

THE COMPANIES ORDINANCE (CHAPTER 32)

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Company Limited by Guarantee  
and not having a Share Capital

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**MEMORANDUM OF ASSOCIATION**

**OF**

**MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED**

瑪利諾修院學校基金有限公司

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1. The name of the Company is “MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED 瑪利諾修院學校基金有限公司” (hereinafter called “the Foundation”).
2. The registered office of the Foundation will be situated in the Hong Kong Special Administrative Region.
3. The objects for which the Foundation is established are:-
  - A. (a) To be the school sponsoring body of the Catholic girls schools known as “Maryknoll Convent School (Primary Section)” “瑪利諾修院學校(小學部)”, “Maryknoll Convent School (Secondary Section)” “瑪利諾修院學校(中學部)” and other Catholic girls schools in Hong Kong in accordance with the Education Ordinance or otherwise participate in the operation and administration of such schools;
  - (b) To provide all-round, affordable and quality education for girls in accordance with the Vision and Mission as incorporated in Appendix 1;
  - (c) To promote Christian values in a school setting;

- (d) To offer financial assistance to needy students; and
- (e) To raise money for the promotion of quality education generally and for the Maryknoll Convent School Educational Trust in particular (so long as it remains a charitable trust).

B. In furtherance of the objects set out in Section A of this Clause but not otherwise, the Foundation shall have the power:-

- (a) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage school buildings and facilities and other premises.
- (b) To purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal estate or property and to sell, manage, lease, dispose of or otherwise deal with the same.
- (c) To construct, maintain and alter any house, buildings or works.
- (d) To employ all such officers and employees as may be required.
- (e) To procure contributions to the Foundation and to accept subscriptions, donations and any gifts of property (of whatever nature and whether or not subject to any trust) and devises and bequests for all or any of the objects aforesaid.
- (f) To sell and dispose of, to lease and accept surrenders of leases of real estate and generally to manage and expend all monies belonging to the Foundation.
- (g) To print and publish any publications.
- (h) To invest any moneys of the Foundation.

- (i) To undertake and execute any trusts or any agency.
- (j) To grant pensions, allowances and gratuities to and to provide provident funds and other retirement benefits for employees and ex-employees of the Foundation and their dependants.
- (k) To collaborate or amalgamate with any entities having exclusively charitable objects similar to those of the Foundation and which prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed upon the Foundation by virtue of Clause 4 of this Memorandum.
- (l) To transfer all or any part of the property, assets, liabilities and engagements of the Foundation to any one or more of the entities with which the Foundation is authorized to amalgamate.
- (m) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the objects set out above.

C. Provided that:-

- (a) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Foundation shall not extend to the regulation of relations between employees and employers or organizations of employees and organizations of employers.
- (c) There shall be excluded all the powers set forth in the Seventh Schedule of the Companies Ordinance which would otherwise be included among the powers of the Foundation by virtue of Section 5(5) of the Companies Ordinance.

4. The income and property of the Foundation shall be applied solely towards meeting the objects of the Foundation as set forth in this Memorandum of Association. No portion of the said income and property 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 Foundation, provided that nothing herein shall prevent:-
  - (a) the payment in good faith of reasonable and proper remuneration to any officer or employee of the Foundation or to any Member of the Foundation not being a Member of the Council in return for any service actually rendered to the Foundation;
  - (b) the payment of reasonable and proper rent for premises demised or let by any Member to the Foundation.

No Councillor shall be appointed to be a salaried officer or to any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Foundation to any Councillor except repayment of out-of-pocket expenses, or reasonable and proper rent for premises demised or let to the Foundation.

5. The liability of the Members is limited.
6. Every Member of the Foundation undertakes to contribute to the assets of the Foundation if it is wound up while that Member is a Member, or within one year after ceasing to be a Member, as may be required to pay off the debts and liabilities of the Foundation contracted before ceasing to be a Member and the costs of winding up and to adjust the rights of the contributories among themselves, such amount not exceeding the sum of One Hundred Hong Kong Dollars.
7. If upon the winding up or dissolution of the Foundation 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 Foundation but shall be given or transferred to another institution or other institutions which have charitable objects substantially similar to the objects of the Foundation and which prohibit the distribution of their income and property by way of dividend or otherwise amongst

their members to an extent at least as great as is imposed upon the Foundation by virtue of Clause 4 of this Memorandum, such institution or institutions to be determined by the Members at or before the time of the dissolution or in default by a Judge of the High Court of Hong Kong. If effect cannot be given to the aforesaid provision, then the property shall be given or transferred to some charitable object.

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

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Names, Addresses and Descriptions of Subscribers

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Dated the 9th day of March 2013.

WITNESS to the above signatures:-

(Sd.)  
Solicitor,  
Room 1225, 12<sup>th</sup> Floor,  
Prince's Building,  
10 Chater Road, Central,  
Hong Kong.

## **Appendix 1**

### **VISION AND MISSION**

#### **Our Vision**

**We envision** our students to embrace the Maryknoll spirit signified by the school motto "*Sola Nobilitas Virtus*" (Virtue Alone Ennobles).

**We envisage** our students to be individuals with moral, ethical and religious values, intellectually competent, compassionate in serving others and capable of continuing self-development to meet the challenges in life and to contribute to society.

**We see** our students as informed and innovative, analytical and critical, responsible and adaptable, moral and ethical members of society.

#### **Our Creed and Values**

**We believe** that each person is formed in God's image. We wish our students to know through Jesus Christ the hope and the meaning of life and to liberate their minds from ignorance and their hearts from prejudice.

**We believe** in the dignity of each student.

**We believe** that education is essential to a just society.

#### **Our Mission**

**We provide** all-round, quality and affordable education for girls.

**We develop** in every student a thirst for knowledge, an ability to self-learn, and a spiritual, intellectual, aesthetical, physical and social balance. We encourage our students to pursue excellence in their respective interests and realize their potential to the full.

**We inculcate** basic skills for our students to grow as individuals and in a group, to be responsible citizens with an appreciation of Chinese culture and of the world around them.

**We stimulate** our students to develop initiative in learning and awareness of its relevance to themselves, to life and to others.

**We instill** in our students an awareness of the importance of trust and integrity and an appreciation for co-operative teamwork and respect for others.

**We train** our students to have high moral standards, to be socially and environmentally aware and to be useful, contributory and responsible members of the community.

**We co-operate** with teachers, parents and society to promote and maintain a safe, healthy and happy environment for quality education.

