

THE COMPANIES ORDINANCE (Chapter 32)

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**Company Limited by Guarantee  
and not having a Share Capital**

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**ARTICLES OF ASSOCIATION**

OF

**THE HONG KONG FEDERATION OF PRIVATE EDUCATORS LIMITED**

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**Interpretation**

1. In these Articles :-

“the Federation”	means “The Hong Kong Federation of Private Educators Limited”.
“the Governing Body”	means the Governing Body for the time being of the Federation or the Governors present at a duly convened meeting of Governors at which a quorum is present.
“Governor”	means any person for the time being who is a member of the Governing Body of the Federation.
“Ordinance”	means the Companies Ordinance, Chapter 32.
“seal”	means the common seal of the Federation.
“secretary”	means any person appointed to perform the duties of the secretary of the Federation.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

### **Purpose**

2. The Federation is established for the purpose expressed in the Memorandum of Association.

### **Members**

3.
  - (a) For the purposes of registration, the number of members of the Federation is declared not to exceed one hundred (100), but the Governors may from time to time register an increase of members.
  - (b) The subscribers to the Memorandum of Association and such other persons, corporations or other entities as the Governing Body shall from time to time admit to membership shall be members of the Federation until they cease to be members as hereinafter provided.
  - (c) The Governing Body shall from time to time determine the requirements (if any) for membership of the Federation and for the conditions of cessation of membership thereof and shall determine the entrance fees and subscriptions (if any) payable by the members.
  - (d) A member shall cease to be a member of the Federation if :-
    - (i) he dies;
    - (ii) a receiving order or, in the case of a company, a winding-up order is made against him or he makes any arrangement or composition with creditors generally;
    - (iii) he is found lunatic or becomes of unsound mind;
    - (iv) he resigns by giving notice in writing to the Governing Body; or
    - (v) he is expelled from the Federation pursuant to Article 4 hereof.
4. If the conduct of any member shall be such as, in the opinion of the Governing Body, either renders him unfit to remain a member of the Federation or causes his membership to be undesirable the Governing Body may by a resolution passed at a meeting of the Governing Body specially convened for the purpose at which such member shall have been given a proper opportunity of being heard expel such member from the Federation.

### **General Meetings**

5. The Federation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Federation and that of the next. Provided that so long

as the Federation holds its first annual general meeting within eighteen (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 Governors shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.
7. The Governors may, whenever they think fit, convene an extraordinary general meeting. If at any time there are not within Hong Kong sufficient Governors capable of acting to form a quorum, any two Governors of the Federation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governors.

### **Notice of General Meetings**

8. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting of the Federation other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (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 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 Federation in general meeting, to such persons as are, under these Articles of the Federation, entitled to receive such notices from the Federation :-

Provided that a meeting of the Federation 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 :-

- (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 ninety-five (95) per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

10. 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 the

consideration of the accounts, balance sheets, and the reports of the Governors and auditors, the election of Governors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

11. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, two (2) members present in person shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the 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 Governors 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 shall be a quorum.
13. The chairman of the Governing Body shall preside as chairman at every general meeting of the Federation. If he shall not be present at the meeting or is absent from Hong Kong or has given notice to the Federation of his intention not to attend the meeting, the chairman shall appoint a proxy to attend and vote at the meeting on his behalf.
14. If at any meeting the chairman of the Governing Body is not present within fifteen (15) minutes after the time appointed for holding the meeting or the chairman fails to appoint his proxy pursuant to Article 13, the members present shall choose one of their number to be chairman of the meeting.
15. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. 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; or
  - (b) by at least two (2) members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth 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 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 Federation 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.

17. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

### **Votes of Members**

19. Every member shall have one vote.
20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
21. On a poll votes may be given either personally or by proxy.
22. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Federation.
23. 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 of the Federation or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (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.
24. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

“THE HONG KONG FEDERATION OF PRIVATE EDUCATORS LIMITED

I/We \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Federation, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Federation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ .”

25. 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 HONG KONG FEDERATION OF PRIVATE EDUCATORS LIMITED

I/We \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named Federation, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Federation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ .

This form is to be used \*in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.”

26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
27. 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 Federation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**Corporation acting by Representatives at Meetings**

28. Any corporation which is a member of the Federation may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Federation, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Federation.

## **Governors**

29. The number of Governors shall not be less than two and there shall be no maximum number of Governors. The names of the first Governors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
30. The first and permanent chairman of the Governing Body shall be Mr. Peter John Forsythe.

## **Powers and Duties of Governors**

31. The operation of the Federation shall be managed by the Governors, who may pay all expenses incurred in promoting and registering the Federation, and may exercise all such powers of the Federation as are not, by the Ordinance or by these Articles, required to be exercised by the Federation in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Federation in general meeting; but no regulation made by the Federation in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.
32. The Governing Body may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Governing Body, to be the attorney or attorneys of the Federation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Governing Body under the Articles) or and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Governing Body may think fit, and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretions vested in him.
33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.
34. The Governors shall cause minutes to be made in books provided for the purpose :-
  - (a) of all appointments of officers made by the Governors;
  - (b) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors;
  - (c) of all resolutions and proceedings at all meetings of the Federation, and of the Governors, and of committees of Governors,

and every Governor present at any meeting of Governors or committee of Governors shall sign his name in a book to be kept for that purpose.

