

**THE COMPANIES ORDINANCE (CHAPTER 622)**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION  
OF  
FRENCH INTERNATIONAL SCHOOL “VICTOR SEGALEN”  
ASSOCIATION LIMITED**

(Adopted on \_\_\_\_\_)

(Name changed on 3 January 1995)

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**Incorporated the 20th day of November 1979**

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## Articles

### Contents

Article

#### **Preliminary and Interpretation**

1. Preliminary
2. Interpretation

#### **Directors**

##### **Directors' Powers and Responsibilities**

3. Directors' general authority
4. Members' reserve power
5. Directors may delegate
6. Committees and the Bureau
7. Management Committees and Supervisors
8. School Councils

##### **Decision-taking by Directors**

9. Directors to take decision collectively
10. Unanimous / written decisions
11. Calling Directors' meetings
12. Participation in Directors' meetings
13. Quorum for Directors' meetings
14. Meetings if total number of Directors less than quorum
15. Chairman, Vice-Chairman, Secretary and Treasurer
16. Chairperson's casting vote at Directors' meetings
17. Conflicts of interest
18. Supplementary provisions as to conflicts of interest
19. Validity of acts of meeting of Directors
20. Attendance by persons other than a Director
21. Record of decisions to be kept
22. Directors' discretion to make further rules
23. Debentures

##### **Appointment and Retirement of Directors**

24. Number of Directors
25. Appointment and retirement of Directors
26. Election of Members and parents as Directors
27. Composite resolution
28. Termination of Director's appointment
29. Directors' remuneration
30. Directors' expenses

### **Alternate Directors**

- 31. Appointment and removal of Alternates
- 32. Rights and responsibilities of Alternate Directors
- 33. Termination of Alternate directorship

### **Directors' Indemnity and Insurance**

- 34. Indemnity
- 35. Insurance

### **Company Secretary**

- 36. Appointment and removal of company secretary

### **Members**

#### **Becoming and Ceasing to be Member**

- 37. Application for membership
- 38. Termination of membership

#### **Organization of General Meetings**

- 39. General meetings
- 40. Notice of general meetings
- 41. Persons entitled to receive notice of general meetings
- 42. Accidental omission to give notice of general meetings
- 43. Attendance and speaking at general meetings
- 44. Quorum for general meetings
- 45. Chairing general meetings
- 46. Attendance and speaking by non-members
- 47. Adjournment

#### **Voting at General Meetings**

- 48. General rules on voting
- 49. Errors and disputes
- 50. Demanding a poll
- 51. Number of votes a Member has
- 52. Votes of mentally incapacitated Members
- 53. Content of proxy notices
- 54. Execution of appointment of proxy on behalf of Member appointing the proxy
- 55. Delivery of proxy notice and notice revoking appointment of proxy
- 56. Effect of Member's voting in person on proxy's authority
- 57. Effect of proxy votes in case of death, Mental Incapacity, etc. of Member appointing the proxy
- 58. Amendments to proposed resolutions

- 59. Budget
- 60. Accounts

**Miscellaneous Provisions**

**Communications to and by Association**

- 61. Means of communication to be used

**Administrative Arrangements**

- 62. Company seals
- 63. No right to inspect accounts and other records
- 64. Auditor's insurance

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**Company Limited by Guarantee**

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**ARTICLES OF ASSOCIATION**  
**OF**  
**FRENCH INTERNATIONAL SCHOOL**  
**“VICTOR SEGALEN” ASSOCIATION LIMITED**  
**(As adopted on [\*] 2015)**  
**(Name changed on 3 January 1995)**

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**PRELIMINARY AND INTERPRETATION**

**1. Preliminary**

- 1.1 The name of the Company is "French International School “Victor Segalen” Association Limited” (hereinafter referred to as the "**Association**").
- 1.2 The objects for which the Association is established (“**Objects**”) are specifically expressed below:
- (a) For the advancement of education, to establish and maintain a non-profit-making school, French International School “Victor Segalen” or schools (hereinafter called the “**School**”).
  - (b) (i) As regards to the French stream, to provide for the children of the Members (if a natural person), or for those children attending the School and covered by a corporate debenture, a school syllabus corresponding to the syllabus fixed by the French Ministry for National Education, Higher Education and Research, and to give

opportunities to the children in the French stream to acquire a solid foundation in the English language.

- (ii) As regards to the International stream, to provide for the children of the Members (if a natural person), or for those children attending the School and covered by a corporate debenture, the most rigorous primary and secondary educational programme in the English language, the goal of which is academic, individual and collective excellence, and to give opportunities to the children in the International stream to acquire a solid foundation in the French language.
- (c) To manage the financial and business operations of the School, to handle and direct the assets, assume the liabilities and otherwise control the finances of the School on behalf of the Members.
- (d) (i) To serve in an advisory capacity for the educational operations of the School.  
(ii) To manage and perform wholly or partially the educational operations of the School.
- (e) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association 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 Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- 1.3 The Association has power to do any lawful things which are calculated to further its Objects, but not otherwise.
- 1.4 No addition, alteration, or amendment shall be made to or in these Articles, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing.
- 1.5 (a) The income and property of the Association shall be applied solely towards the promotion and attainment of the Objects as set out in these Articles.
- (b) Subject to article 1.5(c) of the Articles, none of the income or property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any Members of the Association.