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**ARTICLES OF ASSOCIATION**

**OF**

**MARYKNOLL CONVENT SCHOOL FOUNDATION LIMITED**

瑪利諾修院學校基金有限公司

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**Interpretation**

1. In these Articles the following expressions have the following meanings, namely:-

“Alternate Sponsoring Body Manager” means alternate sponsoring body manager in accordance with the Section 40AB of the Ordinance;

“Appointed Councillor” means Councillor appointed by the Council pursuant to Appendix 2B;

“Appointed Councillor Nomination Form” has the meaning ascribed to it in Paragraph 4 of Appendix 2B;

“Articles” means the Articles of Association of the Foundation for the time being;

“Auditors” means the person or persons appointed to audit the accounts of the Foundation;

“Chairperson” means the Chairperson for the time being of the Council;

“Council” means the Council of the Foundation constituted in accordance with these

Articles;

“Council By-election” has the meaning ascribed to it in Paragraph 10 of Appendix 2A;

“Council Election” means election held during a general meeting to fill the vacancies for Elected Councillors;

“Council Election Nomination Form” has the meaning ascribed to it in Paragraph 2 of Appendix 2A;

“Councillor(s)” means the member(s) of the Council of the Foundation including Elected Councillor(s), Appointed Councillor(s) and ex officio Councillor(s);

“Councillor Appointment Meeting” means Council meeting scheduled to select Appointed Councillors to fill vacancies for Appointed Councillors;

“Day” means calendar day unless otherwise stated;

“Elected Councillor” means Councillor elected by Executive Members pursuant to Appendix 2A;

“Foundation” means Maryknoll Convent School Foundation Limited 瑪利諾修院學校基金有限公司;

“IMC” means the Incorporated Management Committee of any school of which the Foundation is the school sponsoring body ;

“Liabilities” means losses, expenses and /or costs arising out of claims relating to the Schools and the Foundation;

“MCS Section” means either Primary Section or Secondary Section;

“Manager” means a person registered under the Education Ordinance as a manager of the School;

“Maryknoll Representative” means the Regional Administrator of Maryknoll or a Catholic cleric or religious person designated by the Regional Administrator of Maryknoll;

“Member” means a member of the Foundation;

“Memorandum” means the Memorandum of Association of the Foundation for the time being;

“Ordinance” means the Education Ordinance;

“Primary Section” means Maryknoll Convent School (Primary Section);

“Primary Section IMC” means IMC of the Primary Section;

“Principal Selection Committee” means the Principal Selection Committee of any IMC ;

“Regional Administrator of Maryknoll” means Administrator in Hong Kong of the Maryknoll Sisters of St Dominic for the time being;

“Regular Sponsoring Body Manager” means sponsoring body manager in accordance with Section 40AB of the Ordinance;

“SBR Election Day” means the day scheduled to elect Sponsoring Body Representatives to the Principal Selection Committee of an IMC;

“SSB By-election” means election held to fill the vacancies for Sponsoring Body Manager(s) between regularly scheduled SSB Election;

“SSB By-election Day” means the day scheduled for By-election;

“SSB Election” means regularly scheduled election when Sponsoring Body Manager(s) are required to be selected to sit on an IMC which shall take place during a Council meeting;

“SSB Election Day” means the day scheduled for SSB Election;

“SSB Nomination Form” has the meaning ascribed to it in Paragraph 3 of Appendix 3A;

“School” means “Maryknoll Convent School (Primary Section) 瑪利諾修院學校(小學部)”, “Maryknoll Convent School (Secondary Section)瑪利諾修院學校(中學部)” or any other school of which the Foundation is the school sponsoring body and “Schools” mean all of them;

“Seal” means the common seal of the Foundation;

“Secondary Section” means Maryknoll Convent School (Secondary Section);

“Secondary Section IMC” means IMC of the Secondary Section;

“Secretary” means the Secretary of the Foundation for the time being;

“Sponsoring Body Managers” means Regular Sponsoring Body Managers and Alternate Sponsoring Body Managers;

“Sponsoring Body Representatives” means representatives appointed by the Council to sit on the Principal Selection Committee of any IMC;

“Supervisor” means supervisor of a School;

“Supervisor Election” means election of Supervisor of a School;

“Supervisor Election Day” means the day scheduled to elect the Supervisor of a School;

“Vice-Chairperson” means the Vice-Chairperson for the time being of the Council.

“Vision and Mission” means Appendix 1 of the Memorandum of Association of Maryknoll Convent School Foundation Limited.

2. These Articles shall be construed with reference to the Companies Ordinance and expressions used in these Articles, unless otherwise defined or stated, shall have the meanings thereto respectively assigned by the Companies Ordinance.
3. Words importing one gender also include the other.

### **Membership Generally**

4. There shall be three classes of membership, namely:-
  - (a) Ordinary Members;
  - (b) Executive Members; and
  - (c) Life Members.
5. For the purposes of registration, the number of Members of the Foundation is declared to be unlimited.
6. Acceptance of membership of the Foundation binds each Member to the observance of the Memorandum and Articles in force for the time being. The Council shall have the right to refuse any application for membership without assigning any reason for such refusal.
7. The rights and privileges of every Member shall be personal and shall not be transferred by the Member’s own act or by operation of law and shall cease upon death or upon the Member ceasing from any cause to be a Member under the provisions of these Articles.

8. Every Member that is required to pay an annual subscription shall on such date as determined by the Council (the “Stipulated Date”) pay to the Foundation the annual subscription in respect of that year in such amount as shall from time to time be determined by the Council. The name of any Member whose subscription is unpaid on the Stipulated Date shall be deemed to have been deleted from the list of Members unless the Council decides otherwise for fit and proper purpose. The Council may re-instate the membership of any person on such terms as it considers fit.

9. If a Member has behaved in a manner that is or is likely to be injurious to the reputation or interests of the Foundation, it shall be lawful for the Council to resolve to suspend that Member for such time as the Council considers fit or to expel that Member upon which the name of that Member shall be deleted from the list of Members.

Provided that at least one week before the meeting at which any such resolution is passed, the Secretary shall serve on the Member a notice of the meeting and of the intended resolution and the Member shall at such meeting and before the passing of such resolution have an opportunity to attend and be heard. The Member may be legally represented on such occasion.

10. Any Member wishing to resign from the Foundation may do so by giving one month’s written notice to the Secretary of such intention and upon the expiry of the notice that Member’s name shall be deleted from the list of Members.

11. With effect from any deletion of a Member’s name from the list of Members for any cause, that Member shall cease to be a Member and shall not be entitled to any refund of any monies paid to the Foundation by way of subscription or otherwise, and such deletion shall not extinguish any liability pursuant to the Companies Ordinance or the Memorandum and Articles.

