

THE COMPANIES ORDINANCE (CHAPTER 622)

COMPANY LIMITED BY GUARANTEE

Articles of Association

of

**THE GERMAN SWISS INTERNATIONAL SCHOOL
FOUNDATION LIMITED**

Incorporated the 27th day of June, 1972.

(Including Special Resolutions passed on 3 December 2020 and amendments up to 6 August 2021
and became effective on 25 August 2021)



I certify that this is the document marked
"A" referred to in the Special Resolutions
of the Foundation.

Name: Jonathan Mathew Shun Wah
Position: 1st Deputy Chair (Director)
Date: August 17th, 2021

THE COMPANIES ORDINANCE
(CHAPTER 622)

SPECIAL RESOLUTIONS

OF

THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED
(the "Foundation")

PASSED ON 3 DECEMBER 2020

I, the undersigned, certify that at an annual general meeting of the Foundation duly convened and held, the following resolutions were duly passed on the above-mentioned date as special resolutions:

ADOPTION OF NEW ARTICLES OF ASSOCIATION


Special Resolution 7

"That the draft amended and restated Articles of Association named "DRAFT OF RE-PRINT OF Articles of Association of THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED", and marked with "A" for identification purposes, a copy of which is accessible via this link <https://bit.ly/fndn-articles> ("Proposed Amended Articles"), be approved and adopted as the Articles of Association of the Foundation in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Foundation (the "Existing Articles")."

Special Resolution 8

"That any one director or the company secretary of the Foundation be approved and authorised to attend to the following, for and on behalf of the Foundation:

- a) agree to make all such further amendments to the Proposed Amended Articles as approved under Special Resolution 7 ("Approved Articles") as requested or required in writing by the Registrar of Companies, the Inland Revenue Department of Hong Kong or the Education Bureau in Hong Kong (each being a "Hong Kong Government Authority"), AND
- b) adopt the form of Approved Articles with revisions made thereto as required by any Hong Kong Government Authority, if any, with effect upon registration of the same with the Hong Kong Companies Registry, AND
- c) deal with any other administrative and related matters arising from the amendment of the Existing Articles hereto."


Name: Jonathan Mathew SHUN WAH
Position: Director



THE COMPANIES ORDINANCE

Company Limited by Guarantee

ARTICLES OF ASSOCIATION OF

**THE GERMAN SWISS INTERNATIONAL SCHOOL
FOUNDATION LIMITED**

PART A

1. The name of the Company (hereinafter called "the Foundation") is "THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED".
2. The registered office of the Foundation will be situated in Hong Kong.
3. The objects for which the Foundation is established are:-
 - (a) To carry on a school for boys and girls in Hong Kong and the doing of all such other things as are incidental or conducive to the attainment thereof.
 - (b) Subject to the provisions of Section 115(2)(b) of the Companies Ordinance (Cap. 622 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 Foundation useful or likely to advance or benefit either directly or indirectly the interest of the Foundation or otherwise to further the objects of the Foundation in every way.
 - (c) 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 are necessarily used in connection with the Foundation.
 - (d) Subject to Article 5 of Part A hereof, to hire and employ all classes of persons considered necessary for the objects of the Foundation and to pay to them in return for services rendered to the Foundation salaries, wages, gratuities and pensions.
 - (e) To support and subscribe to any charitable or body and any institution, society or club which are for the objects of the Foundation, or its employees; to give pensions, gratuities, or charitable aid to any person who have provided services to the Foundation; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Foundation. Provided that no part of the funds of the Foundation 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 Foundation under or by virtue of Article 4 and Article 9 of Part A.
 - (f) To invest and deal with the monies of the Foundation not immediately required upon

such securities and in a proper and prudent manner as are from time to time determined.

