

**I hereby certify that this is a
true and complete copy of a
certified copy of the original**



Lai, Ody A

Secretary of the University of
Hong Kong School of Professional
and Continuing Education Alumni Limited

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE UNIVERSITY OF HONG KONG

SCHOOL OF PROFESSIONAL AND CONTINUING EDUCATION
ALUMNI LIMITED

香港大學專業進修學院校友會有限公司

Incorporated the 11th day of March , 2004

HONG KONG

(Amended pursuant to Special Resolutions
dated 8.9.2005 and 1.9.2006 and 11.10.2007 and
30.11.2010 and 23.01.2014 respectively)

No. 888502

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that
THE UNIVERSITY OF HONG KONG
SCHOOL OF PROFESSIONAL AND CONTINUING EDUCATION
ALUMNI LIMITED

香港大學專業進修學院校友會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
and that this Company is limited by guarantee.

Issued by the undersigned this 11th day of March 2004

(sd.) Miss R. Cheung
for Registrar of Companies
Hong Kong

THE COMPANIES ORDINANCE

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

The University of Hong Kong

School of Professional and Continuing Education Alumni Limited

香港大學專業進修學院校友會有限公司

General

1. The name of the Company is “The University of Hong Kong School of Professional and Continuing Education Alumni Limited 香港大學專業進修學院校友會有限公司” (hereinafter called “the ALUMNI”).
2. The Registered Office of the ALUMNI will be situated in Hong Kong.
3. The objects for which the ALUMNI is established are:-
 - (a) To maintain and foster the bonds of friendship among students and staff, current and past, of the School of Professional and Continuing Education of the University of Hong Kong (“HKU SPACE”) and to afford means whereby they may be kept in touch with the activities of HKU SPACE and the University of Hong Kong (“the University”) and to assist, wherever possible, in furthering the interests of HKU SPACE and the University.
 - (b) To establish and foster friendly relationship between students and staff, current and past, of HKU SPACE, other educational institutions and professional organizations.
 - (c) To mobilize the strength of students and staff, current and past, to promote lifelong learning so as to improve the general quality of life in Hong Kong.
 - (d) To promote cultural, educational, scientific and social activities among

students and staff, current and past, of the HKU SPACE, and to establish and maintain social contacts with other educational, cultural and professional institutions in Hong Kong.

- (e) To promote and cater for the welfare and interests of students and staff, current and past, of the HKU SPACE.
- (f) To maintain and foster a supportive and mutually beneficial relationship with the ALUMNI and the HKU SPACE, and to promote the vision and mission of the HKU SPACE.
- (g) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons including scholarship funds to existing students of the HKU SPACE.
- (h) Subject to the provisions of Section 17 of the Companies Ordinance, Chapter 32 and the Charities (Land Acquisition) Ordinance 1958, to purchase, take or lease, or in exchange, hire or otherwise acquire any lands or buildings and any rights or privileges necessary or convenient for the purposes of the ALUMNI.
- (i) To borrow any money required for the purpose of the ALUMNI upon such terms and on such securities as may be determined by the ALUMNI in a General Meeting.
- (j) To invest the moneys of the ALUMNI not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (k) To organize institutions for the advance of social welfare and general education for the public.
- (l) To carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management of superintendence of schools, either primary or secondary or for higher education, and either free or at reduced fees, hostels, hospitals, clinics, maternity homes, nurseries, dispensaries, orphanages, homes for the aged and stations for benevolent purposes.

- (m) To accept subscriptions, donations, devises and bequests of any movable or immovable property or funds for all or any of the purposes aforesaid.
- (n) To manage, improve and maintain all or any part of the lands, buildings, easements and property of the ALUMNI and to demise, underlet, exchange, mortgage, sell or otherwise deal with and dispose of the same either together or in portions, and for such considerations as the ALUMNI may think fit, and, in particular, for shares, debentures or securities of any company purchasing the same.
- (o) To open and operate banking account or accounts with any bank or banks for the purposes of the ALUMNI and for such purposes to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (p) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. Every member of the ALUMNI undertakes to contribute to the assets of the ALUMNI, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the ALUMNI contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one dollar.

