 5. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within 1 year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.
- 6. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as are herein specified 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 its members provided nevertheless that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or any member thereof, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding two percent above the prime rate or best lending rate per annum as may from time to time be quoted by The Hongkong and Shanghai Banking Corporation Limited per annum on money lent to the Association by a member nor payment of reasonable

and proper rent for premises demised or let by a member to the Association, but so that no members of the board of directors or any voting members of the sub-committee of the Association shall be appointed to any salaried office of the Association and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the board of directors or any voting members of such sub-committee of the Association except as 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 Association provided that the aforesaid provision shall not apply to any payment to a company of which any member of the board of directors or any voting members of the sub-committee of the Association may be a member if such member shall not hold more than one hundredth part of the capital of such company and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

7. If upon the winding up or dissolution of the Association 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, 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 amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 6. hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Association and matters in respect of which such receipts and expenditure take place and of the property and other assets and liabilities of the Association which accounts, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly authorised Auditor or Auditors.
9. Save and except the powers of the Association conferred by these memorandum and articles of association (as the same may from time to time be amended, varied or modified), the powers contained in the Seventh Schedule to the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, are hereby expressly excluded and shall not apply to the Association.

We/I, the following person(s) whose name(s), address(es) and description(s) is/are hereto subscribed, is/are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Name(s), Address(es) and Description(s) of Subscriber(s)

(Sd.) MR. ULRICH M.A. BUCHHOLTZ
MR. ULRICH M. A. BUCHHOLTZ,
House A, Ocean View Lodge,
28 Hang Hau Wing Lung Road, Clear Water Bay,
New Territories, Hong Kong,
Group Chairman.

Dated the 13th day of October, 2004 .

WITNESS to the above signature(s),

(SD.) MS. STEPHANIE TANKINK
MS. STEPHANIE TANKINK,
Parkview, Apartment 1283, Tower 15,
88 Tai Tam Reservoir Road, Hong Kong,
Executive Assistant to Group Chairman

THE COMPANIES ORDINANCE

Company limited by guarantee, and not having a share capital

Articles of Association

OF

**THE GERMAN SWISS INTERNATIONAL SCHOOL
ASSOCIATION LIMITED**

Interpretation

1. In these Articles:-

"Annual General Meeting" means the yearly General Meeting including the first General Meeting.

"Articles" means these articles of association of the Association.

"Association" means the above-named company.

"Board" means the board of Directors responsible for the management of the Association for the time being and from time to time.

"Chairman" means the chairman of the Board for the time being and from time to time.

"Director(s)" means the director(s) of the Association for the time being and from time to time.

"Permanent Secretary for Education and Manpower" means the Permanent Secretary for Education and Manpower of the Education and Manpower Bureau of Hong Kong for the time being and from time to time, or the highest supervisory authority in educational and school matters in Hong Kong from time to time.

"Education Ordinance" means the Education Ordinance, Chapter 279 of the Laws of Hong Kong, or the education law applicable to Hong Kong which regulates the

educational work for schools and its supervision by the local authorities from time to time.

"Extraordinary General Meeting" means a General Meeting other than the Annual General Meeting.

"First Deputy Chairman" and "Second Deputy Chairman" mean the first deputy chairman and the second deputy chairman respectively of the Board for the time being and from time to time.

"Foundation" means The German Swiss International School Foundation Limited.

"General Meeting" means a general meeting of the Members and, as the context may require, includes an Annual General Meeting or an Extraordinary General Meeting.

"Headmaster" means the headmaster of the School for the time being and from time to time.

"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China.

"in writing" means written, or produced by any method of depicting words in legible form including photocopies, printing, facsimile or computerized electronic mail or other visual representation.

"Management Committee" means a committee consisting of five Directors, which shall form and act as the management committee of the School as defined and described in the Education Ordinance, for the time being and from time to time.

"Manager(s)" means such Director(s) as may be elected by the Board to hold such position(s) for the time being and from time to time, and who shall have applied to, and shall have been approved by, the Permanent Secretary for Education and Manpower for registration as manager(s) of the School under the provisions of the Education Ordinance.

"Member(s)" means the member(s) (including honorary member(s)) of the Association for the time being and from time to time.

"Memorandum" means the memorandum of association of the Association.

"month" means a calendar month.

"Ordinance" means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

"Registered Office" means the registered office of the Association for the time being and from time to time.

"Seal" means the common seal of the Association.