- (c) The requirement under article 1.5(b) of the Articles does not prevent the payment by the Association:
  - (i) of reasonable and proper remuneration to a Member of the Association for any goods or services supplied by him or her to the Association, not being a Director or member of the governing body of the Association;
  - (ii) of reimbursement to a Member of the Association for out-of-pocket expenses reasonably and properly incurred by him or her for the Association;
  - (iii) of interest on money lent by a Member of the Association to the Association 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 Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member of the Association 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 Association 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.

1.6 The liability of the Members of the Association is limited.

1.7 Every Member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a Member of the Association, or within 1 year afterwards, for the payment of the debts and liabilities of the Association contracted before he or she ceases to be a Member of the Association, 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 shall not exceed HKD100.

1.8 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 net assets**”), the net assets shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, 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 article 1.5 of the Articles and this article 1.8, such institution or institutions to be determined by a resolution of the Members of the Association 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 the 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.

1.9 The Association shall use its best endeavors to ensure that all school(s) managed by itself or under its direct or indirect supervision are operated in all respects to the full satisfaction of the Permanent Secretary for Education and in the best interest of the students, including but not limited to ensuring compliance with the applicable legislation and such other requirements as specified from time to time by the Permanent Secretary for Education.

## **Interpretation**

### **2. Interpretation**

(1) In these Articles-

<b>Alternate Alternate Director Appointer</b>	<b>and</b>	means a person appointed by the French Consul as an alternate under article 31(1) of the Articles;  see article 31(1) of the Articles;
<b>Articles</b>		means the articles of association of the Association;
<b>Associated Company</b>		means  (a) a subsidiary of the Association;  (b) a holding company of the Association; or  (c) a subsidiary of the holding company of the Association;
<b>Association</b>		see article 1.1 of the Articles;
<b>Board</b>		means the board of Directors of the Association;
<b>Bureau</b>		means a specific committee of the Board as described under article 6 of the Articles;
<b>Chairman</b>		means the chairman of the Board;
<b>Director(s)</b>		means the directors from time to time of the Association;
<b>Education Ordinance</b>		means the Education Ordinance (Cap.279) and any amendments thereto or re-enactment thereof for the time being in force;
<b>Executive Director</b>		means the executive director of the School, whose principal role is to be responsible for the effective operation of the School and for the general non-pedagogical administration and affairs of the School;
<b>French Consul</b>		means the person who holds the position of the Consul General

	of France in Hong Kong from time to time;
<b>Headmaster</b>	the headmaster of the School from time to time;
<b>Hong Kong</b>	means Hong Kong Special Administrative Region of the People's Republic of China;
<b>HKD</b>	means Hong Kong dollars, the lawful currency of Hong Kong;
<b>Member(s)</b>	means the member or members of the Association from time to time whether entitled to vote at general meeting or not;
<b>Permanent Secretary of Education</b>	means the Permanent Secretary of Education as defined under the Education Ordinance;
<b>Mental Incapacity</b>	has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);
<b>Mentally Incapacitated Person</b>	means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;
<b>Objects</b>	see article 1.2 of the Articles;
<b>Ordinance</b>	means the Companies Ordinance (Cap. 622) and any amendments thereto or re-enactment thereof for the time being in force and every other ordinance incorporated therewith or substituted therefor and every other ordinance for the time being in force concerning companies and affecting the Association and in the case of any such substitution the reference in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new ordinance or ordinances;
<b>Proxy Notice</b>	see article 53(1) of the Articles;
<b>School</b>	see article 1.2(a) of the Articles;
<b>Secretary</b>	means the secretary of the Board, whose principal role shall be to act as advisor to the Board on the matters concerning the administrative work of the Association;
<b>Treasurer</b>	means the treasurer of the Board, whose principal role shall be to act as advisor to the Board on matters of finance of the Association;
<b>Vice-Chairman</b>	means the vice-chairman of the Board.

- (2) Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Association.
- (3) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or section 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

## **DIRECTORS**

### **Directors' Powers and Responsibilities**

#### **3. Directors' general authority**

- (1) Subject to the Ordinance and these Articles, the operations and affairs of the Association are managed by the Directors, who may exercise all the powers of the Association.
- (2) The Directors may make and amend bye-laws and any rules, for regulating the internal management and affairs of the Association, provided always that no rule shall be inconsistent with, or shall affect or repeal anything contained in the Articles or any regulations from time to time made by the Association in general meetings.
- (3) An alteration of these Articles does not invalidate any prior act of the Directors that would have been valid if the alteration had not been made.
- (4) The powers given by this article are not limited by any other power given to the Directors by these Articles.
- (5) A Directors' meeting at which a quorum is present may exercise all powers exercisable by the Directors.

#### **4. Members' reserve power**

- (1) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the Directors have done before the passing of the resolution.