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.

THE COMPANIES ORDINANCE

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

The University of Hong Kong

School of Professional and Continuing Education Alumni Limited

香港大學專業進修學院校友會有限公司

Interpretation

1. The “ALUMNI” means the Company registered as “The University of Hong Kong School of Professional and Continuing Education Alumni Limited 香港大學專業進修學院校友會有限公司”.

The “HKU SPACE Alumni Affairs Office” means the Alumni Affairs Office of HKU SPACE which acts as the secretariat arm of the ALUMNI.

(Added, 1.9.2006)

The “Council” means the Council Members of the Council hereby constituted.

(Amended, 30.11.2010 and 23.01.2014)

The “Hon Secretary” means the Honorary Secretary of the ALUMNI.

“General Meeting” means a General Meeting of the Members of the ALUMNI whether Annual or Extraordinary.

The Ordinance means the Hong Kong Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

The Articles of Association and Bye-Laws shall together form the Rules of the ALUMNI.

Any word denoting the masculine gender shall include the feminine gender or vice versa.

Membership

2. The ALUMNI, for the purpose of registration, is declared to consist of an unlimited number of members.
3. The ALUMNI is established for the purposes as expressed in the Memorandum of Association.
4. Only persons described in Articles 8, 9, 12 - of this Articles of Association are eligible for membership of the ALUMNI.
5. The first members of the ALUMNI shall be:-
 - (a) the signatories to the Memorandum of Association and these Articles;
 - (b) every person who was at the date of the incorporation of the ALUMNI of the said unincorporated HKU SPACE ALUMNI (香港大學專業進修學院校友會) and who shall not within two months from the date of incorporation give notice in writing to the Honorary Secretary of the ALUMNI that he does not desire to be a Member of the ALUMNI.

6. The Members of the ALUMNI ("Members") shall be divided into the following categories:-

Life Members

Ordinary Members

Voting Members

Honorary Members

Honorary Presidents

Honorary Consultants

(Amended, 1.9.2006 and 11.10.2007 and 30.11.2010)

7. (Deleted, 1.9.2006)
8. **ORDINARY MEMBERS**- Enrolled students and past students of HKU SPACE short courses or award-bearing courses, teaching or administrative staff of HKU SPACE, shall automatically become ORDINARY MEMBERS, unless they give written notice to the ALUMNI declining to become Ordinary Members. Ordinary Members shall not have the right to attend, hold office, or vote at any General Meeting of the ALUMNI.

(Amended, 1.9.2006 and 30.11.2010)

9. **LIFE MEMBERS-** Enrolled students and past students of HKU SPACE short courses or award-bearing courses, teaching or administrative staff of HKU SPACE who have a vision of promoting lifelong learning and are committed to contributing to the ALUMNI, who are considered by the Council as fit and proper and subject to the approval of the Council, are entitled to become LIFE MEMBERS. Life Members shall have the right to attend any General Meeting of the ALUMNI.

(Amended, 1.9.2006 and 30.11.2010)

VOTING MEMBERS – Members who have been Life Members for not less than 2 years (unless otherwise approved by the Council) and are considered as fit and proper by the Council, are entitled to become VOTING MEMBERS. Among Members of the ALUMNI, only Voting Members shall have the right to vote and to be elected as Council Officers at any General Meeting of the ALUMNI. Voting Members shall be nominated and elected by the ALUMNI Council. The term of Voting Member shall be determined by the Council from time to time.

(Added, 30.11.2010)

10. (Deleted, 1.9.2006)

11. (Deleted, 1.9.2006)

12. **HONORARY MEMBERS-** Members of HKU SPACE Advisory Board, Board for Continuing and Professional Education and Lifelong Learning, HKU SPACE Board of Directors and benefactors of the ALUMNI who have contributed outstanding services to the ALUMNI and are considered by the Council to be fit and proper may, subject to the approval of the Council, be invited to become HONORARY MEMBERS. Honorary Members shall enjoy all the privileges of members, and shall have the right to attend but not to hold office and vote at any General meeting of the ALUMNI.