- (g) In furtherance of the objects of the Foundation, to borrow or raise money in such manner as the Foundation 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 Foundation's properties (both present and future).
- (h) 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 is thought necessary for the promotion of the objects or interests of the Foundation provided that such schools, libraries, reading and writing rooms shall prohibit the distribution of their income and property amongst their members to an extent as least as great as is imposed on the Foundation under or by virtue to Article 4 and Article 7 of Part A hereof.
- (i) 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 Foundation 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 are for furthering to the Foundation's objects or to any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Foundation thinks necessary to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) In furtherance of the objects of the Foundation, to co-operate with or assist any societies, bodies, associations or clubs having objects similar to the objects of the Foundation in any way which the Foundation shall think proper and to enter into or adopt any agreement or arrangement with such societies, bodies, associations or clubs.
- (k) Subject to Article 5 of Part A hereof, to set aside or provide for a charitable 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 Committee be deserving of having such assistance rendered for furthering the objects of the Foundation.
- (l) To refrain from political activities and from having any association with any political body or party in Hong Kong or elsewhere.
- (m) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that :-

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Foundation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. (a) The income and property of the Foundation shall be applied solely towards the promotion of the objects of the Foundation as set forth in these Articles of Association.
- (b) Subject to sub-article 4(c) below, none of the income or property of the Foundation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to any member of the Foundation.
- (c) The requirement under sub-article 4(b) above does not prevent the payment by the Foundation:
- i) of reasonable and proper remuneration to a member of the Foundation not being a Director or member of the governing body of the Foundation for any goods or services supplied by him or her to the Foundation;
 - ii) of reimbursement to a member of the Foundation for out-of-pocket expenses properly incurred by him or her for the Foundation;
 - iii) of interest on money lent by a member of the Foundation to the Foundation at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - iv) of rent to a member of the Foundation for premises let by him or her to the Foundation, provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which a proposal or the rent or other terms of the lease are under discussion; and
 - v) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Foundation is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

5. No Directors or members of the governing body of the Foundation shall be appointed to any salaried office of the Foundation and no remuneration or other benefit in money or money's worth shall be given by the Foundation to any Directors or members of the governing body of the Foundation 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 Foundation provided that the aforesaid provision shall not apply to any payment to a Company of which a Director or member of the governing body of the Foundation may be a member if such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.

6. The Liability of the members is limited.

7. Each person who is a member of the Foundation undertakes that if the Foundation is wound up while the person is a member of the Foundation, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not

exceeding \$100 to the Foundation's assets –

- (a) for payment of the Foundation's debts and liabilities contracted before the person ceases to be such a member;
- (b) for the payment of the costs, charges and expenses of winding up the Foundation; and
- (c) for the adjustment, among the contributories, of their rights.

8. If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever ("the net assets"), the net assets shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Foundation 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 Foundation under or by virtue of Article 4 of Part A hereof and this Article, such institution or institutions to be determined by the members of the Foundation before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in this matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Foundation and matters in respect of which such receipts and expenditure take place and of the property and other assets and liabilities of the Foundation 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 Foundation 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 Foundation shall be examined and the correctness of the balance sheet ascertained by one or more properly authorised Auditor or Auditors.

10. No addition, alteration, or amendment shall be made to or in these articles of association of the Association, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing.

PART B

GENERAL

1. In these Articles words shall have the meaning assigned to them in Article 2 of Part B hereof unless otherwise specified or required, by the context.

2.	Words	Meaning
	Extraordinary General Meeting	A General Meeting of the Members of the Foundation other than the Annual General Meeting.
	General Meeting	A General Meeting of the Members of the Foundation.
	In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
	Month	Calendar Month.
	Special Resolution and Extraordinary Resolution	Meanings assigned thereto respectively by section 116 of the Ordinance.
	The Annual General Meeting	The yearly General Meeting of Members of the Foundation and also includes the First General Meeting of the Members.
	The Association	The German Swiss International School Association.
	The Chairman	The Chairman of the Board for the time being.
	The Board	The Board of Directors for the time being for the management of the Foundation.
	The Education Ordinance	The Education Ordinance (Cap.279) of the Laws of Hong Kong.
	The Foundation	The abovenamed Company.
	Hong Kong	The Hong Kong Special Administrative Region of the People's Republic of China.
	The Members	The Members of the Foundation as defined by Article 4 of Part B hereof.
	The Ordinance	The Companies Ordinance (Cap.622) of the Laws of Hong Kong including the related subsidiary legislations.

The Registered Office	The Registered Office for the time being of the Foundation.
The Reporting Documents	The reporting documents for a financial year as specified in section 357(2) of the Ordinance.
The Secretary	The Secretary of the Foundation for the time being and the person holding such office shall be deemed to be the “company secretary” of the Foundation for the purpose of the Ordinance.
The Treasurer	The Treasurer of the Foundation for the time being.
These Articles	These Articles of Association.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and neuter gender.

