

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE FEDERATION OF AUSTRALIAN ALUMNI ASSOCIATIONS
HONG KONG LIMITED
(香港澳洲大學校友聯會有限公司)

Incorporated the 28th day of December, 1995.

Charles Yeung Clement Lam & Co.
Solicitors & Notaries
Hong Kong

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No. 534780
編號

[COPY]

CERTIFICATE OF INCORPORATION
公司註冊證書

I HEREBY CERTIFY that
本人茲證明

THE FEDERATION OF AUSTRALIAN ALUMNI ASSOCIATIONS
HONG KONG LIMITED
(香港澳洲大學校友聯會有限公司)

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

GIVEN under my hand this Twenty-eighth day of December, One
簽署於一九九五年十二月廿八日。
Thousand Nine Hundred and Ninety-five.

(Sd.) MRS. M. LEE
for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任 李余潔清 代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE FEDERATION OF AUSTRALIAN ALUMNI ASSOCIATIONS
HONG KONG LIMITED

(香港澳洲大學校友聯會有限公司)

- First - The name of the Company is "THE FEDERATION OF AUSTRALIAN ALUMNI ASSOCIATIONS HONG KONG LIMITED (香港澳洲大學校友聯會有限公司)" (hereinafter called "the Federation").
- Second - The registered office of the Federation will be situate in Hong Kong.
- Third - The objects for which the Federation is established are :-
- (a) To promote and foster fellowship among the alumni of Australian universities in Hong Kong.
 - (b) To promote and coordinate the activities of Australian alumni associations in Hong Kong.
 - (c) Subject to provisions of the Articles of Association of the Federation, to admit any body corporate, society, or unincorporated association to be member of the Federation on such terms and to confer on them such rights and privileges as may be deemed fit by the Federation.
 - (d) To organise and arrange conferences, meetings, and gatherings of a like nature for discussions amongst members on matters of mutual concern in a common effort to improve the welfare of the alumni of Australian universities in Hong Kong.
 - (e) To publish and circulate such publications, newspapers, periodicals, books or leaflets as may be conducive to the advancement of the objects of the Federation.
 - (f) To set up operate and maintain a database for all the alumni of

Australian universities in Hong Kong for the advancement of the objects of the Federation.

- (g) To acquire, purchase, accept leases of, take or otherwise hold and enjoy any land, buildings, messuages or tenements of whatsoever nature or kind for the purpose of furthering the objects of the Federation or any of them or the acquisition of which may promote or advance the interests of the Federation, and to let, sell, mortgage or otherwise dispose of or deal with the same.
- (h) To take over or amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Federation provided that such companies, institutions, societies or associations prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Federation under and by virtue of the Fourth Clause hereof.
- (i) To receive any gift or property whether real personal or pecuniary and whether or not subject to any trust for any one or more of the objects of the Federation.
- (j) To invest the moneys of the Federation not immediately required in such manner as the Council shall from time to time determine upon consultation with qualified advisors.
- (k) To borrow or raise any moneys required for the purposes of the Federation upon such terms and on such securities as the Federation shall think fit.
- (l) To raise funds to attain all or any of the objects of the Federation.
- (m) To refrain from politics or from taking part in any political activities.
- (n) To confer, consult, develop or maintain friendly contacts and cooperate with any persons, associations, societies, institutions or bodies of persons established or to be established in Hong Kong or elsewhere having objects in whole or in part similar to those of the Federation in respect of matters within the objects of the Federation.
- (o) For the objects of the Federation :-
 - (i) To open and operate bank accounts, to draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable instruments.
 - (ii) To employ clerical and administrative staff and any other professional and non-professional person or persons and to

remunerate them in return for their services rendered to the Federation in such manner as the Council may consider fit.

- (p) To subscribe to local charities and to grant donations for charitable purposes.
- (q) To establish, superintend, administer and manage a charitable fund from which donations or advances may be made to such persons or bodies as the Council of the Federation shall consider fit and to accept donations or subscriptions specifically made to such charitable fund.
- (r) To establish, manage, maintain and operate free or otherwise at moderate charges reading and/or lending libraries or reading rooms and to furnish the same with books, magazines, newspapers, photograph records, tapes, audio visual material and other publications.
- (s) Generally to do such other things as are incidental or conducive to the attainment of the above objects or any of them.