HONORARY PRESIDENTS- The retired Presidents shall be the Honorary Presidents of the ALUMNI who shall enjoy all the privileges of members, and shall have the right to attend but not to hold office and vote at any General Meeting of the ALUMNI.

HONORARY CONSULTANTS- The retired Directors of HKU SPACE shall be the Honorary Consultants of the ALUMNI who shall enjoy all the privileges of members, and shall have the right to attend but not to hold office and vote at any General Meeting of the ALUMNI.

(Amended, 1.9.2006 and 11.10.2007)

Application

13. Application for Life Membership shall be made on the prescribed Application Form and delivered to the Hon Secretary of the Council via the HKU SPACE Alumni Affairs Office. The Council shall have the right of refusing any application without assigning any reasons therefore.

(Amended, 1.9.2006)

14. Recommendation of Honorary Members may be made by the Honorary Secretary to the Council. Resolutions in this respect shall be passed by two-thirds majority of votes of all Council Officers present and voting.

(Amended, 1.9.2006 and 30.11.2010)

Registration Fee and Membership Subscription

15. (Amended, 8.9.2005 and 1.9.2006 and deleted, 30.11.2010)

16. The Registration Fee and Membership Fee for all categories of Membership shall be determined by the Council from time to time.

(Amended, 30.11.2010)

17. Registration Fee and Membership Fee are not refundable.

(Amended, 30.11.2010)

18. Any Member may at any time withdraw from the ALUMNI by giving notice in writing to the Hon Secretary or Alumni Affairs Office.

19. Any Member who shall by any means cease to be a Member, shall nevertheless remain liable for and shall pay to the ALUMNI all moneys which at the time of his ceasing to be Member shall be due from him to the ALUMNI.

Council

20(a) The ALUMNI shall have a Council consisting of a minimum of 18 and maximum of 24 members.

(Amended, 11.10.2007 and 30.11.2010 and 23.01.2014)

(b) The Council shall have Officers who are Members in the following capacities:

- (i) President
- (ii) Deputy President
- (iii) First Vice-President
- (iv) Second Vice-President
- (v) Honorary Secretary
- (vi) Honorary Treasurer

(Added, 23.01.2014)

(c) The Council shall have Ex-officio Members in the following categories:

- (i) Immediate Past President
- (ii) Director of HKU SPACE
- (iii) Not more than 3 members of the HKU SPACE appointed by the Director

(Added, 23.01.2014)

21. (Deleted, 23.01.2014)

22. With the exception of the Ex-officio Members as defined in Article 20(c), all Council Members shall be elected at the Annual General Meeting. The term of office of Council Members shall be a maximum of 6 consecutive years.

(Amended, 11.10.2007 and 30.11.2010 and 23.01.2014)

Power of the Council

23. The management of the activities, affairs and business of the ALUMNI shall be vested in the Council who may pay all the expenses incurred in the formation and registration of the ALUMNI and may exercise all such powers and do all such acts and things as the ALUMNI is by its Memorandum and Articles of Association in otherwise authorized to exercise and do and are not hereby or by Ordinance required to be exercised or done by the ALUMNI in general meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being in consistent with these Articles) from time to

time made by the ALUMNI 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.

(Amended, 30.11.2010)

24. Deleted, 23.01.2014)

25. Deleted, 23.01.2014)

26. Deleted, 23.01.2014)

27 (a)If any vacancy shall occur among the Council Officers, the Council shall have power to appoint a Council Member of the ALUMNI as they deem fit to fill the office so vacated until the next General Meeting.

(Added, 23.01.2014)

(b)If any vacancy shall occur in the Council, the Council shall have power to appoint a Voting Member of the ALUMNI as they deem fit to fill the office so vacated until the next General Meeting.