#### **5. Directors may delegate**

- (1) Subject to these Articles, the Directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles-
  - (a) to any person or committee of the Board;

- (b) by any means (including by power of attorney);
  - (c) to any extent and without territorial limit;
  - (d) in relation to any matter; and
  - (e) on any terms and conditions.
- (2) If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
  - (3) The Directors may–
    - (a) revoke the delegation wholly or in part; or
    - (b) revoke or alter its terms and conditions.

**6. Committees and the Bureau**

- (1) The Board may create committees to which they have delegated any of their powers. The Board may make rules, pursuant to Article 3(2), providing for the conduct of business of the committees to which they have delegated any of their powers. The Board may dissolve any existing, committees from time to time.
- (2) The committees must comply with the relevant rules referred to in Article 6(1).
- (3) The meetings and proceedings of any such committees shall be governed by the provisions contained in these Articles and any rule so made for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under article 6(1).
- (4) The Bureau shall be a specific committee of the Board consisting of at least the Chairman, Vice-Chairman or (if applicable) vice-chairmen of the Bureau, Secretary, Treasurer and the chairmen of all other committees appointed by the Board.

**7. Management Committees and Supervisors**

- (1) The Directors shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Association 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 of Education for registration as managers under the provisions of the Education Ordinance.

- (2) Subject to the provisions of the Education Ordinance, the Directors may remove or dismiss a member of a management committee from office and a member of an incorporated management committee may be removed or dismissed in accordance with the Education Ordinance. Any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended shall forthwith tender his or her resignation in writing to the Permanent Secretary of Education as a registered manager under the Education Ordinance.
- (3) The Directors or the management committee or the incorporated management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee or an incorporated 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 of Education for registration as a manager under the provisions of the Education Ordinance.
- (4) 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.
- (5) 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 of Education.
- (6) The Board shall with the agreement of the majority of the members of the management committee, nominate a member of the management committee to be the supervisor of the School either, for a fixed term or without any limitation as to the period for which he or she is to hold such office, and thereupon, the management committee shall recommend such person to the Permanent Secretary of Education.
- (7) The Board may remove or dismiss a supervisor from office and any supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Board shall tender forthwith his resignation in writing to the Permanent Secretary of Education as an approved supervisor under the Education Ordinance.
- (8) The Board with the agreement of the majority of the members of the management committee shall nominate another supervisor to replace the one who has been removed or dismissed or whose term of office has expired and thereupon the management committee shall recommend such person to the Permanent Secretary of Education for his or her approval in accordance with the Education Ordinance.

## **8. School Councils**

- (1) School councils are created and established to act as advisory bodies to the Board in accordance with the bye-laws of the Association. The terms of reference and appointment of members to such school councils shall be set out in the bye-laws of the Association.

- (2) The school councils provide the Board with advice, consultation and support with respect to educational matters of the School.

### **Decision-taking by Directors**

#### **9. Directors to take decision collectively**

A decision of the Directors may only be taken–

- (a) by a majority of the Directors at a meeting; or
- (b) in accordance with article 10.

#### **10. Unanimous / written decisions**

- (1) A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible Directors is a reference to Directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a Directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at a Directors' meeting.

#### **11. Calling Directors' meetings**

- (1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorizing the company secretary to give such notice.
- (2) Notice of a Directors' meeting must indicate–
  - (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they will be communicating with each other.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.

#### **12. Participation in Directors' meetings**

- (1) Any Director (including an Alternate Director) may, if entitled to participate, participate in a meeting of the Directors by telephone, video conference or other audio or audio visual link or any other form of telecommunication provided all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Ordinance, he or she shall be entitled to vote and be counted in the quorum accordingly.
- (2) If all the Directors participating in a Directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is. The Directors not present at the place where the meeting is deemed to be held shall nevertheless be marked as present for the purposes of any minutes of the meeting.

**13. Quorum for Directors' meetings**

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, and unless otherwise fixed a quorum shall be a majority of the Directors in the Board present or attending the meeting.

**14. Meetings if total number of Directors less than quorum**

If the total number of Directors for the time being is less than the quorum required for Directors' meetings, the Directors must not take any decision other than a decision—

- (a) to appoint further Directors; or
- (b) to call a general meeting so as to enable the Members to appoint further Directors.

**15. Chairman, Vice-Chairman, Secretary and Treasurer**

The Board may from time to time elect or otherwise appoint a Director or Directors to be Chairman, Vice-Chairman, Secretary and/or Treasurer and determine the period for which each of them is to hold office. Unless otherwise determined by the Board, the Chairman shall be fluent in both the French and English languages. The Chairman or, in his absence, the Vice-Chairman shall preside at meetings of the Board, but if no such Chairman or Vice-Chairman be elected or appointed, or if at any meeting the Chairman or Vice-Chairman is not present within 10 minutes after the time appointed for holding such meeting, the Directors present shall choose one of the Directors present to be the chairperson of such meeting.

**16. Chairperson's casting vote at Directors' meetings**

- (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the Directors' meeting has a casting vote.
- (2) Article 16(1) of the Articles does not apply if, in accordance with these Articles, the Chairman or other Director is not to be counted as participating in the

decision-making process for quorum or voting purposes.

