

THE COMPANIES ORDINANCE (Chapter 32)

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

MEMORANDUM OF ASSOCIATION

OF

THE HONG KONG FEDERATION OF PRIVATE EDUCATORS LIMITED

1. The name of the company is “THE HONG KONG FEDERATION OF PRIVATE EDUCATORS LIMITED” (hereinafter referred to as “the Federation”).
2. The registered office of the Federation will be situated in Hong Kong.
3. The objects for which the Federation is established are :-
 - (a) To promote and upgrade private education and enhance academic and educational studies and other charitable objects.
 - (b) To collect point of views of the private education sector in Hong Kong and overseas, to carry out research into the private education sector and disseminate that information to the public.
 - (c) To liaise with Government authorities, organizations and institutions of learning whether locally or overseas in the strategies, policies, future directions, development and promotion of private education and educational studies.
 - (d) To take necessary steps to publicize the aims, news and activities of the Federation from time to time as determined by the Federation.
 - (e) To advance research and to further private education, learning and the development of knowledge through operation of private schools, giving of lectures, classes, meetings, scholarships, awards, holding of exhibitions and the establishment of institutions of private education, instruction or research.
 - (f) To promote private education, teaching, learning, art, science and research, and to do all acts and things calculated to assist in connection with such promotion.

- (g) To carry out, establish, construct, maintain, manage and superintend or to assist in the carrying out, establishment, construction, maintenance, management or superintendance of private schools so as to advance the objects and interest of the Federation.
- (h) To improve the quality of work of the private education sector in Hong Kong and overseas.
- (i) To grant scholarship, awards and prizes and to contribute to or assist by the provision of grants, loans, donations or otherwise such persons as the Federation shall deem appropriate in pursuit of education or research in Hong Kong or elsewhere.
- (j) To donate and advance monies, subsidize or make provision for the promotion and advancement of private education or the dissemination of knowledge.

In furtherance of the principal objects but not otherwise the Federation shall have power :-

- (1) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of education, whether general, professional, social or technical.
- (2) To provide such facilities for recreation, sport and other activities whatsoever as shall be or calculated to be beneficial to the private education sector or an appreciable body thereof in furtherance of the objects of the Federation as herein provided or for some other charitable purposes.
- (3) To promote and hold, either alone or jointly with any other foundation, club or person, athletic meetings, sports competitions and matches in furtherance of the objects of the Federation as herein provided or for some other charitable purposes.
- (4) To donate money, provide funds, make gifts in kind and promise gifts for furtherance of the objects of the Federation or any of them.
- (5) To employ, remunerate, reward and compensate teachers, managers, officers and other staff upon such terms as the Federation shall deem necessary for furtherance of the objects of the Federation or any of them.
- (6) To purchase, take on lease, exchange, hire or otherwise acquire any real or personal properties and any rights or privileges which the Federation may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Federation.
- (7) To sell, manage, lease, let, mortgage, dispose of or turn to account all or any of the property or assets of the Federation as may be thought expedient with a view to the promotion of the objects of the Federation or any of them.

- (8) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Federation in such manner as it may think fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) of the Federation, or by the creation and issue on such terms as the Federation may think fit of bonds, debentures, debenture stock or other obligations or securities of any description.
- (9) Whenever necessary for the purposes of promoting the objects of the Federation as set forth in this Memorandum of Association, to give credit to or become surety or guarantor for any person or company and to give all descriptions of guarantees and indemnities and either with or without the Federation receiving any consideration or advantage to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking property and assets present and future of the Federation) the performance of all obligations and the payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stock, notes, bonds or other securities of any person or company.
- (10) To invite and receive subscription, donations and other contributions towards the costs and expenses of the Federation and its operations and generally to raise money for the purposes of the Federation.
- (11) To establish or support charitable associations, institutions, clubs, funds and trusts so as to advance the objects and interest of the Federation.
- (12) To print and publish any newspapers, periodicals, books, leaflets as the Federation may think desirable for the promotion of the objects of the Federation or any of them.
- (13) To invest the moneys of the Federation not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, and to hold, sell or otherwise dispose of such investments.
- (14) To insure with any company or person against losses, damages, risks, and liabilities of all kinds which may affect the Federation.
- (15) To establish or promote or concur in establishing or promoting any company or companies which may seem directly calculated to benefit the Federation.
- (16) To amalgamate enter into partnership or union of interest, co-operation, joint venture, reciprocal concession, or otherwise, with any companies, societies, associations or institutions having objects similar to those of the Federation provided that the memorandum and articles of association or other constitutional documents of any such companies, societies, associations or institutions restrict the distribution of its income and property to its members in the same or in substantially the same manner as provided in Clause 4 hereof, or engage in any business or transaction incidental to the attainment of the foregoing objects.