(Amended, 30.11.2010 and 23.01.2014)

28. The Council shall have power at any time to appoint Sub-Committees or Committees for purposes as they deem fit and may determine the powers, functions and duties of such Sub-Committees or Committees.

29. The Council shall have power to award honorary membership to anyone in recognition of outstanding services for the furtherance of the welfare and interests of students and staff, current and past, of the HKU SPACE.

30. The Council shall have power to convene the AGM or EGM and to fix the date, time and place for such meeting.

Proceedings of the Council

31. The Council may meet together for the dispatch of business; adjourn and otherwise regulate their meetings and business as they think fit. Meetings of the Council may be convened on the request of the President or the Deputy President or by requisition in writing signed by two Council Members stating the objects for which such meetings are to be convened and forwarded to the

Hon Secretary. A Council Member who is absent abroad shall be entitled to notice of a meeting.

(Amended, 30.11.2010 and 23.01.2014)

32. The President or in his absence the Deputy President shall preside at meetings of the Council or, in their absence, one of the Vice Presidents present shall preside at such meetings.

33. The quorum necessary for the transaction of the business of the Council shall be five Council Members personally present.

(Amended, 30.11.2010 and 23.01.2014)

34. Questions arising at any meeting shall be decided by a majority on a show of hands and, in case of equality of votes, the chairman of the meeting shall have a second or casting vote.

35. The continuing Council Members may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the necessary quorum of Council Members, the continuing Council Members may act for purpose of (a) admitting persons to membership of the ALUMNI (b) filling up vacancies in their body from Voting Members (c) awarding honorary membership to anyone in recognition of outstanding services for the furtherance of the welfare and interests of students and staff, current and past, of the HKU SPACE or (d) summoning an Annual General Meeting or Extraordinary General Meeting of the ALUMNI but for no other purpose.

(Amended, 30.11.2010 and 23.01.2014)

36. The Council may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing approved by the majority of the Council Members thereof shall be valid and effectual as if it had been passed at a meeting of the Council.

(Amended, 30.11.2010 and 23.01.2014)

37. A Council Member may not receive any salary or remuneration but he shall be indemnified out of the funds of the ALUMNI in respect of traveling and other expenditure properly incurred in and about the affairs of the ALUMNI.

(Amended, 30.11.2010 and 23.01.2014)

38. Except as provided in Article 34 a meeting of the Council Members of the Council for the time being at which a quorum is present shall be competent to

exercise all the authorities, powers and discretions by or under the regulations of the ALUMNI for the time being vested in the Council generally.

(Amended, 30.11.2010 and 23.01.2014)

39. The Council shall cause proper minutes to be made in books provided for the purpose:-

- (a) Of all appointments of Committees or Sub-Committees made by the Council;
- (b) Of the names of the Council Members present at each meeting of the Council and of any Committees, Sub-Committees thereof;
- (c) Of all resolutions and proceedings at all meetings of the ALUMNI, and of the Council, Committees and Sub-Committees of Council.

(Amended, 30.11.2010 and 23.01.2014)

Disqualification of Council Members

40. The office of a Council Member shall be vacated if:-

- (a) He is found lunatic or becomes of unsound mind;
- (b) He resigns his office by notice in writing to the ALUMNI;
- (c) He is frequently absent from meetings of the Council and is voted out of office by the majority of the Council;
- (d) He is directly or indirectly interested in any contract with the ALUMNI and fails to disclose the nature of his interest in manner required by Section 147 of the Ordinance.

(Amended, 30.11.2010 and 23.01.2014)

41. Subject to Clause 4 of the Memorandum of Association, a Council Member shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

(Amended, 30.11.2010 and 23.01.2014)

General Meeting

42. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the ALUMNI in General Meeting, or in default at such time in the third month following that in which the anniversary of the ALUMNI's incorporation occurs, and at such place as the Council appoint.

43. The above mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary General Meetings.

44. The Council may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on the requisition of not less than ten Voting Members.