### **Disqualification of Governors**

35. The office of Governor shall be vacated if the Governor :-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Federation; or
  - (d) shall for more than six (6) months have been absent without permission of the Governors from meetings of the Governors held during that period; or
  - (e) is directly or indirectly interested in any contract (being a contract of significance in relation to the Federation's activities) with the Federation and, if his interest in the contract is material, fails to declare the nature of his interest.

A Governor 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 Governors**

36. At the first Annual General Meeting of the Federation and at the Annual General Meeting in every subsequent year, all of the Governors for the time being shall retire from office.
37. A retiring Governor shall be eligible for re-election and shall act as a Governor throughout the General Meeting (and at any adjournment thereof or at the taking of any poll arising out of such General Meeting) at which he retires.
38. The Federation at the Annual General Meeting at which any Governor retires in the manner aforesaid may fill up the vacated office of the Governor retiring, and may fill up any other offices which may then be vacant, by electing the necessary number of persons. The Federation may also at any Extraordinary General Meeting by ordinary resolution, on notice duly given, fill up any vacancies in the office of the Governors or appoint additional Governors, provided that the maximum number of Governors fixed as hereinbefore mentioned is not exceeded.
39. If at any General Meeting at which an election of Governors ought to take place, the places of the retiring Governors be not filled up, the retiring Governors shall, if willing, continue in office until the Annual General Meeting in the next year. A retiring Governor shall be deemed to be willing to continue in office unless he gives written notice to the Federation at least forty-eight (48) hours before the Annual General Meeting takes place at which he is due to retire.

40. The Federation may by special resolution remove any Governor before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Federation and such Governor.

#### **Reduction below Minimum Number of Governors**

41. The continuing Governors may act notwithstanding any vacancy in their body, but if and so long as the number of Governors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for meetings of Governors, the continuing Governors may act for the purpose of increasing the number of Governors to the required minimum number, or of summoning a General Meeting, but for no other purpose.

#### **Proceedings of Governors**

42. The Governors may meet together for the despatch of the activities of the Federation, adjourn, and otherwise regulate their meetings, as they think fit. 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. A Governor may, and the secretary on the requisition of a Governor shall, at any time summon a meeting of the Governors. It shall not be necessary to give notice of a meeting of Governors to any Governor for the time being absent from Hong Kong.
43. The quorum necessary for the transaction of the business of the Governors may be fixed by the Governors, and unless so fixed shall be two (2).
44. The Governors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Governors.
45. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
46. All acts done by any meeting of the Governors or of a committee of Governors, or by any person acting as a Governor, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Governor 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 and was qualified to be a Governor.
47. A resolution in writing, signed by all the Governors for the time being entitled to receive notice of a meeting of the Governors, shall be as valid and effectual as if it had been passed at a meeting of the Governors duly convened and held.

#### **Secretary**

48. The secretary shall be appointed by the Governors 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.
49. A provision of these Articles requiring or authorising a thing to be done by or to a Governor and the secretary shall not be satisfied by its being done by or to the same person acting both as Governor and as, or in place of, the secretary.

### **The Seal**

50. The chairman of the Governing Body shall provide for the safe custody of the seal, which shall only be used by the authority of the Governors or of a committee of the Governors authorised by the Governors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Governor and shall be countersigned by the secretary or by a second Governor or by some other person appointed by the Governors for that purpose.

### **Accounts**

51. The Governors shall cause proper books of account to be kept with respect to :-
- (a) all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Federation; and
  - (c) the assets and liabilities of the Federation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Federation's affairs and to explain its transactions.

52. The books of account shall be kept at the registered office of the Federation, or at such other place or places as the Governors think fit, and shall always be open to the inspection of the Governors.
53. The Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of members not being Governors, and no member (not being a Governor) shall have any right of inspecting any account or book or document of the Federation except as conferred by statute or authorised by the Governors or by the Federation in general meeting.
54. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Federation in general meeting, together with a copy of the Governors' report and a copy of the auditors' report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of the Federation:-

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Federation is not aware.

#### **Audit**

55. Auditors shall be appointed and their duties regulated in the manner provided by the Ordinance.

#### **Notices**

56. A notice may be given by the Federation to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Federation for the giving of notice to him. 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 forty-eight (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.
57. Notice of every general meeting shall be given in any manner hereinbefore authorised to :-
- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Federation an address within Hong Kong for the giving of notices to them; and
  - (b) the auditors for the time being of the Federation.

No other person shall be entitled to receive notices of general meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Dated this            day of

Witness to the above signatures:-

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