- (17) To undertake and discharge the office and duties of trustee either gratuitously or otherwise with or without undertaking the management and administration of any trust or settlement with may be considered necessary for or incidental to the furtherance of the objects of the Federation or any of them, and to hold property, assets or rights of any kind on trust or otherwise.
- (18) Whenever necessary for the purpose of promoting the objects of the Federation as set forth in this Memorandum of Association, to apply for, purchase or otherwise acquire any brevets d' invention, patents, patent rights, copyrights, trade marks, formulas, licences, concessions, and any intellectual and industrial property, technology, protections and the like, conferring any exclusive or non-exclusive or limited privilege or right to use, or any secret or other information as to any invention, know-how, device, secret system, process, information, discovery or development and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, technology or information so acquired.
- (19) To obtain any ordinance, enactment or order for enabling the Federation to carry any of its objects into effect or for effecting any modification of the Federation's constitution or for any other purposes which may seem expedient.
- (20) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Federation, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Federation may think it desirable to obtain and to carry out, exercise and comply therewith.
- (21) To draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons, and other negotiable instruments and securities.
- (22) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Federation or the dependents or connections of such person, and to grant pensions and allowances, and to make payments towards insurance or for any exhibition, or any public general or useful object in furtherance of the objects of the Federation as herein provided or for some other charitable purpose.
- (23) To adopt such means of making known the services of the Federation as may seem expedient in furthering the objects of the Federation, and in particular by advertising in the press, by circulars, by exhibition of works of art and interest, by publication of books and periodicals, and by granting prizes, awards and donations.
- (24) To procure the Federation to be registered or recognised in any part of the world.

- (25) To pay all expenses preliminary or incidental to the formation, promotion and the conduct of the business of the Federation or any other company having objects of a charitable nature similar to those of the Federation.
- (26) To appoint agents, experts and attorneys to do all or any of the above matters and things on behalf of the Federation or any thing or matter for which the Federation acts as agent or in any other way whatsoever interested or concerned in any part of the world.
- (27) 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 Federation shall take or hold any property which may be subject to any trusts, the Federation will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Federation shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.
4. (a) The income and property of the Federation, however derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association.
- (b) Subject to sub-clauses (d) and (e) below, no portion of the income and property of the Federation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Federation.
- (c) No member of the Governing Body of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (e) below) shall be given by the Federation to any member of the Governing body.
- (d) Nothing herein shall prevent the payment, in good faith, by the Federation of reasonable and proper remuneration to any officer or servant of the Federation, or to any member of the Federation not being a member of the Governing Body of the Federation in return for any services actually rendered to the Federation.
- (e) Nothing herein shall prevent the payment, in good faith, by the Federation :-
- (i) to any member of its Governing Body of out-of-pocket expenses;

- (ii) of interest on money lent by any member of the Federation or of its Governing Body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Federation or of its Governing Body;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Federation or of its Governing Body 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.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Clauses 4(d) and 4(e) above.
5. The liability of the members is limited.
6. Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.00.
7. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Federation and matters in respect of which such receipts and expenditure take place and of the property and other assets and liabilities of the Federation; and 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 Federation 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 Federation shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Director

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Dated this day of

Witness to the above signatures:-

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