Fourth - The income and property of the Federation whensoever derived shall be applied solely towards the promotion of the objects of the Federation as set forth herein and towards the Federation's recurrent expenditure; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Federation.

Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any Officers or servants of the Federation or to any individual member of a member of the Federation in return for any services actually rendered to the Federation nor prevent the payment of interest at a reasonable rate on money lent, or reasonable or proper rent for premises demised or let by any member to the Federation; but no Council member of the Federation shall be appointed to any salaried office of the Federation, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of the Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Federation.

Provided further that the provision last aforesaid shall not apply to any payment to any company of which any member of the Council may be a member and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

Fifth - The liability of the members is limited.

- Sixth - Every member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while it is a member, or within 1 year afterwards, for payment of the debts and liabilities of the Federation contracted before it ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10.00.
- Seventh - If upon the winding up 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 among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of the Fourth Clause hereof, such institution or institutions to be determined by the members of the Federation before the time of dissolution, or in default thereof by a judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions, then to some charitable objects.
- Eighth - True accounts shall be kept of the sums of money received and expended by the Federation, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, 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 12 month period, the accounts of the Federation shall be examined and the correctness of the balance sheet ascertained by one or more Authorised Auditor or Auditors.
- Ninth - The powers contained in the Seventh Schedule to the Companies Ordinance, Cap. 32 shall not apply to the Federation.

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

Names, Addresses and Descriptions of Subscribers

- (1) The Australian Alumni Association of Hong Kong
(香港澳洲同學會)
(Sd.) Kwan Kwok Lok, Joseph
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

- (2) Curtin University of Technology Alumni (Hong Kong Chapter)
(Sd.) Ho Wai Lan, Jankie
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
10/F., Wing On Life Building
22 Des Voeux Road Central
Hong Kong

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

Names, Addresses and Descriptions of Subscribers

- (3) Griffith University Alumni Association Hong Kong Chapter
(Sd.) Lam Wai Ching
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (4) Alumni Association The University of Melbourne (Hong Kong) Limited
(香港墨爾本大學同學會有限公司)
(Sd.) Chan Wing Cheung, Jimmy
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
10/F., Wing On Life Building
22 Des Voeux Road Central
Hong Kong

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

Names, Addresses and Descriptions of Subscribers

- (5) The University of Newcastle, Australia, Alumni Association of Hong Kong
(Sd.) Yuen Kwok Cheung
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (6) The University of New South Wales Alumni Association Hong Kong Chapter
(Sd.) Lee Wanbil, William
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (7) The University of Queensland Alumni Association (Hong Kong) Limited
(澳洲昆士蘭大學舊生會(香港)有限公司)
(Sd.) Chan Chi Kian
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (8) Swinburne University of Technology Alumni (Hong Kong Branch)
(旋濱科技大學校友會(香港分會))
(Sd.) Sze Kwok Wing, Nigel
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
10/F., Wing On Life Building
22 Des Voeux Road Central
Hong Kong

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

Names, Addresses and Descriptions of Subscribers

- (9) The University of Sydney Alumni Association of Hong Kong
(Sd.) Liang Ka Keung
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (10) Charles Sturt University Alumni Association Limited
(Sd.) Tung Hok Chi
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (11) University of Western Australia Graduates Association Hong Kong
(西澳洲大學香港同學會)
(Sd.) Stadlin, Alfreda
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
10/F., Wing On Life Building
22 Des Voeux Road Central
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE FEDERATION OF AUSTRALIAN ALUMNI ASSOCIATIONS
HONG KONG LIMITED

(香港澳洲大學校友聯會有限公司)

PRELIMINARY

1. In these presents unless there is something in the subject or context inconsistent therewith, the following expressions have the meanings assigned to them respectively :-

“Australian Alumni Association” means an alumni association, whether the same exists as an incorporated or unincorporated body, formed by those persons who have attended and/or enrolled at an Australian university.