**17. Conflicts of interest**

- (1) This article applies if-
  - (a) a Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's operations; and
  - (b) the Director's interest in a transaction, arrangement or contract with the Association is material.

Whether a transaction, arrangement or contract is significant or material in respect of article 17(1)(a) and article 17(1)(b) of the Articles shall be determined by a majority of the Directors.

- (2) The Director must declare the nature and extent of the Director's interest to the other Directors in accordance with section 536 of the Ordinance.
- (3) The Director and the Director's Alternate must not-
  - (a) vote in respect of the transaction, arrangement or contract in which the Director is so interested; or
  - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Director or the Director's Alternate contravenes article 17(3)(a) of the Articles, the vote must not be counted.
- (5) If any question shall arise at any meeting as to the right of a Director to participate in the meeting for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any Director other than the chairperson is to be final and conclusive except in a case where the nature or extent of the interests of the Director concerned as known to such Director have not been fairly disclosed.
- (6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (7) A reference in this article 17 to a transaction, arrangement or contract includes any proposed transactions, arrangements or contracts.

**18. Supplementary provisions as to conflicts of interest**

- (1) Subject to article 18(3) of the Articles, any transaction, arrangement or contract entered into by or on behalf of the Association in which any Director is in any

way interested is not liable to be avoided.

- (2) Subject to article 18(3) of the Articles, a Director who is interested in a transaction, arrangement or contract mentioned in article 18(1) of the Articles is not liable to account to the Association for any profit realized by the transaction, arrangement or contract by reason of—
  - (a) the Director holding the office; or
  - (b) the fiduciary relation established by the office.
- (3) Articles 18(1) and 18(2) of the Articles only apply if the Director has declared the nature and extent of the Director's interest to the other Directors in accordance with section 536 of the Ordinance.
- (4) A Director may be a director or other officer of, or be otherwise interested in—
  - (a) any company promoted by the Association; or
  - (b) any company in which the Association may be interested as shareholder or otherwise.
- (5) Subject to the Ordinance, the Director is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from the Director's interest in, the other company unless the Association otherwise directs.

#### **19. Validity of acts of meeting of Directors**

The acts of any meeting of Directors or any committee of Directors or the acts of any person acting as a Director are as valid as if the Directors or the person had been duly appointed as a Director and was qualified to be a Director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the Directors or of the person acting as a Director;
- (b) any one or more of them were not qualified to be a Director or were disqualified from being a Director;
- (c) any one or more of them had ceased to hold office as a Director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

#### **20. Attendance by persons other than a Director**

- (1) The Board shall be empowered to invite individuals to sit as observers at the meeting of the Directors. Unless otherwise decided by the Board, the Headmaster and the Executive Director shall always have a position as an observer.
- (2) Observers shall have the right to receive notices of, and attend, all meetings of the

Board. Each observer shall not be entitled to vote at any meetings of the Board.

**21. Record of decisions to be kept**

The Directors must ensure that the Association keeps a written record of every decision taken by the Directors under article 9 of the Articles for at least 10 years from the date of the decision.

**22. Directors' discretion to make further rules**

- (1) Subject to the Articles, the Directors may make any rule that they think fit about—
  - (a) how they take decisions; and
  - (b) how the rules are to be recorded or communicated to Directors.
- (2) The Board may revoke, alter or replace any rule it previously made.

**23. Debentures**

Subject to these Articles:-

- (a) the Directors may make such rules as to the issue, price, allocation and redemption of debentures granted by the Association;
- (b) the Association shall issue debentures which shall be of such number and for such amount as the Board may from time to time decide;
- (c) debentures shall be repayable at such times and on such terms as the Board may from time to time decide. The Board may at any time decide to redeem the debentures in full and to issue in their place new debentures for a higher amount.

**Appointment and Retirement of Directors**

**24. Number of Directors**

- (1) The maximum number of Directors at any time shall be thirteen (13) and, unless and until otherwise determined by an ordinary resolution of the Members, the composition of the Board shall be a maximum of twelve (12) Members, being a natural person, or a parent or guardian of a child covered for the time being by a corporate debenture and who have been elected pursuant to article 26 of the Articles, and one (1) French Consul.
- (2) The French Consul shall in addition be the Honorary President of the Association.

**25. Appointment and retirement of Directors**

- (1) A person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director—

- (a) by ordinary resolution; or
  - (b) by a decision of a majority of the Directors.
- (2) Each Director (other than The French Consul) shall be appointed for a term of 3 years and may be considered for re-election at the end of such term.
- (3) The Chairman may be appointed for a maximum of two terms, being 6 years in total, and may continue to be a Director following the end of such term.
- (4) An appointment under article 25(1)(b) of the Articles may only be made to–
- (a) fill a temporary vacancy; or
  - (b) appoint a Director as an addition to the existing Directors if the total number of Directors does not exceed the number fixed in accordance with the Articles.
- (5) A Director appointed under article 25(1)(b) of the Articles must–
- (a) retire from office at the next annual general meeting following the appointment; or
  - (b) if the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Association’s accounting reference period by reference to which the financial year in which the Director was appointed is to be determined.
- (6) For clarity, a Director appointed under article 25(1)(b) of the Articles (whether during the term of his or her office or following retirement) is entitled to be considered as a Director to be appointed under article 25(1)(a) of the Articles.