### **Ordinary Members**

12. Any former student who has completed at least one academic year of studies in any of the Schools, or any former teacher who has worked full time for at least one academic year at any of the Schools, or any Maryknoll Sister may apply to become an Ordinary Member.
13. Except for Maryknoll Sisters who shall not be required to pay any entrance fee or annual subscription, Ordinary Members shall pay such entrance fee and annual subscription as shall be determined by the Council from time to time.
14. Ordinary Members shall have the right to receive notice of and to attend and speak at General Meetings of the Foundation and to vote at such meetings on all matters except in any election of Councillors.
15. One Ordinary Member shall be elected by Members every year to become an Executive Member. Notwithstanding the above, there shall be no more than three Executive Members elected from among the Ordinary Members at any one time. The term of every Executive Member so elected shall be until the third anniversary of the Annual General Meeting following that at which the Executive Member was elected. Where a casual vacancy among the elected Executive Members arises, the Council may at such time as it sees fit convene an Extraordinary General Meeting to elect another Ordinary Member to fill that vacancy.

### **Executive Members**

16. There shall be up to 50 Executive Members who, except for those who are elected by Members to become Executive Members, shall be appointed from time to time by the Council from among the Ordinary Members. An Executive Member, whether appointed or elected, shall enjoy tenure as an Executive Member for a term of three years and, unless renewed by the Council or re-elected by Members, shall thereafter be an Ordinary Member.
17. The subscribers to the Memorandum and Articles shall become Executive Members on the incorporation of the Foundation for a term of three years or such other period

as the Council shall determine.

18. Executive Members shall pay such annual subscription as shall be determined by the Council from time to time.
19. Executive Members shall have the right to receive notice of and to attend General Meetings of the Foundation and to vote on all matters including the election of Councillors from among the Executive Members and the election of Executive Members from among the Ordinary Members.

### **Life Members**

20. Any person who is or is entitled to become an Ordinary Member or Executive Member may become a Life Member.
21. A Life Member shall pay such life membership fee as shall be determined by the Council from time to time upon admission to life membership, and thereafter shall not be liable to pay any annual subscription.
22. Having paid a life membership fee, a Life Member shall be deemed to be an Ordinary or Executive Member and enjoy all rights and privileges as such Ordinary or Executive Member as the case may be.

### **Patrons and Honorary Members**

23. The Council may appoint any person who has, in the opinion of the Council, given distinguished service to the Council or has made contributions to education to be a Patron, Honorary Member or another similar title of distinction as considered fit and proper by the Council for such period and on such terms as the Council shall determine. No person on whom a title of distinction has been conferred shall pay any membership fee or subscription and that person shall not have any right to vote. The Council may at any time remove the title of distinction from any person.

24. The Council may appoint any person to be an Honorary Adviser to advise on any aspect of the work of the Foundation for such period and on such terms as the Council shall determine.

### **General Meetings**

25. There shall be an Annual General Meeting of the Members in each year and not more than 15 months shall elapse between the date of one Annual General Meeting and the next.
26. All other general meetings shall be called Extraordinary General Meetings.
27. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting. The Council shall also call an Extraordinary General Meeting upon the written requisition of any 50 Ordinary Members or Executive Members. The notice convening an Extraordinary General Meeting shall specify the object or objects for which the meeting is called, to which the discussion shall be strictly confined. The Council shall in accordance with the Ordinance and at the cost of the requisitionists give notice of any resolution and circulate any statement proposed on a requisition in writing of Members addressed to the Secretary.

### **Notice of General Meetings**

28. Subject to the provisions of Section 114 of the Companies Ordinance relating to Annual General Meetings or a meeting for the passing of special resolutions, at least 14 days' notice (exclusive of the day on which the notice is served or declared to be served, but inclusive of the day for which notice is given) shall be given to such persons as are under these Articles entitled to receive such notice from the Foundation: but with the consent of all the Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members may think fit. The notice shall specify the place, the day and the

hour of the meeting and in case of special business, the general nature of that business.

29. The accidental omission to give notice of a meeting to, or in the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **Proceedings at General Meeting**

30. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the accounts, balance sheets and the reports of the Councillors and the Auditors, the election of Councillors and Executive Members and the fixing of the remuneration of the Auditors.
31. No business shall be transacted at any General Meeting unless a quorum of Members is present at the commencement of the business. 30 Executive or Ordinary Members present in person or by proxy shall form a quorum.
32. If within half an hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened on the requisition of the Members, shall be dissolved, and in any other case it shall stand adjourned to the same day in the following week at the same time and place: and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned sine die.
33. The Chairperson shall preside over every General Meeting of the Foundation.
34. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the same, the Vice-Chairperson shall preside, but if neither of them is present at the time of holding the same, the Members present shall choose one of the Councillors to preside at the meeting.
35. The Chairperson (or other person presiding at such meeting) may, with the consent of

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.

36. At any General Meeting a resolution put to the meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by at least two Members and unless a poll is so demanded a declaration by the Chairperson (or other person presiding at such meeting) that the resolution has, on a show of hands, been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Foundation shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.
37. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson (or other person presiding at such meeting) directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### **Votes of Members**

38. Each Member entitled to vote shall have one vote only, whether on a show of hands or on a poll.
39. On a poll, votes may be given either personally or by proxy.
40. (a) The instrument appointing a proxy shall be in writing under the hand of the appointer or of a duly authorized attorney in writing. A proxy must be an Ordinary or Executive Member of the Foundation.  
  
(b) The instrument appointing a proxy and the power of attorney or other authorities, if any, under which it is signed, or a certified copy of that power of authority or other authorities shall be deposited at the registered office of the Foundation not less than 48 hours before the time holding the meeting or adjourned meeting at which the

person named therein proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- (c) The instrument appointing a proxy shall be deemed to confer the authority to demand or join in demanding a poll.

### **Council**

41. The management and control of the property, assets and affairs of the Foundation shall be vested in the Council.
42. The roles and responsibilities of the Council include, but are not limited to:-
- (i) To carry out, on behalf of the Foundation, its functions as school sponsoring body as prescribed by the Education Ordinance;
  - (ii) To uphold the Vision and Mission of the Foundation. To ensure the Vision and Mission are properly understood by Managers, parents, teachers, staff as well as students of the Schools and recognized by alumnae and the community at large as the cornerstone of the Schools' education philosophy. To ensure the Vision and Mission are reflected in educational policies for the Schools and effectively carried out;
  - (iii) To recommend for Foundation approval any amendment to Memorandum of Association including Vision and Mission or Articles of Association of the Foundation;
  - (iv) To vet and recommend for Foundation approval any proposal regarding the mode of receiving Government aid for the School(s);
  - (v) To vet and recommend for Foundation approval any proposal regarding change of a School's name, merger of the School with other school(s) or

educational institution(s), closing down a School, transfer of substantially all the assets of an IMC, or dissolution of any IMC;