“The Council” means the Council constituted by the provisions of these Articles.

“The Federation” means “The Federation of Australian Alumni Associations Hong Kong Limited (香港澳洲大學校友聯會有限公司)”.

“The Ordinance” means the Companies Ordinance (Chapter 32), Laws of Hong Kong, for the time being in force.

“seal” means the Common Seal of the Federation.

Words importing the masculine gender only include the feminine gender and words in singular number include the plural number and vice versa.

MEMBERSHIP

2. The number of members of the Federation is unlimited.
3.
 - (a) The members of the Federation shall consist solely of Australian Alumni Associations established in Hong Kong or elsewhere and admitted to membership in accordance with these Articles and entered on the Register of members.
 - (b) In relation to any particular Australian university, only one (1) Australian Alumni Association shall be admitted to membership of the Federation. There shall not be concurrent admission to membership of the Federation of more than one Australian Alumni Associations which relate to the same Australian university.
 - (c) No individual person shall be admitted to membership of the Federation.
4. There shall be two types of members of the Federation, namely :-
 - (a) Ordinary Member consisting of Australian Alumni Associations incorporated under the Ordinance or constituted under the Societies Ordinance (Cap. 151, Laws of Hong Kong) in Hong Kong.
 - (b) Associate Member consisting of :-
 - (i) overseas Australian Alumni Associations;
 - (ii) local chapters of overseas Australian Alumni Associations established or to be established in Hong Kong; and
 - (iii) Australian Alumni Associations to be incorporated under the Ordinance or to be constituted under the Societies Ordinance (Cap. 151, Laws of Hong Kong) in Hong Kong.
5.
 - (a) Every application for membership shall be made to the Council in writing signed by the applicant and by its proposer, which must be a member of the Federation, and shall be in such form as the Council shall from time to time provide. Admission of a member shall be by election of the Council.
 - (b) The Council shall have the absolute discretion whether to admit a member or not and its decision shall be final. The Council shall not be required to furnish any reason for its decision on admission of members.
6. Every member shall observe and be bound by all the provisions of the Memorandum and Articles of Association, regulations and by-laws of the Federation for the time being in force.

7. If any member shall, whether acting by itself or by its individual members or employees or agents, wilfully refuse to comply with the provisions of these Articles, or any resolution of the Federation, or shall, through the acts of itself, its individual members, employees or agents, be guilty of any conduct unworthy of a respectable member or likely to be injurious to the Federation, as the case may be, such member shall be liable to expulsion by a resolution of the Council, provided that at least seven days before the meeting at which such resolution is to be passed it shall have had notice thereof, and of the intended resolution for its expulsion, and that it shall before the passing of such resolution have had an opportunity of giving in writing any explanation or defence it may think fit.

A member expelled under this Article shall be deemed to have forfeited all rights in and claim upon the Federation, and shall have no claims on the property of the Federation. A member expelled for any reason other than for guilty of conduct injurious to the Federation, may be reinstated at the discretion of the Council, provided that such member shall not during the year from the date of the expulsion have committed, whether acting by itself, its individual members, employees or agents, any further act similar to those for which a member is liable to be expelled under this Article.

8. A member shall, upon ceasing to be a member of the Federation, forfeit all rights to and claims upon the Federation and its property and funds.

MEMBERSHIP SUBSCRIPTION

9. The annual subscriptions payable by the Ordinary and Associate Members of the Federation shall be such amounts as the Council shall from time to time recommend to the Federation for the members' approval at the annual general meeting.
10. All annual subscriptions shall become due and payable in advance on such date in every year as decided by the Council. A member joining the Federation after the aforesaid date in any year shall nevertheless be liable to pay the full annual subscription for that year on the basis as aforesaid. Any member whose annual subscription is unpaid for 12 calendar months shall ipso facto cease to be a member of the Federation, but may be reinstated at the discretion of the Council on payment of all arrears.