**26. Election of Members and parents as Directors**

- (1) A Member, being a natural person, or a parent or a guardian of a child covered for the time being by a corporate debenture, may be elected as a Director at the annual general meeting in accordance with procedures set out below-
- (a) Any two Members may nominate another Member (being a natural person), or a parent or a guardian of a child covered for the time being by a corporate debenture, to serve as a Director, with his or her consent. Nominations must be in writing and must be deposited at the registered office of the Association not less than 7 days before the date set for the holding of the annual general meeting and as may be set out in the bye-laws of the Association.
  - (b) Voting lists shall be prepared (if necessary) containing the names of the candidates, in alphabetical order, and shall be published on the website of the Association not less than 5 days before the date set for the holding of the annual general meeting. Members will also be sent the notice of annual

general meeting, at least 21 days before the date set for the holding of the annual general meeting. Each Member present or represented at the annual general meeting and qualified to vote shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

- (c) If, within 48 hours following the holding of the annual general meeting, any candidate so elected to the Board declines to serve, the candidate who has the next largest number of votes shall be deemed to be elected.
- (d) If two or more candidates sustain an equal number of votes, the chairperson of the meeting shall have a second or casting vote.
- (e) In case there shall not be a sufficient number of candidates nominated, the Board shall have power to fill up the remaining vacancy or vacancies from other willing Members (if a natural person), or a parent or a guardian of a child covered for the time being by a corporate debenture.
- (f) Voting for the election of Directors to the Board under this article 26 shall be carried out by secret ballot, except that where the number of candidates is equal to or less than the number of vacancies, if determined by the chairperson of the meeting, the candidates may be elected by composite resolution.
- (g) For the purpose of determining the successful candidates, scrutineers may be appointed from among Members present at the meeting.
- (h) The unsuccessful candidate receiving the greatest number of votes shall be designated as a reserve member of the Board to fill, with his or her consent, any temporary vacancy arising prior to the next annual general meeting.

**27. Composite resolution**

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more Directors to offices.
- (2) The proposals may be divided and considered in relation to each Director separately.
- (3) Each of the Directors concerned is entitled to vote (if the Director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the Director's own appointment.

**28. Termination of Director's appointment**

- (1) A person ceases to be a Director if the person—
  - (a) ceases to be a Director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;

- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
  - (c) becomes a Mentally Incapacitated Person;
  - (d) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
  - (e) for more than 6 months has been absent without the Directors' permission from Directors' meetings held during that period or has been absent for any 4 out of any 6 Directors' meetings held during a year;
  - (f) fails to comply with the minimum attendance and other requirements for Directors as set out in the bye-laws of the Association; or
  - (g) is removed from the office of Director by an ordinary resolution of the Association.
- (2) For the avoidance of doubt, the removal of a Director under article 28(1)(g) of the Articles shall become effective upon the passing of the ordinary resolution without the need for any special or other notice or statement to be sent to such Director, the Association or the Members or any other formality notwithstanding any other provision of these Articles.

**29. Directors' remuneration**

No Director or member of the governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any Director or member of the governing body of the Association but he or she shall be indemnified out of the funds of the Association in respect of travelling and other expenditures properly incurred in connection with or arising from the affairs of the Association as contemplated in article 30 of the Articles.

**30. Directors' expenses**

The Association may pay any travelling, accommodation and other expenses properly incurred by Directors in connection with-

- (a) their attendance at-
  - (i) meetings of Directors or committees of Directors;
  - (ii) general meetings; or
  - (iii) separate meetings of the holders of debentures of the Association; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Association.

## **Alternate Directors**

### **31. Appointment and removal of Alternates**

- (1) Unless otherwise determined by the Board, no Directors, other than The French Consul, shall be entitled to appoint an Alternate. The French Consul (“**Appointor**”) may appoint any member of staff of the French Consulate as his or her Alternate.
- (2) An Alternate may exercise the powers and carry out the responsibilities of the Alternate’s Appointor, in relation to the taking of decisions by the Directors in the absence of the Alternate’s Appointor.
- (3) An appointment or removal of an Alternate by the Alternate’s Appointor must be effected-
  - (a) by notice to the Association; or
  - (b) in any other manner approved by the Directors.
- (4) The notice must be authenticated by the Appointor.
- (5) The notice must–
  - (a) identify the proposed Alternate; and
  - (b) if it is a notice of appointment, contain a statement authenticated by the proposed Alternate indicating the proposed Alternate’s willingness to act as the Alternate of the Appointor.
- (6) If an Alternate is removed by resolution of the Directors, the Association must as soon as practicable give notice of the removal to the Alternate’s Appointor.

