

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

The BBA Alumni Association of The Faculty of Business Administration of The Chinese University of Hong Kong Limited (香港中文大學工商管理學院本科生校友會有限公司)

Preliminary

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance, (Chapter 32), and terms used in these presents shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent therewith:

"The Association" means the association registered as "The BBA Alumni Association of The Faculty of Business Administration of The Chinese University of Hong Kong Limited

"The Ordinance" means the Companies Ordinance (Chapter 32 of the Revised Edition).

"These Presents" means and includes these Articles of Association and the rules, regulations and by laws of the Association from time to time in force.

"Faculty" means The Faculty of Business Administration of The Chinese University of Hong Kong and the departments or establishments of business administration and/or commerce of Chung Chi College, United College, and New Asia College and The Chinese University of Hong Kong prior to the establishment of The Faculty of Business Administration and the successor of the above.

"The Council" means the members of the Council hereby constituted.

"President" and "Vice President" shall mean the President and the Vice President of the Association.

"Member" means a member of the Association.

"Month" means calendar month.

"In Writing" shall include printed, lithographed and typewritten.

Words importing the singular number only shall include the plural advice versa.

Words denoting neuter gender shall include the masculine or feminine gender, and vice versa.

2. For the purpose of registration the Association is declared to consist of an unlimited number of Members.

3. The Association is established for the purposes expressed in the Memorandum of Association.

4. The members of the Association shall be divided into Ordinary Members and Associate Members. The subscription of a member shall be compounded by one payment.

5. (a) The following persons shall be eligible for Ordinary Membership of the Association: -

all past students of the Faculty, who have attended the same and graduated from the same.

(b) The following persons shall be eligible for Associate Membership of the Association: -

all past and present students of the Faculty, who have attended such Faculty for not less than one academic year, and all past students of The Chinese University of Hong Kong, who have attended the same and graduate from the same.

6. The appropriate forms of application for admission to, or of nomination for membership as an "Ordinary Member", or an "Associate Member" of the Association shall be such as shall from time to time be prescribed or approved at any duly constituted meeting of the Council by a resolution passed by a majority of the whole number present; and it shall be competent for the Council at any such meeting by like resolution to alter or add to any of the forms.

7. A candidate shall be deemed to have applied for admission to the Association when he has completed the appropriate form, but subject to the approval of the Association.

8. The Council shall have the right of refusing any application without assigning any reason therefor.

9. Every member shall from time to time notify to the Secretary a place of business or residence to be registered as his place of address and the place so from time to time registered shall for the purpose of the Ordinance and these presents be deemed his registered address.

10. If a member shall fail to give a place of address he shall not be entitled to receive notice in advance of any of the General Meetings other proceedings shall be invalidated by reason of his not having received such notice as aforesaid.

11. A notice may be served by the Association upon any member either to the address registered with the Association at the time being or by sending it through the post.

12. The Association in General Meeting may from time to time impose reasonable restrictions as regards the time and manner at and in which the accounts and books of the Association, or any of them shall be open to inspection by the Members, subject, as regards the Register of Members, annual returns, balance sheets and the minute books of proceedings of General Meetings, to the provisions of the Companies Ordinance (Chapter 32). Subject to such restrictions the books and accounts shall be open to their inspection during business hours.

Fees, Subscriptions and Calls

13. The Council may from time to time determine the amount of entrance fees, membership fees, affiliation fees and annual subscriptions shall be payable.

14. There shall be no entrance or annual subscription fee unless otherwise determined by the Council.

15. The Council may, with sanction of a General Meeting, from time to time call upon the members, to contribute funds for the purposes of the Association or any of them, and each member shall pay every call so made as prescribed by the Council; but the calls made in any one year shall not exceed than HK\$ 1,000.00. (or three times the annual subscription fee, whichever is larger)

16. A call shall be deemed to have been made at the time when the resolution of the Council making the same was passed. Fourteen days' notice of any and every call shall be given specifying the time and place of payment and to whom such call shall be paid.

Determination of Membership

17. The rights and privileges of membership shall not be transferable.

18. If any member of any class shall neglect for twelve months to pay any money due from him to the Association, the Council may forth with suspend his privileges of membership and may serve upon him a notice in writing appointing a day and place for payment and a copy of this Article shall be subjoined thereto. If he continues in default for one month after service of such notice, his membership shall cease.