- (vi) To make decisions regarding redevelopment or reconstruction of school buildings, changes or repairs of a structural nature to school premises;
- (vii) To make decisions regarding the public image and identification of the Schools including but not limited to school uniform, school song, school badge, and school emblems;
- (viii) To decide on important educational policies that could have a significant impact on the education philosophy of the Schools and the carrying out of the Vision and Mission;
- (ix) To draft the constitutions of the IMCs and to ensure, from time to time, that the constitutions are adequate in providing for the proper and effective functioning of the IMCs and the Schools;
- (x) To make decisions regarding any proposed amendment of an IMC Constitution;
- (xi) To provide to the IMCs general strategic directions for educational policies and key principles as well as guidelines for the proper management, administration, and operation of the Schools;
- (xii) To appoint Supervisors of the Schools and nominate for appointment Sponsoring Body Managers for the IMCs. To make replacements where necessary to ensure the effective governance of the Schools and appropriate representation of the Foundation on the IMCs;
- (xiii) To oversee, monitor and evaluate the performance of the IMCs led by the Supervisors. To ensure appropriate reporting and communication take place between the IMCs and the Supervisors on the one hand and the Council on the other;

- (xiv) To ensure that the performance of the Schools, the Principals and the teachers is properly supervised by the IMCs under the leadership of the Supervisors;
  - (xv) To nominate candidates for selection as Principal by the Principal Selection Committee of an IMC;
  - (xvi) To select and appoint Sponsoring Body Representatives; (Nomination and removal procedures are set out in Appendices 3B and 3C)
  - (xvii) To maintain full control of the use of funds and assets owned by the Foundation;
  - (xviii) To ensure, by working with the MCS Educational Trust and other means, that there are sufficient resources, financial and otherwise, to meet the needs of the Schools;
  - (xix) To formulate guidelines, policies and procedures regarding the hire of school premises, receipt of donations or endowments, intellectual property rights, borrowing and investments for the IMCs to follow.
43. (a) The Council shall comprise 9 Appointed Councillors, 3 Elected Councillors and such number of ex officio Councillors to include (i) Supervisors of all the Schools and (ii) a Maryknoll Representative.
- (b) The first Councillors shall be appointed by the subscribers to the Memorandum and Articles of Association and shall hold office until the first Annual General Meeting at which time 7 of the first Councillors shall retire. At the first Annual General Meeting 3 Councillors shall be elected by the Executive Members from among themselves, and the remaining 4 shall be appointed by the Council from among the Executive Members at one of its meetings immediately before the Annual General Meeting.
44. Appointed Councillors and Elected Councillors who have been in office for 3 or more years since the last appointment or election shall retire at an Annual General Meeting

and subject to Article 49 hereof, shall be eligible for re-appointment or re-election (as the case may be).

45. At the Annual General Meeting at which any Elected Councillor retires, an election shall take place among the Executive Members to replace the retiring Elected Councillor(s). Procedures for nominating and electing the Elected Councillor(s) are set out in Appendix 2A hereto.
46. If there are Appointed Councillor(s) who will retire at the forthcoming Annual General Meeting, the Council shall appoint such number of the Executive Members as Appointed Councillors at one of its meetings immediately before the Annual General Meeting to replace the retiring Appointed Councillor(s). Such appointment shall take immediate effect at the Annual General Meeting. Procedures for appointing the Appointed Councillors are set out in Appendix 2B hereto.
47. Subject to Article 50, Appointed Councillors and Elected Councillors shall each hold office until the third Annual General Meeting following the one at which that Councillor is elected or appointed. Notwithstanding the above, all Councillors who have served for 3 consecutive terms shall retire. All retired or resigned Councillors shall not be eligible to be re-appointed or re-elected until the Annual General Meeting next following the one in which that Councillor retired or at least 12 months from the date of the Councillor's resignation from the Council (as the case may be).
48. Any casual vacancy for any Appointed Councillor may be filled by an Executive Member appointed by the Councillors. If any casual vacancy for any Elected Councillor arises before an Annual General Meeting, the Council may convene an Extraordinary General Meeting to elect such number of Elected Councillors to fill any such vacancy. The nomination and election procedures are set out in Appendix 2A.
49. If the appointment or election of Councillor takes place no more than 6 months after the last Annual General Meeting, the term of office of the Appointed Councillor or Elected Councillor shall be deemed to start afresh from the last Annual General Meeting. If the appointment or election takes place more than 6 months after the last Annual General Meeting, the term of the Appointed Councillor and Elected Councillor

shall be deemed to start afresh from the next Annual General Meeting. Such Appointed Councillor or Elected Councillor shall hold office until the third Annual General Meeting following the one at which he is deemed to be appointed or elected and shall then be eligible for re-appointment or re-election.

50. The office of a Councillor shall be vacated;-

- (i) if he is suspended or ceases to be a Member;
- (ii) if he dies;
- (iii) if he retires by rotation under these Articles;
- (iv) if he is convicted of a criminal offence in a court of law in any jurisdiction;
- (v) if he becomes bankrupt or makes a composition or arrangement with his creditors generally;
- (vi) if his physical or mental health has rendered him unfit to perform his duties as Councillor;
- (vii) if he resigns the office by notice in writing to the Chairperson;
- (viii) in the event such Member is an ex officio Councillor as well as a Supervisor, if he ceases to be the Supervisor of a School;
- (ix) in the event such Member is an ex officio Councillor as well as a Maryknoll Representative, if he ceases to be the Regional Administrator of Maryknoll or if the person's appointment is terminated by the Regional Administrator of Maryknoll;
- (x) except for the ex officio Councillors, if he fails to attend at least 3 out of any 4 consecutive Council meetings either physically or by phone or other electronic means without reasonable grounds, unless the other Councillors decide

otherwise by majority vote cast either in person or writing;

- (xi) except for the ex officio Councillors, if he is removed by the Council pursuant to the procedures set out in Appendix 2C. The Councillor whose qualification is in question shall be allowed to vote if he is present at the meeting.

### **Chairperson and Vice-Chairperson**

- 51. The Councillors shall annually and may from time to time as occasion may require elect from among Appointed Councillors and Elected Councillors someone to be or serve as Chairperson. The Council shall similarly elect one or more Vice-Chairperson(s). Any Councillor may nominate himself or any Appointed Councillor or Elected Councillor to stand for election as Chairperson or Vice-Chairperson(s) save and except that ex officio Councillors cannot self-nominate. The nomination shall be seconded by a Councillor other than the nominator. The Chairperson and Vice-Chairperson(s) shall be elected by secret ballot either personally or by proxy. The candidate who obtains the highest number of votes shall be elected. If the voting results in an equality of votes, there shall be a second round of voting amongst the candidates who obtain the highest number of votes. If the second round of voting results in an equality of votes, the result shall be determined by drawing lots. The candidate on which the lot falls shall be deemed to have obtained more votes. The Chairperson or Vice-Chairperson(s) shall not receive any remuneration for the appointment to such offices save that any reasonable out-of-pocket expenses incurred in discharging their duties are reimbursable.
- 52. No person shall serve as Chairperson or Vice-Chairperson for more than six consecutive one-year terms.
- 53. Two or more Councillors may initiate a motion for the removal of either the Chairperson or Vice-Chairperson(s) by submitting the motion together with the reasons for initiating the motion to the Secretary in writing.
- 54. The motion to remove the Chairperson or Vice-Chairperson(s) (as the case may be)

shall be passed by the majority of votes of all the Councillors present and voting. The Chairperson or Vice-Chairperson whom the motion proposes to be removed is entitled to vote on the motion.