### **32. Rights and responsibilities of Alternate Directors**

- (1) An Alternate Director has the same rights as the Alternate’s Appointor in relation to any decision taken by the Directors under article 9 of the Articles.
- (2) Unless these Articles specify otherwise, Alternate Directors–
  - (a) are deemed for all purposes to be Directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their Appointors; and
  - (d) are deemed to be agents of or for their Appointors.
- (3) Subject to article 17(3), a person who is an Alternate Director but not a Director–
  - (a) may be counted as participating for determining whether a quorum is

- participating (but only if that person's Appointor is not participating); and
- (b) may sign a written resolution (but only if it is not signed or to be signed by that person's Appointor).
- (4) An Alternate Director must not be counted or regarded as more than one Director for determining whether–
- (a) a quorum is participating; or
  - (b) a Directors' written resolution is adopted.
- (5) An Alternate Director is not entitled to receive any remuneration from the Association for serving as an Alternate Director.

### **33. Termination of Alternate directorship**

- (1) An Alternate Director's appointment as an Alternate terminates–
- (a) if the Alternate's Appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;
  - (b) on the occurrence in relation to the Alternate of any event which, if it occurred in relation to the Alternate's Appointor, including any matters in article 28(1) of the Articles, would result in the termination of the Appointor's appointment as a Director;
  - (c) on the death of the Alternate's Appointor; or
  - (d) when the Alternate's Appointor's appointment as a Director terminates.
- (2) If the Alternate was not a Director when appointed as an Alternate, the Alternate's appointment as an Alternate terminates if–
- (a) the approval under article 31(1) of the Articles is withdrawn or revoked; or
  - (b) the Association by an ordinary resolution passed at a general meeting terminates the appointment.

### **Directors' Indemnity and Insurance**

#### **34. Indemnity**

- (1) Only in furtherance of the objects of the Association but not otherwise a Director or former Director of the Association will, subject to article 34(2) of the Articles, be indemnified out of the Association's assets against any liability incurred by the Director to a person or entity, other than the Association or an Associated Company, in connection with any negligence, default, breach of duty or breach of trust in connection with, arising from or in relation to the Association or Associated Company (as the case may be).

- (2) Article 34(1) of the Articles only applies if the indemnity does not cover–
  - (a) 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
  - (b) 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 Association, or an Associated Company, in which judgment is given against the Director;
    - (iii) in defending civil proceedings brought on behalf of the Association by a Member or of an Associated Company, in which judgment is given against the Director;
    - (iv) in defending civil proceedings brought on behalf of an Associated Company 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.
- (3) A reference in article 34(2)(b) of the Articles to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of article 34(3) of the Articles, a conviction, judgment or refusal of relief–
  - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of article 34(4)(b) of the Articles, an appeal is disposed of if–
  - (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.

## **35. Insurance**

Only in furtherance of the objects of the Association but not otherwise the Directors may decide to purchase and maintain insurance, at the expense of the Association, for a Director, or a director of an Associated Company, against-

- (a) any liability to any person attaching to the Director in connection with, arising from or in relation to any negligence, default, breach of duty or breach of trust (except for fraud) in connection with, arising from or in relation to the Association or Associated Company (as the case may be); or
- (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) brought against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in connection with, arising from or in relation to the Association or Associated Company (as the case may be).

### **Company Secretary**

#### **36. Appointment and removal of company secretary**

- (1) Subject to article 29, the Directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The Directors may remove a company secretary appointed by them.

## **MEMBERS**

### **Becoming and Ceasing to be Member**

#### **37. Application for membership**

A person may become a Member only if-

- (a) that person is over the age of 21 years or it is a body of persons, whether incorporated or not, who shall hold debentures on such terms and conditions as the Board may from time to time decide;
- (b) that person has completed an application for membership in a form approved by the Directors; and
- (c) the Directors have approved the application.

#### **38. Termination of membership**

- (1) A Member may withdraw from membership of the Association by giving not less than fourteen (14) days' notice to the Association in writing. Upon receipt of such notice, the Board shall endeavour to ensure such Member is repaid such sum or sums as he or it may from time to time have advanced to the Association in accordance with the terms and conditions set out in the debenture guidelines. The Board may retain part or all of the moneys to cover any outstanding liability or

sum due by such Member. Any person or body of persons 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 or her, or its, ceasing to be Member shall be due from him or her, or it to the Association.

- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.
- (4) The membership of any Member whose conduct in the opinion of the Directors, has rendered itself or himself or herself unfit to retain its or his or her membership of the Association, may be terminated by the Directors. The circumstances under which the Directors may terminate the membership of a Member include (but without limitation):
  - (a) if the Member neglects or refuses to comply with these Articles or any by-law of the Association or any guidelines or directions issued and approved by the Directors for the time being after written notice sent to him;
  - (b) when the Member has acted in such a way that the property of the Association is endangered or is jeopardised or any employee, staff or personnel of the Association or any Member or Director is injured or killed;
  - (c) when the Member is convicted of an indictable offence in Hong Kong or elsewhere;
  - (d) if the Member becomes bankrupt or is wound up;
  - (e) if the Member becomes a Mentally Incapacitated Person or otherwise becomes of unsound mind or a patient for the purposes of any legislation (whether in Hong Kong or elsewhere) relating to mental health;
  - (f) if the Member acts in a way that is injurious or detrimental to the reputation, rights and interests of the Association; or
  - (g) if the Member makes default in the payment of any fee or money due to the Association for a period of one month or longer.
- (5) Any Member who shall, through whatever cause, cease to be a Member shall nevertheless remain liable for and shall pay to the Association all fees or moneys which at the time of its or his or her ceasing to be a Member may be due by it or him or her to the Association and shall return or cause to be returned to the Association all property and effects of or belonging to the Association which may be in its or his or her possession.