19. Any member who is convicted of any indictable offense shall, ipso facto, cease to be a member of the Association. If from any cause, other than default in payment of money due to the Association it shall be considered by two or more "Council Members" that any member of any class ought to be reprimanded, suspended or removed from membership of the Association, a requisition to that effect setting forth the grounds for the requisition and signed by them shall be forwarded to the Secretary to be laid before the Council for consideration. The Council may also, if it thinks fit, initiate such requisition and statement of grounds. Such requisition shall be read by the Chairman at the next Council meeting. Should the Council resolve then or later not to proceed in the matter, such requisition shall have no effect and in such case the name of the

member in question shall not be entered in the minutes. Should the Council resolve to investigate further they may at their discretion remit the matter to not less than three of their own body for enquiry and report. Should the Council find prima facie grounds for further proceedings either upon this report or upon their first consideration of the requisition and statement of grounds and resolve to proceed it shall be the duty of the Secretary to notify the member concerned that a special Council meeting is about to be held in reference to the said requisition, particulars of which shall accompany such notification, and that he has the option either of retiring within fourteen days from the date of the notice, or of appearing in person before the said special Council meeting to answer the allegation or allegations contained in the said requisition. And if within that period the member sends in his resignation in writing he shall cease to be member, but otherwise at the expiration of such period a special Council meeting shall be convened for the purpose of considering the requisition, and reprimanding, suspending, expelling exonerating or otherwise dealing with the member as the special Council meeting shall decide by resolution, passed by a majority of those present, and they shall communicate and publish such decision as herein before provided.

20. Any member of any class whose membership ceases for any reason shall nevertheless remain liable to pay to the Association all moneys which at the time when his membership ceased may have been due from him.

General Meetings

21. (a) The Annual General Meeting of the Association shall be held in each year at such time and place as may be determined by the Council (but so that not more than fifteen months be allowed to elapse between any two Annual General Meetings) for the purpose of transacting the business of the Association, the election of the Council, and Auditors for the ensuing twelve months and of receiving the income and expenditure account and balance sheet for the past year with the Auditor's Report, and also a report from the Council on the past year's transactions and accounts.

(b) Should the Council fail to call the Annual General Meeting within the specified time, the President for the time being of the Association or any two members may call the same.

(c) A minimum of ten members can request to convene the Annual General Meeting.

22. Any member wishing to bring before the Annual General Meeting any motion not relating to the business stated in Article 23, shall give notice of such motion to the Council through the Secretary two weeks before the date fixed for the Annual General Meeting, and no such motion shall come before the Meeting unless such notice has been given or unless the Council shall see fit to dispense with this rule in any particular case.

23. Extraordinary General meetings of the Association shall be held at such time and place as the Council shall from time to time appoint.

24. Fourteen days' notice at the least of every General Meeting specifying the day, the place, and

the hour of the Meeting, and in the case of special business of the general nature of such business, shall be given to members of all classes, in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by a General Meeting, but to give such notice to or the non receipt of such notice by any member entitled thereto shall not invalidate the proceedings at any General Meeting.

25. At any General Meeting 20 Members or half of the registered members for the time being, whichever is the less, personally present or represented by proxy shall form a quorum, such quorum to be maintained or the Meeting adjourned.

26. The Council may, however, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitions as provided in Section 113 of the Ordinance, or at the request of at least 50 members or one tenth of members, whichever is less.

27. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the Council and Auditors, and the election of officers in the place of those retiring pursuant to there gulations herein contained.

Proceedings at General Meetings

28. The President, or in his absence, the Vice President, shall preside as Chairman at every General Meeting. If neither the President nor the Vice President be present within ten minutes after the time appointed for the Meeting the Members present shall choose one of their numbers to be Chairman of such meeting.

29. The President, or in his absence, the Vice President may, with the consent of any resolution passed by that General Meeting, adjourn the same 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.

30. Questions arising at any General Meeting shall be decided on a show of hands of the Members present, unless a poll is demanded by at least 10 Members or one-third of the members, whichever is the less, present in person and entitled to vote and unless a poll is so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority, and an entry to the effect in the book of proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

31. If a poll is duly demanded, it shall be taken at such time and place and wither immediately or after an adjournment of interval, and either by open voting or by ballot, as the Chairman of the Meeting directs, and the result of the poll shall be deemed the resolutions of the Meeting at which the poll was demanded.