### **Secretary/ Treasurer**

55. The Council shall annually appoint a Councillor to be the Treasurer and any appropriate person to be the Secretary on such terms as it thinks fit provided that any Councillor appointed to such office shall not receive any remuneration save that any reasonable out-of-pocket expenses incurred in the discharge of their duties are reimbursable. Any Secretary or Treasurer may from time to time by resolution be removed or substituted pursuant to the procedures set out in Articles 55 and 56 hereof. No person shall serve as Secretary or Treasurer for more than six consecutive one-year terms.

### **Sponsoring Body Managers**

56. The Council shall nominate for each IMC such number of Sponsoring Body Managers as required in the IMC Constitution. Such nominees shall be selected by the Council according to the Articles. They shall, with the approval of the Permanent Secretary for Education, be registered as Managers in accordance with the provisions of the Education Ordinance.
57. During the first SSB Election, the Council shall nominate 8 Sponsoring Body Managers, including 7 Regular Sponsoring Body Managers and one Alternate Sponsoring Body Manager to each IMC. These Sponsoring Body Managers shall be selected from the Members or Honorary Members of the Foundation according to the procedures set out in Appendix 3A.
58. The Council may from time to time decide the composition of the Sponsoring Body Managers.

59. Only Ordinary Members, Executive Members and Honorary Members of the Foundation can be nominated as Sponsoring Body Managers.
60. A Sponsoring Body Manager shall exemplify Maryknoll spirit which is based on Christian values and embraces dignity, integrity, love of the School, creativity, compassion, maturity, willingness to share and courage not to conform with the patterns of the world.
61. For the IMCs of Primary Section and Secondary Section, the Council shall nominate the Supervisor of the other MCS Section as a Regular Sponsoring Body Manager. The Council shall immediately submit a written request to the IMC to cancel the registration of such person as a Sponsoring Body Manager upon termination of his office as Supervisor of the other MCS Section whereupon the Council shall nominate the new Supervisor of the other MCS Section as a Regular Sponsoring Body Manager.
62. Nominations for the remaining Sponsoring Body Managers shall be based upon results of election held according to the procedures set out in Paragraphs 1 to 13 of Appendix 3A.
63. The Council may remove or dismiss a Sponsoring Body Manager of an IMC from office by passing a resolution on the ground that the Manager concerned is not suitable to continue to hold office. Pursuant to passing of such resolution, the Council shall inform the Manager concerned in writing of such resolution and make a written request to the IMC to issue a notice in writing to the Permanent Secretary requesting for the cancellation of the registration of such Manager. The removal procedures are set out in Appendix 3C.

### **Supervisor**

64. The Council shall appoint a Supervisor for each School. The Supervisor shall be selected by the Council based upon results of election held in accordance with the Articles. The Council shall give written notification regarding its appointment of the

Supervisor with the date of assumption of office to the IMC which shall then give the necessary notice to the Permanent Secretary for Education in accordance with the Education Ordinance.

65. Election for the Supervisor shall take place immediately after the election of Sponsoring Body Managers on the first SSB Election Day.
66. The Chairperson shall ask for nomination for the Supervisor at the Council meeting. Only candidates who have been selected for nomination as or are Sponsoring Body Managers can be nominated. Nominator and seconder must be Councillors. Nominator can be the same person as the nominee.
67. Each Councillor who shall have one vote shall give his vote personally.
68. If the voting results in an equality of votes, there shall be a second round of voting for those candidates who obtain the highest number of equal votes. In the second round of voting, the candidate who obtains the highest number of votes shall be the Supervisor. If the voting results in an equality of votes in the second round of voting, the Chairperson shall be entitled to the casting vote.
69. During the first and second rounds of election, the Council member shall vote by secret ballot.
70. If the office of Supervisor becomes vacant, or the Supervisor resigns or is removed, the Council shall elect a new Supervisor to fill the vacancy within 3 months from the date of the resignation, removal or the date the vacancy arises (whichever is the earliest).
71. The Chairperson shall convene a Council meeting for the election of the new Supervisor and shall notify the Councillors of the date and time of the election date not less than 30 days before the election day.
72. The procedures for removing a Supervisor are set out in Appendix 3C. Upon the removal or resignation of the Supervisor of an MCS Section, the Council shall submit

a written notice to the IMCs of both MCS Sections regarding his removal or resignation and a written request to the IMC of the other MCS Section to request for the cancellation of his registration as Sponsoring Body Manager. For the avoidance of doubt, the person who was removed or resigned from the office of Supervisor may remain as Sponsoring Body Manager of the IMC of which he was previously Supervisor unless he is also removed by the Council or resigns as Sponsoring Body Manager.

73. The above procedures apply to the selection of Supervisor of any School.

### **Representatives on Principal Selection Committee**

74. The Council shall appoint such number of Sponsoring Body Representatives to sit on the Principal Selection Committee as required by the Constitution of the IMC of the School(s) based on results of election held in accordance with the Articles.
75. The Chairperson shall convene a Council meeting to elect the Sponsoring Body Representatives when the IMC notifies the Council of the need to form a Principal Election Committee. Election of Sponsoring Body Representatives shall appear as an agenda item of a Council meeting. The nomination and election procedures are set out in Appendix 3B.
76. A Sponsoring Body Representative may be removed in accordance with the procedures mentioned in Appendix 3C.

### **Proceedings of the Council**

77. The Council shall meet for the dispatch of the business of the Foundation on such day and at such hour and such place as the Council thinks proper.
78. The Council shall hold at least three meetings each year.