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 Foundation.

3. The maximum number of Members with which the Foundation proposes to be registered is 1,000 but the Board may from time to time register an increase of Members.
4. Members of the Foundation shall be those persons, corporations or firms qualified under Article 6 of Part B of these Articles.
5. The Foundation is established for the objects expressed in Part A of these Articles of Association.

MEMBERSHIP

6. Membership shall be open to all persons over the age of 21 years and any firms or corporations who shall hold debentures of the Foundation on such terms and conditions as the Board may from time to time decide.

MEMBERS

7. (a) Any Member who has nominated a child of his or its employee to attend the School may not terminate his membership with the Foundation during the course of the child's stay in the School.
- (b) Subject to Article 7(a) of Part B hereof, a Member may give notice of his intention to withdraw his membership with the Foundation 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 Board's acceptance of such withdrawal, his membership shall be terminated. Notwithstanding the termination of his Membership as aforesaid the Foundation shall have unfettered discretion subject to the terms of the debenture(s) in deciding when it will redeem the debenture(s) being held by such Member on the termination of his membership. If under

the terms of the debenture(s) the Foundation has decided not to repay the moneys at that time, the membership of the outgoing Member shall nevertheless be terminated.

- (c) Notwithstanding the provisions above, the Foundation may at any time issue new debentures subject to such terms and conditions as the Board may deem fit.

8. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Foundation all moneys which at the time of his or its ceasing to be a Member are due from him or it and/or any person nominated by him/it to the Foundation.

9. Only Members shall be entitled to all rights of membership and be qualified to vote or hold office on the Board.

10. Members must communicate any change of address to the Foundation without delay.

MANAGEMENT

11. The Management of the affairs, administration and business of the Foundation shall be vested in the Board who may exercise all such powers and do all such acts and things as the Foundation is by these Articles or otherwise authorised to exercise or do and are not hereby or by the Ordinance required to be exercised or done by the Foundation in General Meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles from time to time made by the Foundation in General Meeting) provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

THE BOARD

12. (a) The Board shall consist of not less than 5 nor more than 15 Directors, save that the Members in Annual Meeting shall have the power by ordinary resolution to increase or reduce the membership of the Board from time to time.

- (b) Five Directors of the Board shall be nominated annually in writing by the Management Committee for the time being of the Association and such Directors so nominated shall, subject to these Articles, hold office until the next Annual General Meeting following their nomination.

- (c) Subject to the provisions as to increase or decrease contained in paragraph (a) of this Article, not more than 10 Members shall be elected Directors by the Members at the Annual General Meetings, and such Directors so elected shall, subject to these Articles, hold office until the end of the day on which the next Annual General Meeting is held or until the conclusion of the next Annual General Meeting following their election, whichever shall be the later.

13. The five Directors to be nominated by The German Swiss International School Association Limited in accordance with Article 12(b) of Part B hereof shall include the holders of the following offices in the Association, viz. Chairman, First Deputy Chairman, Second Deputy Chairman, Chairman of the finance committee and Chairman of the building committee, and such holders shall be automatically appointed to hold the same offices on the Board of the Foundation.

14. Election of Directors by the Members shall be conducted in the following manner:-

Nominations for election shall be proposed and seconded by Members in writing and

countersigned by the candidate indicating his or its willingness to serve on the Board. Such nominations shall be received by the Foundation not less than 7 clear days before the date of the Annual General Meeting. Nominations received after that date can only be considered with the consent of the Board if submitted before the commencement of the Annual General Meeting. Subject to Article 12(c) of Part B hereof, every Member present at such meeting shall be entitled to vote for as many candidates as three are vacancies to be filled and no more. Candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the chairman of the meeting shall have a second or casting vote in respect of each vacancy.

15. Members who are incorporated or unincorporated bodies shall have the right, but without imposing any obligation in this regard, to nominate a representative to stand for election who shall be eligible to represent such member on the Board if such representative be so elected. No Member who is an incorporated or unincorporated body shall be eligible to serve on the Board unless it shall have nominated such representative and the reference to Directors in these Articles shall include such representatives.