32. The Chairman of a General Meeting shall, in case of an equality of votes whether on a show of hands or on a poll, if a poll is demanded, be entitled to a casting vote in addition to the vote to which his membership entitles him.

33. Every member of any class shall be entitled to receive notice of and to attend every General Meeting. Every Member of the Ordinary Members shall be entitled to one vote. On a poll, votes of Members must be given personally. Associate Members shall not be entitled to vote.

34. No person shall be entitled to be present or to vote on any question at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any money is due from him to the Association.

35. At every General Meeting at which a member of Council retires from office, his retirement shall not take effect until the dissolution of the Meeting.

Office

36. The Association's registered office where the management and superintendence of its business is conducted shall be in Hong Kong and the Council may at its discretion open or close subsidiary district and local offices elsewhere.

Officers and Council

37. The government of the Association shall be by a Council composed of not less than six Council members and they shall be elected amongst the Ordinary Members at the Annual General Meeting of the Association. The First Council Members shall be determined in writing by the subscribers to the Memorandum of Association. One quarter of the current Council Members longest in service since last appointment, shall retire in every General Meeting of the Association but shall be eligible for re-election.

38. The Council members shall then elect from amongst themselves a Chairman, at least one Vice Chairman, a Secretary and a Treasurer and other officers as the Council may deem fit.

39. The Council may at its discretion either in connection with a specific matter or for a period not extending beyond the year of its office, co-opt others being Members of the Association whose assistance they wish, but those co-opted shall not be entitled to vote or to be reckoned towards a quorum.

40. The term of office of the Council Members shall be for the period from the date of appointment to the date of next Annual General Meeting.

41. Retiring Council Members shall be notified by the Secretary of their retirement at least 14 days before the date of the Annual General Meeting.

42. Any member of the Council whose membership of the Association ceases shall ipso facto vacate his office.

43. If any casual vacancy shall occur the Council shall thereupon fill the vacancy, but any person so appointed shall retire at the next Annual General Meeting, but shall be eligible for re election if duly nominated.

The President and the Vice President(s)

44. The Council may at its discretion appoint the President and Vice President(s) of the Association.

Proceedings of Council

45. The President of the Association shall externally represent the Association and internally preside as Chairman at every General Meeting of the Association.

46. The Council shall meet as required. Ordinarily it shall meet four times a year.

47. The Council may make such regulations as it thinks proper so to the summoning and holding of its Meetings, and for the transaction of business thereat, and it may adjourn any Meeting, and may from time to time fix the quorum necessary for the transaction of business but until it shall otherwise determine, four or one half, whichever is less of the members of the council shall form a quorum, such quorum to be maintained or the Meeting adjourned.

48. The Chairman, the Vice Chairman, or any members of the Council, may at any time summon a Special Meeting thereof.

49. The Chairman, or in his absence, the Vice Chairman, shall take the chair at all Meetings of the Council; and if at any Meeting not one of them be present within ten minutes after the time appointed, those present shall choose one of the members of the Council to be Chairman of the Meeting.

50. Questions arising at any meeting of the Council 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.

51. The continuing members of the Council may act, notwithstanding any vacancy in their body, provided the number be not reduced below two. If their number be reduced below two the continuing members may act for the purpose of filling vacancies in the Council or convening a General Meeting of the Association, but for no other purpose.

52. A member of the Council may at any time resign by giving notice in writing to the Secretary but shall not thereby be disqualified from being at any time thereafter to be re elected.

53. If a member of the Council shall, without leave of absence granted by the Council, be absent from the Meetings thereof for a period of six consecutive months the Council may declare his office vacant, and he shall thereupon cease to be a member of the Council.

54. (a) Minutes of the proceedings of every Council Meeting and of attendance thereat respectively, shall be recorded by the Secretary in a book kept for that purpose, and after approval at the next Council Meetings be signed by the Chairman of the Meeting at which they are read.

(b) Every such minute, when so recorded and signed shall, in the absence of proof of error therein, be considered a correct record and as an original proceeding.

55. The Association may by resolution at any Extraordinary General Meeting, of which due notice specifying the object has been given, remove a member of the Council from his office, but fourteen days' previous notice of intention to hold such Extraordinary General Meeting shall be given to such member. Upon such resolution being duly passed he shall cease to be a member of the Council.