"School" means The German Swiss International School.

"Secretary" means any person appointed by the Board to perform the duties of the secretary of the Association for the time being and from time to time.

"Supervisor" means a Director as may be elected by the Management Committee to hold such position for the time being and from time to time, and who shall have applied to, and shall have been approved by, the Permanent Secretary for Education and Manpower as supervisor of the School under the provisions of the Education Ordinance.

"Treasurer" means such person as may be elected by the Board to hold such position for the time being and from time to time.

Words importing the masculine gender only shall include the feminine gender and neuter gender. Words importing the singular number only shall include the plural number and vice versa.

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

Members

2. The maximum number of Members with which the Association proposes to be registered is 1000, but the Directors may from time to time register an increase of Members.
3. Subject always to Article 5, the subscribers to the Memorandum and such other persons as the Directors shall admit to membership, shall be the Members.
4. Subject always to Article 5, any person who undertakes in writing to pay the membership fee as may from time to time be decided upon by the Board may apply to the Board to become a Member. Applications will be considered by the Board during its regular meetings and, if appropriate, shall be approved by the Board which retains the right to refuse any application with no obligation to give its reasons for any such refusal.
5. Membership shall be open to all natural persons over the age of 21 years, but not (i) firms or corporations (ii) the Headmaster or (iii) any teachers or employees of the School.
6. Persons who have rendered particularly distinguished services to the School may be elected honorary Members by a General Meeting on nomination in writing by the Board.

7. An honorary Member shall not be required to pay any membership fee but shall be entitled to enjoy all of the privileges of a Member as set out in these Articles, and may be entitled to such other privileges as the Board may from time to time decide.
8. Subject always to Article 64, the Board may by a majority vote terminate the membership of any Member whose conduct is considered damaging to the reputation or interests of the Association. The Member in question must be notified of such a decision in writing. An appeal may be made to a General Meeting convened for this purpose, whose decision in the matter shall be final and binding on the Member in question.
9. A Member may give notice of his intention to withdraw his membership of the Association by giving notice in writing to the Secretary. Upon receipt of such notice, the Board may accept the withdrawal of his membership with effect on a day to be determined by the Board. On the date on which the Board's acceptance of such withdrawal shall take effect as aforesaid, his membership shall be terminated.
10. If any Member fails to pay the membership fee on or before the end of the financial year, that person shall forthwith cease to be a Member. The Association shall not be under any duty or obligation to give or send reminders to Members in respect of the payment of the membership fee.
11. Membership ceases on death or through withdrawal or by termination in accordance with these Articles.
12. Any person who shall for any cause cease to be a Member 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.
13. Only Members shall be entitled to all privileges of membership subject to Articles 45 and 47.2.
14. Members must communicate any change of address to the Association without delay.

General Meetings

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

16. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
17. The financial year of the Association shall be (as determined from time to time by the Board and unless otherwise so determined) from 1st August of each year until 31st July of the following year save that the first financial year of the Association shall be from the date of the Association's incorporation until 31st July next following the aforesaid date of incorporation.
18. The Directors may, whenever they think 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.

Notice of General Meetings

19. An Annual General Meeting and a General Meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a General Meeting other than an Annual General Meeting or a General Meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the General Meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association. For the avoidance of doubt, the German Consulate General of Hong Kong is entitled to receive such notices from the Association.

Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- 19.1 in the case of a General Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - 19.2 in the case of any other General Meeting, by a majority in number of the Members having a right to attend and vote at such General Meeting, being a majority together representing not less than 95 per cent of the total voting rights of all Members entitled to attend and vote at that General Meeting.
20. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

Proceedings at General Meetings

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of those matters set out in Article 32.
22. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the General Meeting proceeds to business and continues to be present until the conclusion of the General Meeting; a quorum shall consist of not less than 20 Members.
23. If, within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, provided that it takes place within 14 days of the original General Meeting; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the adjourned General Meeting, the Members present shall be a quorum.
24. The Chairman, if any, shall preside as chairman at every General Meeting or if there is no such Chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the General Meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the General Meeting, then the First Deputy Chairman or, failing which, the Second Deputy Chairman, shall be chairman of the General Meeting.
25. If at any meeting the Chairman, the First Deputy Chairman and the Second Deputy Chairman shall not be present within 15 minutes after the time appointed for holding the General Meeting, or if they shall have previously notified the Association of their intention of not being present, one of the Directors shall preside, or if no Director be present and willing to take the chair, the Members present who are entitled to vote at the General Meeting shall elect by voting one of their number to preside.
26. The chairman of a General Meeting may, with the consent of such General Meeting at which a quorum is present (and shall if so directed by such General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
27. When a General Meeting is adjourned for 10 days or more, 7 days' notice of the adjourned General Meeting shall be given. 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 General Meeting.