16. The Secretary of the Foundation shall be appointed by the Board on such terms as the Board shall deem fit.

17. The Foundation may by special resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Foundation and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Foundation. Provided that if the Director removed was one nominated by the Association, the Management Committee for the time being of the Association shall be entitled to nominate another person to fill up the vacancy, and if the Director removed was an elected Member, the Foundation may by ordinary resolution appoint another person to fill up the vacancy, and such Director so nominated or appointed shall hold office for the same term as the one removed.

PROCEEDINGS OF THE BOARD

18. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Board may be convened on request of the Chairman or by the requisition in writing signed by two Directors stating the objects for which such meetings are to be convened and forwarded to the Secretary.

19. The Chairman or in his absence the First Deputy Chairman or the Second Deputy Chairman respectively shall preside at meetings of the Board.

20. The Quorum necessary for the transaction of the business of the Board shall be a majority of the Directors; and such majority shall include not less than two persons nominated to the Board of Directors by the Association as hereinbefore provided. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. The Headmaster shall attend the meetings of the Board but shall not take part in discussions which concern him in his capacity as Headmaster and shall have no voting rights in the Board in any event.

21. The continuing Directors of the Board may act notwithstanding any vacancy in that body.

22. 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 in Hong Kong which includes not less than 2 persons nominated by the Association shall be as valid and effectual as if it had been passed at a meeting of the Board.

23. A Director shall not receive any salary from the Foundation but he may be indemnified out of the funds of the Foundation in respect of travelling and other expenditure properly incurred in and about the affairs of the Foundation.

24. Except as provided in Article 31 of Part B 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 Foundation for the time being vested in the Board generally.

- (a) The Board may, from time to time, appoint such committees as it considers necessary for securing the efficient discharge of their functions, and may delegate to any committees any of their powers and duties provided that no delegation made hereunder shall preclude the Board from exercising or performing or resuming at any time any of the powers and duties so delegated.
- (b) Any Member may be appointed a member of any such committee notwithstanding that he is not Director provided that at least one member of the committee must be a Director.
- (c) Any committee so appointed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Board.

25. Any acts done by any meeting of the Board or a committee or by any person acting as a Director or a member of committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or member of the committee 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 or a member of the committee.

26. Any vacancy occurring in the Board by reason of death, resignation or other disability may be filled by the Board, but the person so chosen shall be subject to the same conditions as to tenure of office as his predecessor.

27. The Board shall cause proper minutes to be made in books provided for the purpose:-

- (a) Of all the appointments of committees *made* by the Board;
- (b) Of the names of the Directors present at each meeting of the Board and names of the members of any committee thereof present at each meeting of such committee;
- (c) Of all the resolutions and proceedings at all meetings of the Foundation and of the Board and of any committees of the Board.

DISQUALIFICATION OF DIRECTORS

28. The office of a Director (in this respect, where the context requires, the reference to Director here include the corporate or unincorporated Member who has appointed a representative to the Board) shall be vacated if:-

- (a) He becomes bankrupt or in winding-up or makes a composition or scheme of arrangement with his creditors;
- (b) He is found lunatic or becomes of unsound mind;

- (c) He resigns his office by notice in writing to the Foundation in accordance with section 464(5) of the Ordinance;
- (d) He is directly or indirectly interested in a transaction, arrangement or contract or a proposed transaction, arrangement or contract with the Foundation that is significant in relation to the Foundation's operations or affairs and his interest is material, fails to declare the nature and extent of his interest in manner required by sections 536 to 538 of the Ordinance;
- (e) (Obsolete)
- (f) He or his spouse is or becomes a member of the teaching staff and/or employee of the School and/ or he or his spouse has any commercial interest in the School which has not been disclosed to and approved by the Board.

29. The Director must neither vote nor be counted for quorum purposes in respect of the transactions, arrangement or contract or the proposed transaction, arrangement or contract in which he is so interested, and if he does so vote his vote must not be counted.