79. A meeting of the Council may be called by the Chairperson or any 3 Councillors, by giving 10 days written notice to each Councillor, either by mail, electronic transmission or by facsimile. If, however, all of the Councillors shall have signed a formal written waiver of notice of such a meeting, the same shall be held without notice.
80. A Councillor is deemed to be present at a Council meeting if he participates by telephone or other electronic means and all Councillors participating in the meeting are able to hear each other. Any Councillor participating by telephone or other electronic means shall be deemed to constitute presence in person at the meeting and counted in establishing the quorum.
81. The Chairperson shall preside at all the meetings of the Council but if at any meeting the Chairperson is not present within 15 minutes after the time appointed for holding the meeting, one of the Vice-Chairpersons shall preside and if neither Vice-Chairperson is present, the Councillors present may choose someone from among themselves to preside at the meeting.
82. The quorum necessary for the transaction of the business of the Council shall be 7 Councillors.
83. Questions arising at any meeting of the Council shall be determined by a majority of votes of those present and voting except motions pertaining to Clauses 42(vi),(vii), (ix) and (x) which shall be determined by a two-third majority of those present and voting. In the case of equal votes, the Chairperson (or the person presiding at such meeting) shall have a second or casting vote.
84. A resolution in writing signed by all the Councillors shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by all Councillors. A cable message, fax or e-mail sent by a Councillor shall be deemed to be a document signed for the purpose of this Article.
85. The Council may exercise all such powers of the Foundation as are not by the

Companies Ordinance for the time being in force or by these Articles required to be exercised by the Foundation in General Meeting. No regulation made by the Foundation in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

86. A Councillor who is in any way, directly or indirectly, interested in a contract or proposed contract with the Foundation shall, in the case of any material interest, declare the nature of the interest at a meeting of the Council in accordance with Section 162 of the Companies Ordinance.
87. Subject to Clause 3 of the Memorandum of Association, in addition to all powers expressly conferred upon them by these Articles, the Council shall have the following powers, namely:-
- (a) To expend the funds of the Foundation in such manner as it shall consider most beneficial for the purposes of the Foundation and to invest in the name of the Foundation, or in the names of trustees, such part thereof as it may see fit and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the Foundation;
  - (b) To acquire in the name of the Foundation, or in the names of trustees, deal with any land, buildings or premises for the use of the Foundation;
  - (c) To enter into contracts on behalf of the Foundation;
  - (d) To make, vary and repeal byelaws (not being repugnant to or inconsistent with the Memorandum or Articles) to regulate the conduct of the affairs of the Foundation provided that such byelaws shall not constitute or involve such an alteration of or addition to these Articles as could only lawfully be made by special resolution;
  - (e) To make grants or loans or any other form of financial assistance to the School(s), or any project, scheme, scholarship, or organization related to the School(s);

- (f) Subject to Clause 4 of the Memorandum of Association, to grant pensions, allowances and gratuities to and to provide provident funds and other retirement benefits for employees and ex-employees of the Foundation and their dependants;
- (g) Generally to do all lawful things necessary or expedient for the due conduct of the affairs of the Foundation not herein otherwise provided for.

### **Special Matters**

88. If motions relating to any of the following matters are initiated at any IMC or by any Councillor, the Council must first hold discussion at a Council meeting:-
- (i) amendment to Memorandum of Association including Vision and Mission or Articles of Association of the Foundation;
  - (ii) change of the mode of receiving Government aid of any School;
  - (iii) proposal to effect a merger of any School with other school(s) or educational institution(s);
  - (iv) proposal to transfer substantially all the assets of an IMC or School;
  - (v) proposal to close down any School;
  - (vi) proposal to change the name of any School;
  - (vii) dissolution of any IMC;
  - (viii) dissolution of the Foundation.
89. If the Council votes by simple majority that it recommends the motion, then the

Council shall submit the motion for approval by the Executive Members first and then by all the Members at the next Annual General Meeting or an Extraordinary General Meeting (if expediency calls for an Extraordinary General Meeting to be convened). Resolutions on the motion shall be passed by (i) a simple majority vote of the Executive Members present and voting either personally or by proxy, and (ii) a simple majority vote of the Ordinary Members and Executive Members present and voting either personally or by proxy.

### **Accounts**

90. The Council shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, all sales and purchases by the Foundation and the assets and liabilities of the Foundation. Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Foundation's affairs and to explain its transactions.
91. The books of accounts shall be kept at the registered office of the Foundation or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Councillors.
92. The Foundation in General Meeting may from time to time impose reasonable restrictions as the time and manner in which the books and accounts of the Foundation shall be open to the inspection of the Executive Members and subject thereto such books and accounts shall be open to their inspection during business hours.
93. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in General Meeting together with a copy of the Auditor's Report shall not less than 14 days before the date of the meeting be sent to all Ordinary and Executive Members.
94. Auditors shall be appointed and their duties shall be regulated in accordance with the

provisions of the Ordinance or any statutory modification thereof for the time being in force.

### **Committees**

95. (a) The Council may delegate any of its powers to any Committee consisting of such Councillors, Executive Members, Ordinary Members and other persons co-opted as the Council thinks fit. No remuneration or other benefit in money or money's worth shall be given by the Foundation to the Committee Members.
- (b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed by the Council.
- (c) The Council shall appoint one of the Councillors as Committee Convenor to preside at its meetings. The Committee Convenor may from time to time be removed or substituted by the Council.
- (d) A Committee may meet and adjourn as it thinks proper.
- (e) Questions arising at any meeting shall be determined by a majority of votes of the members present and in the event of equal votes, the Committee Convenor (or the person presiding at such meeting) shall have a second or the casting vote.
- (f) Minutes of the meetings of all Committees shall be tabled and considered at the next following meeting of the Council which may either accept or reject the decision of a Committee or refer such decision back to the Committee for reconsideration.
- (g) The quorum necessary for the transaction of the business of a Committee shall be determined by the Committee.
96. The Council and the Committee shall cause Minutes to be kept in proper books provided for that purpose of all their respective resolutions and proceedings. The

Minutes of a meeting of the Council or the Committee, if approved, shall be signed by the Chairperson or the Committee Convenor as the case may be, and every Minute when so signed shall be sufficient evidence of the matters therein recorded.

97. All acts done by any meeting of the Council or a Committee, or by any person acting as a Councillor or a Committee Member shall be as valid as if every person had been duly appointed and was qualified to be a Councillor or a Committee Member notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or that such person was disqualified to so act.
98. Every Councillor shall be indemnified by the Foundation against, and it shall be the duty of the Council out of the funds of the Foundation to pay all costs, losses and expenses which any such Councillor may incur or become liable to by reason of any contract entered into, or act or deed done as such Councillor, or in any way in the discharge of duties save where such liability arises out of his gross negligence or willful misconduct; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Foundation and have priority as between Members over all other claims. The Foundation shall, where practicable, effect and maintain in force policies of liability insurance indemnifying Liabilities of the Foundation as well as personal Liabilities of each Councillor.

### **The Seal**

99. The Seal of the Foundation shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of two Councillors or such other persons as the Council shall appoint for that purpose. The Councillor(s) or such other persons as aforesaid shall sign every instrument to which the Seal is so affixed.

### **Notices**

100. A notice may be given by the Foundation to any Member either personally or

electronically or by sending it by pre-paid post to the address of the Member registered with the Foundation.

101. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a prepaid letter containing the notice and to have been effected in the case of the address of a Member being in Hong Kong on the second day following that on which it was posted and in the case of the address of a Member being overseas, on the third day following that on which it was posted.