GENERAL MEETINGS

11. There shall be an annual general meeting of the members of the Federation in each and every calendar year to be held not more than 15 months from the holding of the last preceding annual general meeting.
12. At the annual general meeting of the Federation the following business shall be

transacted:-

- (a) To receive and consider the annual report of the Council, the annual statement of accounts of the Federation, and the Auditor's report thereon;
 - (b) To elect an Auditor;
 - (c) To discuss and resolve such matters as the Council may wish to raise;
 - (d) To discuss such matters of general interest raised by members of the Federation provided due notice of the same is given to the Council at least seven days before the meeting; and
 - (e) To announce the composition of the Council for the ensuing one year.
13. Any meeting of the members of the Federation other than the annual general meeting shall be called an extraordinary general meeting. The Council may, whenever it thinks fit, convene an extraordinary general meeting. If necessary, an extraordinary general meeting may be held on the requisition of Ordinary Members representing not less than 10% of the total number of the Ordinary Members of the Federation who shall raise such a request in a written form, bearing their signatures and addressed to the Chairman of the Council. Upon the receipt of such request, the Council shall cause the meeting to be held within 21 days from the date of the deposit of the requisition; if it does not proceed to convene the same within 21 days from the date of deposit of the requisition, the requisitionists may themselves convene a meeting. However, the extraordinary general meeting so convened shall be confined to the business listed in the request.
14. Representatives of the Associate Members of the Federation and the current individual members of any Ordinary Member of the Federation can attend any general meeting but are not entitled to vote.

NOTICE OF GENERAL MEETINGS

15. Subject to the provisions of section 114(1) of the Ordinance relating to annual general meetings and section 116(1) of the Ordinance relating to special resolutions which require 21 days' notice, notice in respect of all other general meetings shall be 14 days at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Federation in general meeting, to the members of the Federation as are, under the regulations of the Federation, entitled to receive such notices from the Federation.

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

- (a) in the case of annual general meeting, by all the members of the Federation entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any members shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, and the fixing of the remuneration of the Auditors.
18. (a) Subject to sub-clause (b) hereinbelow, Ordinary Members being not less than Seven (7) in number or one half of the number of Ordinary Members, whichever is less, represented by their representatives, present shall be a quorum for all general meetings.
- (b) The number of Ordinary Members present at any general meeting shall not be less than Two (2).
19. Subject to Clause 18(b) hereinabove, if within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Ordinary Members, shall be dissolved, but in any other case, it shall stand adjourned for two weeks at the same day, place and time and the Chairman of the Council shall notify the members of the adjourned meeting five days before the adjourned meeting in writing. At this adjourned meeting, any member of Ordinary Members present shall be a quorum.
20. (a) The Chairman of the Council shall preside as chairman at every general meeting of the Federation. If the Chairman is absent from a meeting, any one of the two Vice-Chairmen of the Council shall preside as chairman at that meeting. If both the Chairman and the two Vice-Chairmen are absent from a meeting, those representatives of the Ordinary Members present shall elect among themselves a temporary

chairman to preside over the meeting.

- (b) The Honorary Secretary of the Council shall preside as the secretary at every general meeting of the Federation. If the Honorary Secretary is absent from a meeting, those representatives of the Ordinary Members present shall elect among themselves a temporary secretary to preside over the meeting.
21. The chairman of a general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 2 Ordinary Members present at the meeting.
23. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting, at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
25. At any general meeting a declaration by the chairman thereof that a resolution has been carried, or carried by a majority, and an entry to that effect made in the book of proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

VOTES OF MEMBERS

26. Only the Ordinary Members have the right to vote in any general meeting. All Ordinary Members shall each have one vote.
27. No Ordinary Member shall be entitled to vote at any general meeting unless all moneys presently payable, if any, by it to the Federation have been paid.

THE COUNCIL

28. Subject to Article 29 hereinbelow, the Federation shall have a Council to

manage and conduct the affairs of the Federation which shall consist of not less than Five (5) members.