28. At any General Meeting a resolution put to the vote of the General 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:-

- 28.1 by the chairman of the General Meeting; or
- 28.2 by at least 2 Members present in person or by proxy as provided in these Articles; or
- 28.3 by any Member or Members present in person or by proxy as provided in these Articles and representing not less than 10% of the total voting rights of all the Members having the right to vote at the General Meeting.

Unless a poll be so demanded a declaration by the chairman of the General Meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

29. Except as provided in Article 31, if a poll is duly demanded it shall be taken in such manner as the chairman of the General Meeting directs, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
31. A poll demanded on the election of the chairman of the General Meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the General Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
32. The purpose of the Annual General Meeting shall be among other things:-
- 32.1 to consider and pass the minutes of previous General Meeting(s);
 - 32.2 to receive and consider the Chairman's report on the activities of the Board, including, in particular, those of the Management Committee;
 - 32.3 to receive and consider the Headmaster's report;
 - 32.4 to receive and approve the Treasurer's report;

- 32.5 to receive the auditor's report;
 - 32.6 to vote on the Board's proposed budget for the forthcoming financial year;
 - 32.7 to vote on the acquisition or sale of property;
 - 32.8 to vote on proposals contained in the notice convening the Annual General Meeting;
 - 32.9 to elect Directors in the place of those retiring, as per Article 59; and
 - 32.10 to appoint an auditor and to fix the remuneration of such auditor.
33. Every General Meetings shall be conducted in English. The minutes of every General Meeting shall be recorded in writing and shall be signed by the chairman of the relevant General Meeting and the Secretary. Copies of the minutes of the General Meeting shall be sent to the German Consulate General of Hong Kong. The minutes shall be presented for approval at the next Annual General Meeting.

Votes of Members

- 34. On a show of hands, every Member who is present in person or by proxy shall have 1 vote.
- 35. Except as provided in these Articles (including, without limitation, Articles 36, 93 and 94), resolutions at the General Meeting shall be passed by a simple majority vote of Members present. In the case of equality of votes the chairman of the General Meeting shall have a second or casting vote.
- 36. Any resolution the effect of which would be to change the character or structure of the School may only be passed by a majority of 75% of those Members present.
- 37. No Member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Association in his capacity as Member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
- 38. On a poll, votes may be given either personally or by proxy as provided in these Articles.
- 39. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a Member.

40. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office or at such other place within Hong Kong as is specified for that purpose in the notice convening the General Meeting, not less than 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument 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.
41. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit,
- "The German Swiss International School Association Limited ("Association").
I _____, being a member of the above named Association, hereby appoint my husband/ wife, _____, as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of _____ 20[____], and at any adjournment thereof.
Signed this _____ day of _____ 20[____]."
42. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit,
- "The German Swiss International School Association Limited ("Association").
I _____, being a member of the above named Association, hereby appoint my husband/ wife, _____, as my proxy to vote for me on my behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the _____ day of _____ 20[____], and at any adjournment thereof.
Signed this _____ day of _____ 20[____].
This form is to be used *in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he/ she thinks fit.
*Strike out whichever is not desired."
43. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the Registered Office before the commencement of the General Meeting or adjourned General Meeting at which the proxy is used.

Directors

- 45. The Board shall consist of not less than 9 and not more than 15 Members. Subject as provided in the preceding sentence of this Article, the number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the Memorandum or a majority of them.
- 46. A Director may not receive any salary from the Association but he may be indemnified out of the funds of the Association in respect of travelling and other expenditure properly incurred in and about the affairs of the Association.