POWERS OF THE BOARD

30. The business of the Foundation shall be managed by the Board.

31. The Board may make rules for regulating the affairs of the Foundation which shall be binding on all Members, and may subject to sub-paragraph 31(c)(2) below recommend to Members to revoke, alter or replace any such rules from time to time. In particular and without prejudice to the generality of the foregoing, the Board may make such rules in regard to all or any of the following matters:-

- (a) As to the rights (so far as not provided for by these Articles) which shall be accorded to Members and as to the particulars to be supplied by candidates for membership;
- (b) As to the allotment and redemption of debentures granted by the Foundation;
- (c) As to any other matter as to the operation of the Foundation not already provided for by the Articles of Association thereof for the time being in force, provided always:-
 - (1) That no rules shall be inconsistent with. or shall affect or repeal anything contained in the Articles of Association of the Foundation.
 - (2) That any rules may be cancelled modified or amended by Special Resolution of the Members in Extraordinary General Meetings.

DEBENTURES

32. The Foundation shall issue debentures which will be of such number, for such amounts and subject to such terms and conditions as the Board may from time to time decide.

33. In the event that all debentures created at any one time shall have been issued, the Board may keep a register of those who wish to become debenture holders as and when a debenture is available;

MEETINGS

34. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Foundation must, in respect of each financial year of the Foundation, hold a general meeting as its Annual General Meeting in accordance with section 610 of the Ordinance at such time and place as may be prescribed by the Board. The notice calling it shall specify the meeting as the Annual General Meeting of the Foundation.

35. All General Meetings other than annual General Meeting shall be called Extraordinary General Meetings.

36. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. Members may request the directors to call a general meeting in accordance with section 566 of the Ordinance. If the Board is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. If the Board does not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

NOTICE OF GENERAL MEETING

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

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

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

38. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. All business transacted at General Meetings shall be deemed special with the exception of the consideration of the Reporting Documents, the election of Directors and the appointment of and the fixing of remuneration of the auditors at Annual General Meetings.

40. No business shall be transacted at any General Meeting unless a quorum of Members who are entitled to vote thereat is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, and such quorum shall consist of not less than twenty Members of the Foundation.

41. If within half an hour from the time appointed for the meeting a quorum is not present, the

meeting if convened upon request of Members, shall be dissolved, in any other case it shall be adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present who are entitled to vote thereat shall be a quorum.

42. The Chairman of the Board and in his absence the First Deputy Chairman or the Second Deputy Chairman respectively shall preside as chairman at every General Meeting of the Foundation. If at any meeting the Chairman and both the First Deputy Chairman and the Second Deputy Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, or if they shall have previously notified the Foundation 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 shall elect by vote one of their number to preside.

43. The Chairman of a General Meeting may with the consent of such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for ten days or more, at least 7 days' notice of the adjourned 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 meeting.

44. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairman of the meeting; or
- (b) by at least 2 Members present in person or by proxy; or
- (c) by any Member or Members present in person or by proxy and representing at least 5% of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman of the 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 Foundation 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.

Except as provided herein, if a poll is duly demanded, it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of the Chairman of the 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 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.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of a 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.

46. In the event of a poll each Member shall be entitled to one vote for each debenture then held by him provided that in any event no Member shall, notwithstanding the number of debenture then held by him, have more than 10 votes.

47. (a) No Member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Foundation in his capacity as Member and/or the Association, and which have been outstanding for more than 3 months after they fall due for payment, have been paid.
- (b) Vote shall be given personally by a Member or his spouse if the Member is an individual or by a representative duly appointed in writing if the Member is a corporate body.

MANAGEMENT COMMITTEE/ INCORPORATED MANAGEMENT COMMITTEE

48. (a) The Board shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Foundation a management committee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.
- (b) Subject to the provisions of the Education Ordinance, the Board may remove or dismiss a member of a management committee from office. For an incorporated management committee, the vacation of office of managers shall be in accordance with the procedures stipulated in the Education Ordinance. The Supervisor of a school shall, within one month, give notice in writing to the Permanent Secretary for Education if any member ceases to be a manager of the school.
- (c) The Board or the management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the provisions of the Education Ordinance. For an incorporated management committee, a member shall be appointed or elected as appropriate in accordance with the provisions of the Education Ordinance to replace a member who has been removed or dismissed or whose term of office has expired.
- (d) A member of a management committee may be but need not necessarily be a Director. The composition of an incorporated management committee shall comply with the provisions of the Education Ordinance.

49. It shall be the special responsibility of a management committee or an incorporated management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.

ACCOUNTS

50. The Directors must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices. The Directors must keep accounting records (including donation receipts) as required by the Ordinance.