29. (a) The Council members shall be made up of representatives from the Ordinary Members of the Federation.
- (b) Every Ordinary Member of the Federation shall be entitled to elect and appoint one (1) representative to serve as Council member. The representative shall be a current individual member of the Ordinary Member of the Federation appointing him.
30. (a) Save for the circumstances set out in sub-clause 30(c) hereinbelow, Ordinary Members of the Federation shall inform the outgoing Council of the Federation in writing the name and address of their respective representative to serve as a Council member for the ensuing term at least one calendar month prior to the date set for the annual general meeting of the Federation.
- (b) The representatives of the Ordinary Members of the Federation so elected and appointed shall become the members of the Council and their appointments need not be confirmed by the members of the Federation in general meeting.
- (c) The first Council members shall be determined in writing by the Subscribers of the Memorandum of Association of the Federation or a majority of them.
31. Representatives from Ordinary Members of the Federation elected or appointed to serve as Council members shall serve for a term of Two (2) years. Upon the expiry of their term of office they shall retire but shall be eligible for re-election.
32. Council member of any particular member may be substituted in case of illness or absence from Hong Kong by another representative from the same member and the Council member shall inform the Chairman or any one of the Vice-Chairmen of the Council in writing the name of the substitute at least 48 hours before the time set for a particular Council meeting.

POWERS OF THE COUNCIL

33. The management and control of the business of the Federation shall be vested in the Council, and the Council may exercise all such powers and do all such acts and things as the Federation is, by these presents or any ordinance, authorised to exercise or do, and are not hereby or by any such ordinance directed or required to be exercised or done by the Federation in general meeting, but subject nevertheless to the provisions of any such ordinance, and of these presents and to any regulations not being inconsistent with these

presents from time to time made by the Federation in general meeting provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

34. Without prejudice to the general powers contained in the preceding Article 33 and in these Articles, the Council shall have power:-
- (a) to acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Federation and to settle the consideration, terms and conditions;
 - (b) to bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon or refer to arbitration any such proceedings, or any claim by or against the Federation;
 - (c) to invest or otherwise deal with the moneys of the Federation not immediately required upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investment;
 - (d) to raise or borrow any moneys required for the purposes of the Federation upon such terms and on such securities as may be determined and to secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Federation;
 - (e) from time to time to make, vary and repeal by-laws for the regulation of the affairs of the Federation, its Officers and staff;
 - (f) to make, fulfil, rescind, modify, or vary any contract and to do all such acts and things as they may think expedient for the purpose of the Federation;
 - (g) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Federation is established; and
 - (h) to appoint, suspend and remove any and all staff of the Federation and to fix their remuneration and determine their duties.
35. The Council shall have power to make such rules and regulations for the management of the Federation and may appoint committees or sub-committees for such special purposes with such powers as it may deem necessary and prescribe.

DISQUALIFICATION

36. Without prejudice to any Article providing for the term of office of any Officers and members of the Council, the office of an Officer or member of the

Council shall be terminated if the Officer or member of the Council:-

- (a) resigns from his office or Council membership in writing to the Council;
 - (b) becomes bankrupt or makes arrangement with his creditors generally;
 - (c) becomes of unsound mind; and
 - (d) is removed from his office or Council membership by the Federation by way of a Special Resolution.
37. A vacancy in the membership of the Council involving representative from a member of the Federation shall be filled by election and appointment by the member concerned.
38. A vacancy in the office of any Officer of the Council shall be filled by election in a Council meeting.
39. The person so appointed or elected to fill any vacancy in the offices of any Officer and membership of the Council shall be subject to retirement at the same time as if he had become an Officer or member of the Council on the day on which the Officer or member of the Council in whose place he is appointed or elected to fill was last appointed or elected.
40. All decisions made by a meeting of the Council or of a Committee or sub-committee, or by any person acting as an Officer or member of the Council shall, notwithstanding that it being afterwards discovered that there was some defect in the appointment of any such Officer or member of the Council, or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Officer or member of the Council.

OFFICERS OF THE COUNCIL

41. (a) The Council members shall, within 7 days from the annual general meeting from which their appointments took effect, hold a Council meeting to elect amongst themselves the following Officers:-
- (i) A Chairman;
 - (ii) Two Vice-Chairmen;
 - (iii) An Honorary Secretary; and
 - (iv) An Honorary Treasurer.
- (b) The Officers of the Council shall retire from their respective offices at the second annual general meeting next after the meeting at which their appointments took effect but shall be eligible for re-election for another Two (2) terms.