### **Winding Up**

102. The provisions of the Memorandum relating to the winding up or dissolution of the Foundation shall have effect as if the same were repeated in these Articles.

## Appendix 2A

### **PROCEDURES FOR NOMINATING AND ELECTING ELECTED COUNCILLORS**

1. In the event any vacancy for Elected Councillor arises, whether by reason of premature departure or expiry of the natural term, the Chairperson shall send a notice to all Executive Members inviting them to submit nominations to fill the vacancies at least 30 days before the Council Election.
  
2. Any Executive Member who wishes to nominate any candidate as Elected Councillor shall not less than 14 days before the Council Election or Council By-election submit a nomination form (“Council Election Nomination Form”) in writing to the Chairperson containing the following information:-
  - (a) Name of nominee who must be an Executive Member and can be the nominator himself;
  - (b) Name of nominator who must be an Executive Member;
  - (c) Name of seconder who must be an Executive Member;
  - (d) Background of the nominee;
  - (e) Reasons for the nomination; and
  - (f) Written consent of the nominee to accept nomination.
  
3. At each Council Election or Council By-election, the number of candidates each Executive Member can nominate or second shall be the same as the number of vacancies for election.
  
4. The Chairperson shall circulate to all Executive Members present at the Council Election or Council By-election a list of nominees together with the Council Election Nomination Forms before the election starts.
  
5. On Council Election day or Council By-election day, if the number of nominees does not exceed the number of vacancies for Elected Councillors, a resolution shall be put to the Executive Members attending the general meeting to elect the nominees as Elected Councillors in accordance with procedures set out in Article 36.

6. On Council Election day or Council By-election day, if the number of nominees exceeds the number of vacancies for Elected Councillors, Executive Members shall vote by secret ballot either personally or by proxy. Any Executive Member who appoints proxy shall submit to the Chairperson a duly signed instrument appointing a proxy at least 24 hours before the Council Election day or Council By-election day (as applicable) and in default, the instrument of proxy shall be treated as invalid.
7. The number of votes each Executive Member can cast at a Council Election or Council By-election shall be the same as the number of vacancies up for election.
8. Candidates shall be ranked according to the number of votes obtained. The top-ranking candidates shall be selected as Elected Councillors.
9. If Elected Councillors cannot be selected to fill the vacant seats due to tied ranking, there shall be a second round of voting amongst the candidates who obtain the highest number of equal votes. During the second round of voting, the candidate who obtains the highest number of votes shall be elected. In the event of equality of votes, the Chairperson shall be entitled to the casting vote. Before the second round of voting, a candidate may withdraw his candidature. The remaining candidate who has not withdrawn will be deemed to be the elected candidate.
10. If there are not enough candidates to fill all the vacancies for Elected Councillors during a Council Election, the Council shall hold a by-election (“Council By-election”) within 3 months after the Council Election when the Chairperson shall re-open the nomination for the vacant seats. The number of votes which each Councillor can cast at the Council By-election shall be the same as the number of vacancies up for election.

## **Appendix 2B**

### **PROCEDURES FOR NOMINATING AND SELECTING APPOINTED COUNCILLORS**

1. In the event any Appointed Councillor is due to retire at any Annual General Meeting, the Chairperson shall convene a Councillor Appointment Meeting to appoint Appointed Councillor(s) to fill the vacancies arising out of such retirement no less than 15 days before the Annual General Meeting.
2. In other cases where any casual vacancy for any Appointed Councillor arises, the Chairperson shall convene a Council Appointment Meeting to appoint Appointed Councillor to such vacancies as soon as practicable.
3. The Chairperson shall send a notice to all the Councillors inviting them to submit nominations to fill the vacancies for Appointed Councillors not less than 30 days before the Councillor Appointment Meeting. At such meeting, the number of candidates each Councillor can nominate or second shall be the same as the number of vacancies for Appointed Councillors.
4. Any Councillor who wishes to nominate any candidate as Appointed Councillor shall not less than 14 days before the Councillor Appointment Meeting submit a nomination form (“Appointed Councillor Nomination Form”) in writing to the Chairperson containing the following information:-
  - (a) Name of nominee who must be an Executive Member;
  - (b) Name of nominator who must be a Councillor;
  - (c) Name of seconder who must be a Councillor;
  - (d) Background of the nominee;
  - (e) Reasons for the nomination; and
  - (f) Written consent of the nominee to accept nomination.
5. The Chairperson shall circulate to all Councillors a list of nominees together with the Appointed Councillor Nomination Forms no less than 10 days before the Councillor Appointment Meeting.

6. During the Councillor Appointment Meeting, Councillors shall vote by secret ballot either personally or by proxy. Any Councillor who appoints proxy shall submit to the Chairperson a duly signed instrument appointing a proxy at least 24 hours before the Councillor Appointment Meeting and in default, the instrument of proxy shall be treated as invalid.
7. The number of votes each Councillor can cast at the Councillor Appointment Meeting should be the same as the number of vacancies for Appointed Councillors.
8. Candidates shall be ranked according to the number of votes obtained. The top-ranking candidates shall be selected as Appointed Councillors.
9. If the Council is unable to select candidates as Appointed Councillors due to tied ranking, there shall be a second round of voting amongst the candidates who obtain the highest number of equal votes. During the second round of voting, the candidate who obtains the highest number of votes shall be elected. In the event of equality of votes, the Chairperson shall be entitled to the casting vote. Before the second round of voting, a candidate may withdraw his candidature. The remaining candidate who has not withdrawn will be deemed to be the winning candidate.
10. If there are not enough candidates to fill all the vacancies during a Councillor Appointment Meeting, another Council meeting shall be held within 3 months after the Councillor Appointment Meeting when the Chairperson shall re-open the nomination for the vacancies. The number of votes which each Councillor can cast at the next meeting shall be the same as the number of vacancies up for appointment.

## **Appendix 2C**

### **PROCEDURES FOR REMOVING ELECTED OR APPOINTED COUNCILLORS**

1. Two or more Councillors may initiate a motion for the removal of an Elected or Appointed Councillor by submitting the motion together with the reasons for initiating the motion to the Chairperson in writing.
2. The Chairperson shall notify all Councillors of such motion in writing within 7 days of receipt of the same and convene a Council meeting within 45 days of receipt of such motion. The motion to remove shall be stated as an agenda item of the Council meeting when the Councillors shall vote on the motion personally.
3. The motion to remove an Elected or Appointed Councillor shall be passed by the majority of votes of all the Councilors present and voting. In the event of an equality of votes, the Chairperson shall have the casting vote unless the person whom the motion proposes to remove is the Chairperson. The Councillor whom the motion proposes to remove is entitled to vote on the motion.