### **Organization of General Meetings**

#### **39. General meetings**

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The Directors may, if they think fit, call a general meeting.
- (3) If the Directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the Directors do 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.
- (5) A resolution in writing or a decision of the Members evidenced by a written record signed by all the Members for the time being entitled to vote at the general meeting (or being corporations by their duly authorised representatives), shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held. Any such resolution may consist of several documents in the like form each appearing to be signed by one or more of the Members or their authorised signatories, and signature in the case of a corporate body which is a Member shall be sufficient if made by a person purporting to be Director or authorised signatory of such Member.
- (6) If and for so long as the Association has only one Member, a resolution in writing signed by that Member, or a decision of that Member evidenced by a written record signed by that Member shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.
- (7) If the Association only has one Member, a written resolution is passed on the date it is signed by that Member. If the Association has more than one Member, a written resolution is passed on the date that the last Member signs the written resolution or counterpart copy thereof.

**40. Notice of general meetings**

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of–
  - (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must–

- (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting–
    - (i) include notice of the resolution; and
    - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
  - (g) contain a statement specifying a Member’s right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Article 40(4)(e) of the Articles does not apply in relation to a resolution of which–
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed–
- (a) for an annual general meeting, by all the Members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Members.

**41. Persons entitled to receive notice of general meetings**

- (1) Notice of a general meeting must be given to–
  - (a) every Member;
  - (b) every Director;

- (c) the Headmaster; and
- (d) the Executive Director.

- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the Member.

**42. Accidental omission to give notice of general meetings**

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

**43. Attendance and speaking at general meetings**

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
  - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more Members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

**44. Quorum for general meetings**

- (1) One hundred (100) Members present in person or by proxy constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

**45. Chairing general meetings**

- (1) If the Chairman or, in his absence, the Vice-Chairman (if any) of the Board is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The Directors present at a general meeting must elect one of themselves to be the chairperson if—
  - (a) there is no Chairman or Vice-Chairman of the Board;
  - (b) the Chairman or, in his absence, the Vice-Chairman is not present within 15 minutes after the time appointed for holding the meeting;
  - (c) the Chairman or, in his absence, the Vice-Chairman is unwilling to act; or
  - (d) the Chairman or, in his absence, the Vice-Chairman has given notice to the Association of the intention not to attend the meeting.
- (3) The Members present at a general meeting must elect one of themselves to be the chairperson if—
  - (a) no Director is willing to act as chairperson; or
  - (b) no Director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Association passed at the meeting.

**46. Attendance and speaking by non-members**

- (1) Directors may attend and speak at general meetings, whether or not they are Members.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
  - (a) Member; or
  - (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

**47. Adjournment**

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
  - (a) if called on the request of Members, be dissolved; or
  - (b) in any other case, be adjourned to the same day in the next week, at the

same time and place, or to another day and at another time and place that the Directors determine.

- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Member or Members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
  - (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

### **Voting at General Meetings**

#### **48. General rules on voting**

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
  - (a) has or has not been passed; or
  - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

**49. Errors and disputes**

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

**50. Demanding a poll**

- (1) A poll on a resolution may be demanded—
  - (a) in advance of the general meeting where it is to be put to the vote; or
  - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
  - (a) the chairperson of the meeting;
  - (b) at least 2 Members present in person or by proxy; or
  - (c) 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.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn if the poll has not yet been taken and the chairperson of the meeting consents to the withdrawal and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

**51. Number of votes a Member has**

- (1) On a vote on a resolution on a show of hands at a general meeting-
  - (a) every Member who, being an individual, is present in person has 1 vote;
  - (b) every Member who, being a corporation, is present by a duly authorised corporate representative (not himself being a Member) or in accordance with the Ordinance has 1 vote; and
  - (c) every proxy present who has been duly appointed by a Member (whether

such Member is an individual or a corporation) entitled to vote on the resolution has 1 vote.

- (2) If a Member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- (3) On a vote on a resolution on a poll taken at a general meeting-
  - (a) every Member present in person has 1 vote for each debenture held by him or her;
  - (b) each corporate Member shall, in respect of each debenture held by it, appoint one parent of the child attending the School covered by each such debenture or its representative to attend and vote at meetings. If any debenture held by a corporate Member shall not at any time have been utilized to cover a child attending the School, then such corporate Member shall nominate a representative to attend and vote at meetings on its behalf. In any event, no corporate Member, shall, notwithstanding the number of debentures then held by it which are not, for the time being, utilized to cover a child attending the School, have more than ten votes for these non utilised debentures; and
  - (c) every proxy present who has been duly appointed by a Member has one vote for each debenture in respect of which the proxy is appointed.

**52. Votes of mentally incapacitated Members**

- (1) A Member who is a Mentally Incapacitated Person may vote, whether on a show of hands or on a poll, by the Member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

**53. Content of proxy notices**

- (1) A proxy may only validly be appointed by a notice in writing (proxy notice) that-
  - (a) states the name and address of the Member appointing the proxy;
  - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is authenticated, or is signed on behalf of the Member appointing the proxy; and
  - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.