Election of Directors

- 47. The following shall be the procedure for the election of Directors other than the first Directors:-
 - 47.1 Nominations from Members must be proposed and seconded by Members in writing and submitted in writing to the Board 7 days prior to the Annual General Meeting. Nominations received after that date can only be considered with the consent of the Board. Nominations must be countersigned by the nominee indicating his or her willingness to stand for election.
 - 47.2 Any Member is eligible for election. Members with any commercial interest in the School and Members who are chairperson(s) or deputy chairperson(s) of *Klassenpflegschaften* shall not be eligible for election to the Board. For the avoidance of doubt, teachers and employees of the School shall not be eligible for election to the Board and shall not have any voting rights in the Board meetings.
- 48. Every Member present at any Annual General Meeting shall be entitled to vote for as many candidates as there are vacancies to be filled and no more. Candidates up to the number of vacancies of Directors who shall receive most votes shall be declared elected, and in the case of 2 or more candidates receiving an equal number of votes, the chairman of the General Meeting shall have a second or casting vote in respect of each vacancy.

Borrowing Powers

- 49. The Directors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

Powers and Duties of Directors

50. The management of the affairs, administration and business of the Association shall be vested in the Board. Without limiting the generality of the foregoing, the business of the Association shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Association, and 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 the provisions of the Ordinance or these Articles, the Memorandum and to such regulations, being not inconsistent with the aforesaid 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 Directors which would have been valid if that regulation had not been made.
51. Without limiting the generality of Article 50, the Board is responsible for safeguarding the interests of the School.
52. The duties of the Board shall include the following: -
- 52.1 to discuss and prepare the proposed budget for the ensuing financial year;
 - 52.2 to supervise expenditure and to arrange for the provision of the necessary funds for the running of the School;
 - 52.3 to act for and on the behalf of the Association at all times, to represent the Association in any kind of legal proceedings, to purchase, sell and administer movable assets, and to assign its powers completely or partially to third persons where it deems fit;
 - 52.4 to elect the Management Committee and to specify which Directors (who shall be members of the Management Committee) shall apply to the Permanent Secretary for Education and Manpower for registration as Managers in accordance with the provisions of the Education Ordinance, and to establish any sub-committee and to supervise the work of all sub-committees;
 - 52.5 to determine the character, structure and curricula of the School, to set up the school regulations and to approve the School rules and other internal rules as proposed by the Headmaster;
 - 52.6 to employ and dismiss the Headmaster, teachers and employees of the School and to lay down the respective service instructions;
 - 52.7 to fix the School fees and determine the basis for making reduction in certain cases;

- 52.8 to consider applications for membership of the Association and to decide on the termination of the membership of Members;
 - 52.9 to lay down the basic policy rules for the admission of students to the School;
 - 52.10 to procure the Management Committee to nominate five Directors to serve as directors on the board of directors of the Foundation in accordance with articles 12(b) and 13 of the Foundation's articles of association;
 - 52.11 to call any General Meetings of the Association and to lay down the agenda; and
 - 52.12 to approve the threat of expulsion and the expulsion of pupils as decided on by the general teaching staff meeting of the School.
53. Any subsidy or support in whatever form received from the Government of the Federal Republic of Germany and the Government of Switzerland for the use of the School can only be used with the approval of the respective German or Swiss Consulate General.
54. Except as in accordance with the guidelines approved by the Board, no document shall be legally binding upon the Association unless it is signed by 2 Directors.
55. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
56. Subject always to Article 54, all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
57. The Board shall record and cause proper minutes of the Board to be made in books provided for the purpose:-
- 57.1 of all the appointments of chairmen and vice-chairmen of sub-committees made by the Board;

- 57.2 of the names of the Directors present at each meeting of the Board and names of the members of any sub-committee present at each meeting of such sub-committee; and
- 57.3 of all the resolutions and proceedings at all meetings of the Association and of the Board and of any sub-committees.

Disqualification of Directors

58. The office of Director shall be vacated if the Director:-

- 58.1 holds any other office of profit under the Association; or
- 58.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 58.3 becomes prohibited from being a Director by reason of any disqualification order made under Part IVA of the Ordinance; or
- 58.4 becomes of unsound mind; or
- 58.5 resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
- 58.6 shall for more than 6 months have been absent without permission of the Directors from meetings of the Board held during that period; or
- 58.7 is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business or affairs) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance; or
- 58.8 is or becomes, or his spouse is or becomes, a member of the teaching staff and/or employee of the School and/or has, or his spouse has, any commercial interest in the School which has not been disclosed to and approved by the Board ; or
- 58.9 ceases to be a Member.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

Rotation of Directors

59. Subject as hereinafter provided, the term of office of the Directors shall be 2 years. At the first Annual General Meeting all the Directors shall retire from office, and

at the Annual General Meeting in every subsequent year, one half of the Directors, for the time being, or, if their number is not 2 or a multiple of 2, then the number nearest one half, shall retire from office, but all such retiring Directors shall be eligible for re-election. In the absence of agreement those Directors who shall first retire shall be decided by ballot.