### **Appendix 3A**

#### **NOMINATION PROCEDURES FOR SPONSORING BODY MANAGERS**

1. At least 30 days before the first SSB Election or any incumbent Sponsoring Body Managers are due to retire from an IMC, the Chairperson shall send a notice to all Councillors inviting them to submit nominations to fill the vacant seats and notifying them of the date and place of the SSB Election and the number of vacancies up for election.
2. In other cases where a vacancy for a Sponsoring Body Manager arises, the Chairperson shall convene a Council meeting to hold the SSB By-election and shall give not less than 30 days notice to all Councillors of the date and place of the SSB By-election, inviting them to submit nominations to fill the vacancy.
3. Any Councillor who wishes to nominate any candidate as Sponsoring Body Manager shall not less than 14 days before the SSB Election Day or SSB By-election (as applicable), submit a nomination form (“SSB Nomination Form”) in writing to the Chairperson containing the following information:-
  - (a) Name of nominee who must be an Ordinary Member, Executive Member or Honorary Member and can be the nominator himself;
  - (b) Name of nominator who must be a Councillor;
  - (c) Name of seconder who must be a Councillor;
  - (d) Specify which IMC the nomination is for;
  - (e) Background of the nominee;
  - (f) Reasons for the nomination; and
  - (g) Written consent of the nominee to accept nomination.
4. At each SSB Election or SSB By-election, the number of candidates each Councillor can nominate or second shall be the same as the number of vacancies up for election.
5. The Chairperson shall circulate to all Councillors a list of nominees for each IMC together with the SSB Nomination Forms no less than 10 days before the SSB

Election Day or SSB By-election Day.

6. On SSB Election Day or SSB By-election Day, Councillors shall vote by secret ballot either personally or by proxy. Any Councillor who appoints proxy shall submit to the Chairperson a duly signed instrument appointing a proxy at least 24 hours before the SSB Election Day or SSB By-election Day (as applicable) and in default, the instrument of proxy shall be treated as invalid.
7. The number of votes each Councillor can cast at a SSB Election or SSB By-election should be the same as the number of vacancies up for election.
8. Candidates shall be ranked according to the number of votes obtained. The top-ranking candidates shall be selected for nomination as Sponsoring Body Managers.
9. At the first SSB Election, candidates who rank top seven shall be selected as Sponsoring Body Managers. The Supervisor of the other MCS Section shall automatically be selected as one of the Regular Sponsoring Body Managers.
10. If the Council is unable to select candidates to fill the vacancies due to tied ranking, there shall be a second round of voting amongst the candidates who obtain the highest number of equal votes. During the second round of voting, the candidate who obtains the highest number of votes shall be elected. In the event of equality of votes, the Chairperson shall be entitled to the casting vote. Before the second round of voting, a candidate may withdraw his candidature. The remaining candidate who has not withdrawn will be deemed to be the elected candidate.
11. Out of the Sponsoring Body Managers selected pursuant to Paragraphs 9, 10 and, where applicable, 12 hereof, the Sponsoring Body Manager with the lowest number of votes shall be nominated as Alternate Sponsoring Body Manager.
12. If there are not enough candidates to fill all the seats during an SSB Election, a SSB By-election shall be held within 3 months after the SSB Election when the Chairperson shall re-open the nomination for the vacant seats. The number of votes

which each Councillor can cast at the SSB By-election shall be the same as the number of vacancies up for election.

13. The procedures set out in this Appendix 3A apply to the election of Sponsoring Body Managers to any IMC.

### **Appendix 3B**

#### **NOMINATION PROCEDURES FOR SPONSORING BODY REPRESENTATIVES**

1. Not less than 30 days before SBR Election Day, the Chairperson shall give notice to all Councillors in writing inviting them to nominate candidates to stand for election as Sponsoring Body Representatives in accordance with these Articles.
  
2. Any Councillor who wishes to nominate any candidate as Sponsoring Body Representative shall not less than 14 days before the SBR Election Day, submit a nomination form (“SBR Nomination Form”) to the Chairperson containing the following information:-
  - (a) Name of nominee who can be any Person including the nominator himself;
  - (b) Name of nominator who must be a Councillor;
  - (c) Name of seconder who must be a Councillor;
  - (d) Background of the nominee;
  - (e) Reasons for the nomination; and
  - (f) Written consent of the nominee to accept nomination.
  
3. The Chairperson shall circulate a list of nominees for the Principal Selection Committee together with the SBR Nomination Forms no less than 10 days before the the SBR Election Day. The Councillors shall vote by secret ballot either personally or by proxy. The Councillor who appoints proxy shall submit to the Chairperson a duly signed instrument appointing a proxy at least 24 hours before the SBR Election Day and in default, the instrument of proxy shall be treated as invalid.
  
4. The number of votes each Councillor can cast should be the same as the number of Sponsoring Body Representatives that are required for the Principal Selection Committee.
  
5. Candidates are selected according to their ranking which depends on the number of votes obtained. If the Council is unable to select candidates to fill the vacancies due to tied ranking, there shall be a second round of voting amongst the candidates who

obtain the highest number of equal votes. During the second round of voting, the candidate who obtains the highest number of votes shall win. In the event of equality of votes, the Chairperson shall be entitled to the casting vote. Before the second round of voting, a candidate may withdraw his candidature. The remaining candidate who has not withdrawn will be deemed to be the winning candidate.

6. The procedures set out in the Articles hereof shall apply to the nomination of Sponsoring Body Representatives on the Principal Selection Committee of any School.

### **Appendix 3C**

#### **PROCEDURES FOR REMOVAL OF SPONSORING BODY MANAGERS, SUPERVISORS AND SPONSORING BODY REPRESENTATIVES**

1. Two or more Councillors may initiate a motion for the removal of a Sponsoring Body Manager, Supervisor or Sponsoring Body Representative by submitting the motion together with the reasons for initiating the motion to the Chairperson in writing.
2. The Chairperson shall notify all Councillors of such motion in writing within 7 days of receipt of the same and convene a Council meeting within 45 days of receipt of such motion. The motion to remove the Sponsoring Body Manager, Supervisor or Sponsoring Body Representative (as the case may be) shall be stated as an agenda item of the Council meeting when the Councillors shall vote on the motion personally.
3. The motion to remove a Sponsoring Body Manager, Supervisor or Sponsoring Body Representative (as the case may be) shall be passed by the majority of votes of all the Councillors present and voting. In the event of an equality of votes, the Chairperson shall have the casting vote unless the person whom the motion proposes to remove is the Chairperson. If the person whom the motion proposes to remove is a Councillor, he is entitled to vote on the motion.

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

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Names, Addresses and Descriptions of Subscribers

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Dated the 9th day of March 2013.

WITNESS to the above signatures:-

(Sd.)  
Solicitor,  
Room 1225, 12<sup>th</sup> Floor,  
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10 Chater Road, Central,  
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