- (2) In the case of a proxy notice purporting to be signed on behalf of a Member who is a corporation by an officer of the corporation it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such proxy notice on behalf of the corporation without further evidence of the fact.
- (3) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (4) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (5) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (6) Unless a proxy notice indicates otherwise, it must be regarded as—
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**54. Execution of appointment of proxy on behalf of Member appointing the proxy**

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the Member appointing the proxy.

**55. Delivery of proxy notice and notice revoking appointment of proxy**

- (1) A proxy notice does not take effect unless it is received by the Association—
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Association-
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and

- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

**56. Effect of Member's voting in person on proxy's authority**

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member who has appointed the proxy—
  - (a) attends in person the general meeting at which the resolution is to be decided; and
  - (b) exercises, in relation to the resolution, the voting right that the Member is entitled to exercise.
- (2) A Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the Member.

**57. Effect of proxy votes in case of death, Mental Incapacity, etc. of Member appointing the proxy**

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
  - (a) the previous death or Mental Incapacity of the Member appointing the proxy; or
  - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, Mental Incapacity or revocation is received by the Association—
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

**58. Amendments to proposed resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) notice of the proposed amendment is given to the company secretary in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at

which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).

- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
  - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

**59. Budget**

The budget and proposed expenditure and receipt derived from the activities of the Association for the current financial year shall be presented and proposed to the Members by the Board for approval during the annual general meeting.

**60. Accounts**

- (1) 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.
- (2) 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.

**MISCELLANEOUS PROVISIONS**

**Communications to and by Association**

**61. Means of communication to be used**

- (1) Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A Director may agree with the Association that notices or documents sent to that

Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

- (4) A Member shall be entitled to have a notice from the Association served on him only at his registered address within Hong Kong, or (if he has a registered address outside Hong Kong) at an address within Hong Kong which he notifies to the Association in writing to be his Hong Kong service address, or by electronic communication to an electronic address or website for the time being notified to the Association by the Member or as appeared in the register of Members (if any). A Member who has no registered address within Hong Kong and has not given notice of either a Hong Kong service address or an address of electronic communication as aforesaid, shall be deemed to have received any notice which shall have been displayed in the registered office of the Association and shall have remained there for a continuous period of 72 hours, and such notice shall be deemed to have been received by such Member at the expiration of 72 hours from the time when it shall have been first so displayed.
- (5) If the Association sends or supplies notices or other documents by post, the intended recipient is deemed to have received such notices or documents at the time when the letter containing the same is put into a post office situated in Hong Kong, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into such post office and a certificate in writing signed by the company secretary or other officer of the Association shall be conclusive evidence thereof.
- (6) If the Association sends or supplies notices or other documents by hand, the intended recipient is deemed to have received such notices or documents at the time when the letter containing the same is delivered to the appropriate address in Hong Kong, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and delivered to such appropriate address and a certificate in writing signed by the company secretary or other officer of the Association shall be conclusive evidence thereof.
- (7) If the Association sends or supplies notices or other documents by electronic means, the intended recipient is deemed to have received such notices or other documents at the time when it is recorded by the Association's electronic equipment as having being sent.

### **Administrative Arrangements**

#### **62. Company seals**

- (1) A common seal may only be used by the authority of the Directors.
- (2) A common seal must be a metallic seal having the Association's name engraved on it in legible form.
- (3) Subject to article 62(2) of the Articles, the Directors may decide by what means and in what form a common seal is to be used.

- (4) Unless otherwise decided by the Directors, if the Association has a common seal and it is affixed to a document, the document must also be signed by at least 1 Director of the Association and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
  - (a) any Director of the Association;
  - (b) the company secretary; or
  - (c) any person authorized by the Directors for signing documents to which the common seal is applied.

**63. No right to inspect accounts and other records**

A person is not entitled to inspect any of the Association’s accounting or other records or documents merely because of being a Member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) all the Directors; or
- (d) an ordinary resolution of the Association.

**64. Auditor’s insurance**

- (1) Only in furtherance of the objects of the Association but not otherwise the Directors may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated company of the Association, against—
  - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be); or
  - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

The following table sets out the details of the Subscribers of the Association on 20 November 1979.

Name, Addresses and Descriptions of the Subscribers
(Sd) Jean Paul Krafft 51 Stubbs Road White Jade 2A Hong Kong Manager
(Sd) Philippe Triffault Elegant Garden, B14 11 Conduit Road Hong Kong Manager
(Sd) Judith Barret 70 Deep Water Bay Road Hong Kong None
(Sd) M. Hamaker 11 Home Mansion 94-96 MacDonnell Road Hong Kong None
(Sd) Martial de Bienassis 9 Plunkett's Road The Peak Hong Kong Manager
(Sd) Patrick Bonnet 9 Plunkett's Road The Peak Hong Kong Manager
(Sd) Pierre Hudelot French International School Borrett Road Off Bowen Road Hong Kong School Headmaster

Dated the      day of