(Amended, 30.11.2010)

Notice of General Meeting

45. Subject to provision of subsection (2) of Section 116 of the Ordinance relating to special resolutions fourteen days' notice at the least (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given to such persons as are, under the rules of the ALUMNI, entitled to receive such notice from the ALUMNI.

46. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meetings.

Proceedings at General Meetings

47. 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 sheet, and the reports of the Council and auditors, the election of Council Members and the appointment of the auditors and the fixing of their remuneration.

(Amended, 30.11.2010 and 23.01.2014)

48. No business shall be transacted at any General Meeting unless a quorum of Voting Members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than twelve such Voting Members.

(Amended, 30.11.2010)

49. If within half an hour from the time appointed for the meeting quorum is not present, the meeting, if convened upon the requisition of Voting Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, if at the adjourned meeting a quorum is not present all Voting Members present who are entitled to vote thereat shall be a quorum.

(Amended, 30.11.2010)

50. The President and in his absence the Deputy President shall preside as the chairman at every General Meeting of the ALUMNI. If at any meeting the President or the Deputy President shall not be present within thirty minutes after the time appointed for holding the meeting, or if they shall have previously notified the ALUMNI of their intention of not being present, one of the Vice-Presidents shall preside, or if no Vice-Presidents being present, one of the Council Officers shall preside. If no Council Officer shall preside or willing to take the chair, the Voting Members present who are entitled to vote shall choose one of their Voting Members to preside.

(Amended, 30.11.2010)

51. The chairman of the 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 the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the manner provided by Article 46 hereof. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

52. Questions arising at any General Meeting shall, save and except as herein otherwise provided, be decided by a majority on a show of hands, and a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the ALUMNI shall be conclusive evidence of the fact, without proof, of the number or proportion of the vote recorded in favour of or against that resolution.

(Amended 1.9.2006)

53. In the case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

54. Every Voting Member personally present and entitled to vote shall have one vote.

(Amended, 30.11.2010)

Election of President, Deputy President and Vice-President

55. (Amended, 1.9.2006 and deleted, 30.11.2010)

Election of the Members of the Council

56. (a) All Council Members of the ALUMNI, except ex-officio members of the Council, shall be elected at the Annual General Meeting from among Voting Members of the ALUMNI. The number of Council Members shall be decided by the Council prior to the Annual General Meeting. A candidate for election as a Council Member must be a Voting Member of the ALUMNI and must be proposed by one Voting Member and seconded by another Voting Member in the Annual General Meeting, and must have given his consent to accept the post if elected. Such proposal must be sent to the Honorary Secretary not less than three days before the Annual General Meeting. If the Honorary Secretary shall receive no nomination or fewer nominations than the number of Council Members decided by the Council, the Council shall have a right to nominate a candidate or candidates as the case may be. All nominations shall be posted on the Notice Board of the ALUMNI. At the Annual General Meeting, Council Members shall be elected from among such nominees.
- (b) The President, Deputy President, First Vice-President, Second Vice-President, Honorary Secretary and Honorary Treasurer shall be elected by Council Members from among themselves.

(Amended, 1.9.2006 and 11.10.2007 and 30.11.2010 and 23.01.2014)

Hon Legal Advisor

57. An Hon Legal Advisor shall be elected at the Annual General Meeting. The Hon Legal Advisor to be elected may or may not be Members of the ALUMNI, and shall hold office till the next Annual General Meeting.

Patron

58. Any person of distinction may be invited by the Council to become Patron of the ALUMNI. The person who has accepted to be Patron of the ALUMNI shall continue to remain as Patron until he resigns or leaves the Hong Kong for good.

General Matters Relating to Members of the ALUMNI

59. If any Member violates any of the Articles of Association or Bye-laws of the ALUMNI or if his conduct shall, in the opinion of any Council Member or of any ten Voting Members of the ALUMNI (who shall certify the same in writing to the Council) be injurious to the character or interests of the ALUMNI or be derogatory to such Member's station in society, it shall be the duty of the Council to invite the Member complained of by letter to give an explanation of his conduct and to appear before a meeting of the Council convened to consider his case.