60. If a Director shall resign or die prior to the expiration of his term of office, the Board may nominate another Member to fill the vacancy; the term of office of the Director so nominated shall terminate at the next Annual General Meeting unless his election is confirmed by the Annual General Meeting in which event the term of office of the Director so nominated shall terminate at the same date as the term of office of the Director he has replaced would have terminated.

Proceedings of Directors

61. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. All meetings of the Board shall be convened and presided over by the Chairman, or, in his absence, by the First Deputy Chairman or, failing him, by the Second Deputy Chairman. At the request of two or more Directors, or the German Consulate General of Hong Kong, or the Headmaster, a meeting of the Board must be convened within 7 days. A Board meeting shall be called by at least 7 days' notice in writing. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall be given to such persons as are, under these Articles, entitled to receive such notices from the Association. For the avoidance of doubt, the German Consulate General of Hong Kong shall be entitled to receive such notices from the Association. It shall not be necessary to give notice of a meeting of directors to any Director for the time being absent from Hong Kong.
62. If at any meeting the Chairman or, failing him, the First Deputy Chairman or, failing him, the Second Deputy Chairman, are not present within 5 minutes after the time appointed for holding the same, the Directors present may choose one of them to be chairman of the meeting.
63. [Void and unenforceable]
64. No business shall be transacted at any meeting of the Board unless a quorum of Directors is present at the time when the meeting proceeds to business; at least one half of the Directors for the time being shall constitute a quorum. All resolutions submitted to the Board shall be passed if they receive a single majority vote of the Directors present. In the event of equality of votes the chairman of the meeting of the Board shall have a second or casting vote.
65. All meetings of the Board may be attended by the heads of the German and Swiss Consulates General of Hong Kong or by their nominated representatives. The Headmaster shall attend the meetings of the Board but shall not take part in discussions which concern him in his capacity as Headmaster. For the avoidance of doubt, the heads of the German and Swiss Consulates General of Hong Kong

or their nominated representatives and the Headmaster shall have no voting rights in the Board in any event. All other rights and duties of the Headmaster, in particular his participation in decisions of the Board concerning personnel matters of the School, are determined in his employment contract and service instructions, in the school rules and regulations and the Rules for Teaching Staff Meetings of the School.

66. The Board may request such persons as may be able to contribute to the welfare of the School to attend any Board meeting but such persons shall not be entitled to vote at any Board meetings in any event.
67. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting, but for no other purpose.
68. The Board shall elect from its members the Chairman, the First Deputy Chairman, the Second Deputy Chairman and the Treasurer, and should it deem necessary, the Deputy Treasurer.
69. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, power and discretion by or under the regulations of the Association for the time being vested in the Board generally.
70. Any acts done by any meeting of the Board or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a Director.
71. The Board may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing signed by a majority of the Directors for 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.

Secretary

72. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
73. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

Management Committee

74. The Management Committee shall consist of 5 Directors, among them the Chairman, the First Deputy Chairman, the Second Deputy Chairman and the Treasurer. The Management Committee shall nominate five Directors to serve as directors on the board of directors of the Foundation in accordance with articles 12(b) and 13 of the Foundation's articles of association.
75. The Board shall specify those Directors (who are members of the Management Committee) who shall apply to the Permanent Secretary for Education and Manpower for registration as Managers under the provisions of the Education Ordinance and those Directors who have been so specified shall accordingly apply to the Permanent Secretary for Education and Manpower for approval as Managers and for registration as Managers of the School in accordance with the provisions of the Education Ordinance.
76. The term of office of the members of the Management Committee shall coincide with their term of office as Directors. Each Manager registered under the provisions of the Education Ordinance shall on conclusion of his term of office as member of the Management Committee forthwith tender his resignation in writing to the Permanent Secretary for Education and Manpower as Manager under the provisions of the Education Ordinance.
77. The Management Committee shall recommend to the Permanent Secretary for Education and Manpower the Chairman of the Board (or the First Deputy Chairman or, failing him, the Second Deputy Chairman) as Supervisor to liaise with local authorities; but he may only act in accordance with the wishes of a majority of the members of the Management Committee.
78. The Board may remove or dismiss a member of the Management Committee from his office and any member of the Management Committee so removed or dismissed shall forthwith tender his resignation in writing to the Permanent Secretary for Education and Manpower as Manager under the provisions of the Education Ordinance.
79. The Management Committee shall carry out the duties assigned to it by law, and in particular by the Education Ordinance and its subsidiary legislation.
80. The Management Committee shall at all times be subject to supervision and instruction by the Board.
81. Any meetings held by the Management Committee shall be attended by the Headmaster.