42. (a) The Chairman shall act as the representative of the Federation in all its external affairs and shall have full executive powers in conducting the business of the Federation. The Chairman shall sign all papers in the name of the Federation and preside at all general meeting, extraordinary general meetings, and Council meetings.
- (b) The two Vice-Chairmen shall assist the Chairman in the dispatch of all business and affairs of the Federation, and in case of the Chairman being absent for any reason, any one of the two Vice-Chairmen shall deputise for the Chairman.
43. The Honorary Secretary shall be responsible for the general conduct of the correspondence of the Federation, the drafting of agenda, minutes of the proceedings of all meetings of the Federation for circulation amongst Council members, and the keeping of all books, documents, records and papers. The Honorary Secretary shall preside at all general meeting, extraordinary general meetings, and Council meetings.
44. The Honorary Treasurer shall be responsible for arranging:-
- (a) the collection of all subscriptions, donations, or other moneys due to the Federation and the payment of the same into the Federation's bank account or accounts;
- (b) the making of any disbursements approved by the Council;
- (c) the preparation of the statement of accounts and balance sheet for submission to the annual general meeting; and
- (d) the keeping of accounts and vouchers, with a statement in such form as the Council may from time to time determine of the finances of the Federation.

PROCEEDINGS OF THE COUNCIL

45. (a) The Council shall meet at least once every three months for the dispatch of business of the Federation provided that the Council may adjourn or otherwise regulate the frequency of its meetings and proceedings as it thinks fit.
- (b) At all Council meetings, seven members of the Council or one half of the members of the Council, whichever is less, shall constitute a quorum.
46. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the powers for the time being vested in

or exercisable by the Council by virtue of these presents or any regulations of the Federation.

47. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
48. Each Council member shall have one vote.
49. (a) In the absence of the Chairman, one of the Vice-Chairmen shall preside over a meeting. If at any meeting neither the Chairman nor any of the Vice-Chairmen is present within 15 minutes after the time appointed for holding the same, or are unwilling to act, the Council members present shall choose one of their members to be chairman of the meeting.

(b) In the absence of the Honorary Secretary, the Council members present shall choose one of their members to be the secretary of the meeting.
50. The records and minutes of the proceedings of every meeting of the Council shall be signed by the chairman and the secretary of the meeting as soon as is convenient after such meeting. No minutes shall be made public without a resolution of the Council authorising the same and no records of the Federation shall be made public without a resolution of the Council authorising the same.

COMMITTEES

51. The Council may delegate any of its powers to committees to be appointed by it consisting of such persons as the Council may think fit, and may from time to time revoke or vary such delegation or revoke the appointment of any such persons or dissolve or reconstitute any such committees, but every committee so appointed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council.
52. A committee shall determine its own quorum and in the absence of such determination a majority of its members shall be a quorum.

PATRON

53. The Council may from time to time and at its discretion invite any persons who have in the opinion of the Council rendered meritorious service or support to the Federation to become the Patron, or Honorary Advisors to the Federation. Such persons shall have no power or right to attend or vote at any meetings of the Federation. The terms of office for the Patron and Honorary Advisors shall be decided by the Council from time to time.

THE SEAL

54. The Council shall provide for the safe custody of the seal and the seal shall not be used except by authority of a resolution of the Council and in the presence of not less than two members of the Council who shall sign every instrument to which the seal is affixed and every such instrument shall be duly recorded by the Honorary Secretary of the Council and such attestations shall be sufficient evidence of the authority to affix the seal.

CHEQUES

55. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by two of the following Officers, namely, the Chairman, the Vice-Chairman and the Honorary Treasurer, or in such manner as the Council shall from time to time by resolution determine.

ACCOUNTS

56. The Council shall cause true accounts to be kept:-
- (a) of the sums of money received and expended by the Federation, and the matters in respect of which such receipt and expenditure takes place;
 - (b) of the assets and liabilities of the Federation; and
 - (c) of all other matters necessary for showing the true financial state and condition of the Federation.