(Amended, 30.11.2010 and 23.01.2014)

60. If the Member complained of shall not explain his conduct to the satisfaction of the Council, they shall call upon such Member to resign, and should he not do so within a week, his name shall subject to Article 62 hereof, be removed from the list of Members and he shall ipso facto cease to be a Member of the ALUMNI, provided always that the decision calling upon him to resign shall be supported by at least two-thirds of the Council present at such meeting.

61. The Council shall on the written requisition of the Member affected by their decision under the preceding clause convene an extraordinary meeting of the ALUMNI for the purpose of reviewing their decision provided that the requisition shall be signed by at least ten Voting Members of the ALUMNI and deposited with the Secretary of the ALUMNI within fourteen days following the decision of the Council under the preceding Article calling upon such Member to resign.

(Amended, 30.11.2010)

62. The Council may in all cases reconsider their own determination upon being requested so to do by writing signed by any ten Voting Members of the ALUMNI.

(Amended, 30.11.2010)

63. A Council Member shall not act as a member of the Committee at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is the complainant.

(Amended, 30.11.2010 and 23.01.2014)

64. No Member shall participate in any of the advantages of the ALUMNI until he shall have paid his Registration Fee or any other claim the ALUMNI may have against him.

Seal

65. The Honorary Secretary shall affix the Seal of the ALUMNI, with the authority of the Council and in the presence of at least one other Council Member to all instruments requiring to be sealed, and all such instruments shall be signed by the two Council Members present, one of whom shall be the Honorary Secretary.

(Amended, 30.11.2010 and 23.01.2014)

Accounts

66. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the ALUMNI and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the ALUMNI.
67. The books of account shall be kept at the registered premises of the ALUMNI, or at such other place or places as the Council think fit, and shall be opened at any time to the inspection of any Council Member.

(Amended, 30.11.2010 and 23.01.2014)

68. The Council from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the ALUMNI or any of them shall be opened to the inspection of Members not being Council Members and no Member shall have any right of inspecting any account or book or document of the ALUMNI except as conferred by Statues or by the Memorandum of Association or authorized by the Council or by the ALUMNI in a general meeting.

(Amended, 30.11.2010 and 23.01.2014)

69. The Council shall from time to time in accordance with Section 122 of the Ordinance cause to be prepared and laid before the ALUMNI in General Meeting such Income and Expenditure accounts, Balance Sheet and Reports as are referred to in that Section.

70. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the ALUMNI in General Meeting together with a copy of the auditors report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meeting of the ALUMNI.

Audit

71. Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance (Chapter 32 of the Revised Edition).
(Amended, 23.01.2014)

Bye-Laws

72. The ALUMNI may with the approval of the Annual General Meeting or Extraordinary General Meeting and subject to the terms of these Articles from time to time make, add to alter and repeal Bye-laws for the regulation of the ALUMNI, its Council Members and employees or the Members thereof of any section thereof and as to the use or enjoyment of the ALUMNI or any part thereof.
(Amended, 30.11.2010 and 23.01.2014)
73. Any such alteration, addition or repeal of the existing or any new Bye-laws or any addition thereto or alteration or repeal thereof, shall be binding on all Members. They shall be mailed to all Members and shall be entered in a book to be kept by the Secretary for that purpose and such book shall be open to the inspection of all Members.
74. If at any time and for whatever reason that the Council by majority considers it not viable for the ALUMNI to be continued it shall summon an Extraordinary General Meeting to be convened as provided by Article 45 and such meeting may by special Resolution declare that the ALUMNI ought to be wound up, and it shall be wound up accordingly.

Indemnity

75. Every Council Member or other servant of the ALUMNI shall be indemnified out of the funds of the ALUMNI against all liability incurred by him as such Council Member or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or in connection with an application under the Ordinance in which relief is granted to him by the Court.

(Amended, 30.11.2010 and 23.01.2014)