Sub-Committees

82. The Board may establish such sub-committees as it shall from time to time deem necessary.
83. The chairman or vice-chairman of each sub-committee must be a Director and shall be appointed by the Board.
84. Members of sub-committees shall be appointed by the chairman of each sub-committee as he shall deem necessary.
85. The chairman of any sub-committees may invite any persons as may be able to contribute to the duties assigned to it to attend any meeting but such persons shall not be entitled to vote at any sub-committee meetings in any event.
86. The Headmaster, the Secretary and all teachers, employees of the School and all persons with any commercial interest in the School cannot be appointed as voting members in any sub-committee.
87. The terms of office of any chairmen and vice-chairmen of the sub-committees appointed by the Board shall be 1 year and shall terminate after the next Annual General Meeting unless the new Board confirms their re-appointment.
88. The terms of office of any voting and non-voting members of the sub-committees appointed by the chairman of a sub-committee shall be 1 year and shall terminate after the next Annual General Meeting unless the new or re-appointed chairman of the sub-committee confirms their re-appointment.
89. The chairman of any sub-committee may remove or dismiss any voting and non-voting member of his sub-committee at any time.
90. The chairman or vice-chairman of a sub-committee shall regularly inform the Board of its activities. The resolutions of a sub-committee shall be subject to the approval of the Board.
91. There shall be no limit upon the number of sub-committees that may be established.
92. The Board may disband any sub-committee at any time.

Amendments to the Articles

93. Subject to the provisions of the Ordinance, these Articles may only be amended by a resolution passed by a majority of 75% of those Members who are entitled to vote and do vote in person or by proxy as provided in these Articles at the General Meeting.

94. Any proposed amendment of these Articles must first be presented to the foreign office of the Federal Republic of Germany for prior approval.

The Seal

95. The Board may from time to time make regulations as to the custody and use of the Seal. Until other regulations are made by the Board the Seal shall be kept at the Registered Office or at such other place as the Board shall from time to time determine, and all documents requiring the Seal to be affixed thereto shall be signed by two Directors and counter-signed by the Secretary or some other person appointed by the Board for the purpose.

Accounts

96. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.
97. The books of account shall be kept at the Registered Office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Board thinks fit, and shall always be open to inspection of the Directors.
98. The Board shall from time to time determine at what time 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 not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by law or by the Memorandum and Articles or authorised by the Board or by the Association in General Meeting.
99. The Board shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
100. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with copy of the auditor's report shall not less than 7 days before the date of the General Meeting be sent to all persons entitled to receive notice of General Meeting of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

Audit

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

Notices

102. A notice may be served by the Association upon any Member either personally or by sending it through the post addressed to such Member at his registered address appearing in the register of members of the Association.
103. Any Member described in the register of members of the Association by an address not within Hong Kong who shall from time to time give the Association an address within Hong Kong at which notices may be served on him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Ordinance, only those Members who are described in the register of members of the Association by an address within Hong Kong shall be entitled to receive notices from the Association.
104. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
105. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Indemnity

106. Every Director, officer or other servant for the time being of the Association shall be indemnified out of the funds of the Association against all liability incurred by him as such Director, officer or servant in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under section 358 of the Ordinance in which relief is granted to him by the court.

Name(s), Address(es) and Description(s) of Subscriber(s)

(Sd.) MR. ULRICH M. A. BUCHHOLTZ
MR. ULRICH M. A. BUCHHOLTZ,
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28 Hang Hau Wing Lung Road, Clear Water Bay,
New Territories, Hong Kong,
Group Chairman.

Dated the 13th day of October, 2004.

WITNESS to the above signature(s),

(Sd.) MS. STEPHANIE TANKINK
MS. STEPHANIE TANKINK,
Parkview, Apartment 1283, Tower 15,
88 Tai Tam Reservoir Road, Hong Kong,
Executive Assistant to Group Chairman