The books of accounts shall be kept at the registered office of the Federation or at such other place or places as the Council may think fit.

AUDIT

57. Once at least in every year the accounts of the Federation shall be examined, and the correctness of the receipt and expenditure account and balance sheet ascertained by the Auditor. A copy of the audited accounts and the annual report of the Council shall be placed before the members of the Federation at each annual general meeting.
58. The Federation shall elect an Auditor at the annual general meeting who shall be a certified public accountant. The Auditor shall retire from office at the second annual general meeting next after the one at which he is elected, but he shall be eligible for re-election.

NOTICES

59. Any notice may be given by the Federation to any member of the Federation, either personally to its representative in the Council or by sending it by post to its registered address. Any notice sent by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
60. Any notice required to be given by the Federation to its members or any of them, shall also be sufficiently given, if given by advertisement in one English daily newspaper and one Chinese daily newspaper for one day in each paper.

WINDING-UP

61. 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 institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution, or in default thereof by a judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

INDEMNITY

62. All Officers and members of the Council for the time being shall be indemnified out of the funds of the Federation against all costs, charges, losses, damages and expenses which they or any of them shall respectively incur or be put to on account of any contract, act, deed, matter, or thing, which shall be made, done, entered into, or executed by them respectively on behalf to the Federation, and shall be reimbursed by the Federation all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Federation or otherwise in the execution of their respective office except as herein otherwise provided, and except such costs, damages, and expenses as shall happen through their respective wilful neglect or default. And they or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default of any other officer, nor for any banker, broker, collector, agent, or other person appointed by the Federation with whom or into whose hands any property or moneys of

the Federation shall be deposited, or for the insufficiency of any security upon which any of the moneys of the Federation shall be invested, nor any loss or damage which may happen except the same shall happen by or through their or his own wilful neglect or default.

Names, Addresses and Descriptions of Subscribers

- (1) The Australian Alumni Association of Hong Kong
(香港澳洲同學會)
(Sd.) Kwan Kwok Lok, Joseph
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

- (2) Curtin University of Technology Alumni (Hong Kong Chapter)
(Sd.) Ho Wai Lan, Jankie
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
10/F., Wing On Life Building
22 Des Voeux Road Central
Hong Kong

Names, Addresses and Descriptions of Subscribers

- (3) Griffith University Alumni Association Hong Kong Chapter
(Sd.) Lam Wai Ching
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (4) Alumni Association The University of Melbourne (Hong Kong) Limited
(香港墨爾本大學同學會有限公司)
(Sd.) Chan Wing Cheung, Jimmy
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
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22 Des Voeux Road Central
Hong Kong

Names, Addresses and Descriptions of Subscribers

- (5) The University of Newcastle, Australia, Alumni Association of Hong Kong
(Sd.) Yuen Kwok Cheung
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (6) The University of New South Wales Alumni Association Hong Kong Chapter
(Sd.) Lee Wanbil, William
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (7) The University of Queensland Alumni Association (Hong Kong) Limited
(澳洲昆士蘭大學舊生會(香港)有限公司)
(Sd.) Chan Chi Kian
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (8) Swinburne University of Technology Alumni (Hong Kong Branch)
(旋濱科技大學校友會(香港分會))
(Sd.) Sze Kwok Wing, Nigel
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
Solicitor
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Hong Kong

Names, Addresses and Descriptions of Subscribers

- (9) The University of Sydney Alumni Association of Hong Kong
(Sd.) Liang Ka Keung
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (10) Charles Sturt University Alumni Association Limited
(Sd.) Tung Hok Chi
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)
- (11) University of Western Australia Graduates Association Hong Kong
(西澳洲大學香港同學會)
(Sd.) Stadlin, Alfreda
28/F., Harbour Centre, 25 Harbour Road,
Wanchai, Hong Kong
(Alumni Association)

Dated the 24th day of November 1995.

WITNESS to the above signatures :-

AMY Y. K. LIU
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22 Des Voeux Road Central
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