56. A Member may be nominated for election upon the Council by any two Ordinary Members at such election the nomination to be sent to the Secretary in writing at least fourteen days before the date of election, together with a notification in writing from such nominee of his willingness to serve upon the council if elected.

57. All lawful acts of the Council and of its appointed Committees and agents in their respective capacity shall be valid, notwithstanding that some defect shall afterwards be discovered to have existed or to have arisen in the appointment of or by the Council in the appointment of any member of the Council or of any such Committee or agent.

Powers of the Council

58. In the government of the Association the Council shall, in addition to the powers and authorities by these Articles expressly conferred upon them, be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting.

59. In the temporary absence of the Secretary, or his inability to act, the Council may appoint any Council Member to act in his stead; and the person so appointed may temporarily exercise all the powers and duties of the Secretary.

60. The Council shall provide for the safe custody of the Seal of the Association, and make regulations as to the use thereof, but the Seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of any two Council Members; and any two Council Members shall sign every instrument to which the Seal of the Association is so affixed in their presence.

Honorary President, Vice President and Adviser

61. The Council Member may appoint any distinguished persons to be Honorary Presidents or Honorary Vice Presidents or Honorary Advisers to the Association, but no honorarium shall be payable to such Honorary Presidents or Honorary Vice- Presidents or Honorary Advisers. They maybe invited to attend any Meeting of Council and of Members and to take part in the discussion but without the power of voting.

Accounts

62. The Council shall cause true accounts to be kept of the moneys received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of the assets, credits, and liabilities of the Association and of all sales and purchases of goods by the Association. The accounts shall be closed on 30th day of September in each year, and a balance sheet containing a summary of the assets and liabilities of the Association on that day shall be prepared, together with an income and expenditure account for the year ending on that day.

63. At the Ordinary General Meeting in each year, or so soon thereafter as the Council shall decide, the duly audited accounts for the year ending 30th day of September last preceding such Meeting with all vouchers and receipts. and also the balance sheet, shall be presented and reported upon by the Treasurer, and at this Meeting the Auditors to the Association shall be represented.

64. A copy of the income and expenditure account and balance sheet shall, not less than twenty one days previous to each Annual General Meeting, be sent to every member entitled to receive notices of General Meetings, together with copies of the Reports of the Council and the Auditors.

65. All entrance fees, subscriptions and other moneys payable to the Association shall be received by the Treasurer or by such personas the Council may from time to time appoint to act temporarily in his place.

66. (a) The Council may, from time to time, make grants to the Scholarship Fund.

(b) The Council may, from time to time, reserve or set apart out of the moneys of the Association, such sums as, in its judgment are necessary or expedient, to be at the discretion of the Council applied in providing a sinking fund to pay off debentures or incumbrances of the Association, or for any other purposes of the Association; but no part of the reserve Fund shall be employed in carrying on the current business of the Association, except in pursuance of an unanimous resolution of a Meeting of the Council, unless and until the claims, liabilities, debentures, and incumbrances or other purposes for which such Reserve Fund was set apart shall have been fully discharged, satisfied, or ended.

67. All moneys received shall be kept in an appointed bank, and all cheques shall be signed by any two Council Members so authorised by the Council from time to time. The receipts of the

Association shall be signed by any person(s) so authorised by the Council from time to time for all moneys coming to the Association shall be a sufficient discharge.

Committees

68. Without prejudice to the extent of the general powers which the Council is authorised to confer on any Committee or Committees:

(a) Every Committee appointed shall remain in office until it is discharged by the Council. Following the Annual General Meeting the Council shall at its first meeting review its Committees and reorganise them at its discretion.

(b) The minutes of all Committees shall be reported from time to time to the Council.

(c) Whenever a Committee does any lawful act which the Council is authorised by these presents to do, such committee shall do so in its own name and not in the name of the Council, but may refer to the powers herein given to it to act on behalf of the Council.

69. Any occasional vacancy or vacancies in any Committees maybe filled up by the Council, but the continuing members of such Committee may act notwithstanding any vacancy or vacancies, so long as their number does not fall below three.

70. The quorum for a meeting of any Committee shall be three members personally present unless otherwise determined by the Council.

- END -