51. The accounting records shall be kept at the Registered Office of the Foundation or, subject to section 374 of the Ordinance, at such other place or places as the Board thinks fit, and shall always be

open to inspection of the Directors.

52. The Board shall from time to time determine at what time and place and under what conditions or regulations the accounting records of the Foundation 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 of the accounting records or document of the Foundation except as conferred by law or by the Articles of Association of the Foundation or authorised by the Board or by the Foundation in General Meeting.

53. The Board shall from time to time in accordance with sections 357(3), 379, 381, 383, 388 to 391, 429, 431, 452(3) and 610 of the Ordinance, cause to be prepared and to be laid before the Foundation in Annual General Meeting the Reporting Documents as required by the Ordinance.

54. A copy of the Reporting Documents which is to be laid before the Foundation in Annual General Meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of General Meeting of the Foundation.

55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Foundation shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

AUDIT

56. Auditors shall be appointed and their duties regulated in accordance with sections 393 to 400, 402(2)(b)(i), 404, 405, 408, 411 to 413, 416(4), 417 to 422, 424, 426 to 428 and 575 of the Ordinance.

THE SEAL

57. The Board may from time to time make regulations as to the custody and use of the Seal of the Foundation. 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 countersigned by the Secretary or some other person appointed by the Board for the purpose.

NOTICES

58. A notice may be served by the Foundation 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.

59. Any Member described in the Register of Members by an address not within Hong Kong who shall from time to time give the Foundation and 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 by an address within Hong Kong shall be entitled to receive notices from the Foundation.

60. 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.

INDEMNITY

61. (a) Only in furtherance of the objects of the Foundation, every Director, officer or other servant of the Foundation shall be indemnified out of the funds of the Foundation against all liability incurred by him as such Director, officer or servant to a person other than the Foundation or an associated company of the Foundation in connection with any negligence, default, breach of duty or breach of trust in relation to the Foundation or associated company (as the case may be).
- (b) Paragraph (a) of this Article only applies if the indemnity does not cover –
- (1) any liability of the Director to pay –
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (2) any liability incurred by the Director –
 - (i) in defending criminal proceedings in which the Director is convicted;
 - (ii) in defending civil proceedings brought by the Foundation, or an associated company of the Foundation, in which judgment is given against the Director;
 - (iii) in defending civil proceedings brought on behalf of the Foundation by a member of the Foundation or of an associated company of the Foundation, in which judgment is given against the Director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Foundation by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the court refuses to grant the Director relief.
- (c) A reference in paragraph (b)(2) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (d) For the purposes of paragraph (c), a conviction, judgment or refusal of relief –
- (1) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (2) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (e) For the purposes of paragraph (d)(2), an appeal is disposed of if –
- (1) it is determined, and the period for bringing any further appeal has ended; or
 - (2) it is abandoned or otherwise ceases to have effect.

WINDING-UP

62. (Obsolete)

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
<p>MR. GUENTHER BUCHHOLTZ, 15 Shouson Hill Road, Hong Kong, Company Director.</p>
<p>MRS. INGRID ELFRIEDE BUCHHOLTZ, 15 Shouson Hill Road, Hong Kong, Housewife.</p>
<p>MR. HANS DIETER ISLER, 42 Chung Hom Kok Road, House H, Hong Kong, Managing Director.</p>
<p>MR. FRANCOIS ERNEST PAUL JEANNERAT, 17 Magazine Gap Road, Hong Kong, Bank Representative.</p>
<p>MR. UWE HANNS PETERSEN, 138 Pokfulam Road, Hong Kong, Company Director.</p>

Names, Addresses and Descriptions of Subscribers
<p>MR. MARIO STUTZ, 16 Guildford Road, The Peak, Hong Kong, Manager.</p> <p>DR. WALTER ALWIN WERNER, 3 Old Peak Road, Hong Kong, Manager.</p> <p>MRS. URSULA BEATRICE MOORE, 49 Stanley Hill Road, Hong Kong, Housewife.</p> <p>MR. OSWALD FRANZ HEINZ FREITAG, A-10 South Bay Villa, Hong Kong, Manager.</p>

Dated the 19th day of June, 1972.
WITNESS to the above signatures:-

(Sd.) B. H. TISDALL
404, Hongkong &
Shanghai Bank
Building,
Hong Kong,
Solicitor.