

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
ASSOCIATION OF INFORMATION TECHNOLOGY  
LEADERS IN EDUCATION  
(資訊科技教育領袖協會)

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Incorporated the thirty-first day of July, 2002.

MEMORANDUM OF ASSOCIATION  
OF  
ASSOCIATION OF INFORMATION TECHNOLOGY LEADERS IN  
EDUCATION

(資訊科技教育領袖協會)

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1. The Name of the Association is “ASSOCIATION OF INFORMATION TECHNOLOGY LEADERS IN EDUCATION” (資訊科技教育領袖協會)
2. The Registered Office of the Association will be situate in the Special Administrative Region of Hong Kong.
3. The objects of which the Association is established are:
  - (a) To promote good quality education and to provide for the delivery and holding of lectures, exhibitions, meetings, classes and conferences calculated directly to advance the cause of education, in particular related to the Information and Communication Technology.
  - (b) To promote sharing of the experience and resources in education and to support studies and development programs for the improvement of the quality of education.
  - (c) To promote the use of all latest information technologies to improve the effectiveness and efficacy of school administration, teaching and learning.
  - (d) To provide research and consultancy services in order to further the professionalism of the Teacher Leaders in school, in particular related to the Information and Communication Technology. .
  - (e) To promote, print and publish articles, periodicals, books or leaflets the contents of which are designed or relevant to promote the objects of the Association. .
4. In order to achieve the objects set above, the Association may act
  - (a) To acquire by purchase, lease or otherwise any land, buildings or other premises for the use or benefit either directly or indirectly, of the Association and to manage, maintain, develop and improve the same. .
  - (b) To borrow or raise and give security for any moneys required for the purpose of the Association upon such securities as may be determined and in such manner as the Association shall think fit, and in particular by the issue of or upon bonds, debentures, debentures stock, bills of exchange, promissory notes or other obligations or securities of the

Association, or by mortgage or charge upon all or any part of the property of the Association both present and future. .

- (c) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as the Association may from time to time be determined. .
  - (d) To apply to government departments, government authorities or other public bodies or to corporation, companies or persons for, and accept grants of money, land, donation, gifts, subscriptions, contracts, rights, privileges, concessions and other assistance for promoting good quality education and the objects of the Association and to discuss and negotiate with them schemes of research and other work and matters within the objects of the Association and to conform to any proper conditions upon which such grants and other payments may be made. .
  - (e) To do all such other things as are incidental or conducive to the attainment of all or any of the objects set out above. . .
5. The income and assets of the Association, whencesoever derived, shall be applied solely towards the promotion of the Association, as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association or other person, in return for any services actually rendered to the Association.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one dollar.
7. The liabilities of the members is limited.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

Names, Addresses and Description of Subscribers

Chiu Kam Wa	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
So Cheung Shing	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Chan Chi Hung	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Lai Man Yau	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Wong Kin Wai	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Cheng Chie Hung	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Chung Kai Yuen	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Yeung Man Tak	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	

WITNESS to the above signatures:

Name

Title

HONG KONG

Dated the 31<sup>st</sup>, July, 2002

ARTICLES OF ASSOCIATION  
OF  
ASSOCIATION OF INFORMATION TECHNOLOGY LEADERS IN  
EDUCATION  
(資訊科技教育領袖協會)

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1. Preliminary

1.1 In these Articles, except where the context otherwise requires:

“Annual General Meeting”	means the yearly general meeting of the Members of the Association.
“Associate Member”	means an Associate Member of the Association.
“Association”	means the abovementioned ASSOCIATION OF INFORMATION TECHNOLOGY LEADERS IN EDUCATION (資訊科技教育領袖協會)
“Committee”	means the Executive Committee of the Association.
“Committee Member”	means a member of the Executive Committee of the Association.
“Corporate Member”	means a Corporate Member of the Association
“Executive Committee”	means the Executive Committee for the time being of the Association.
“Extraordinary General Meeting”	means a general meeting of the Members of the Association summoned under the Articles.
“General Meeting”	means a general meeting of the Members of the Association whether annual or extraordinary.

“Honorary Member”	means an Honorary Member of the Association.
“Institution Member”	means an Institution Member of the Association.
“Member”	means any one Member of the several types of membership of the Association mentioned in these Articles.
“Office”	means the registered office for the time being of the Association.
“Ordinance”	means the Companies Ordinance (Chapter 32) of the laws of Hong Kong, and any modifications thereto.
“Ordinary Member”	means an Ordinary Member of the Association.
“Register”	means the Register of Members of the Association to be kept pursuant to Section 95 of the Ordinance.
“Seal”	means the common seal of the Association.
“Secretariat”	means the Secretariat for the time being of the Association.

1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

1.3 Words importing the singular number shall include the plural and vice versa.

1.4 Words denoting the masculine gender shall include the feminine gender and vice versa.

1.5 For the purpose of registration, the membership of the Association is declared to be unlimited.

## 2. Membership

### 2.1 Membership

- 2.1.1 A person, institution or corporation may apply to become a Member of the Association in writing on such form of application and in such manner as the Executive Committee may prescribe from time to time, and procedure relative to admission shall be set forth in rules made from time to time by the Executive Committee.
- 2.1.2 On an applicant being admitted to membership by the Executive Committee the fact shall be notified to him in writing or by such other means as the Executive Committee shall from time to time determine and a copy of the Memorandum and Articles of Association shall be made available to him.
- 2.1.3 Every Member of the Association shall be absolutely bound by the Articles of Association, rules and regulations from time to time of the Association.
- 2.2 Associate Members : Teachers, retired teachers and staffs of an education institution (including those mentioned in Article 2.5) may, subject to the approval of the Executive Committee, apply to become an Associate Member.
- 2.3 Corporate Members : A corporation, firm or organization may, subject to the approval of the Executive Committee, apply to become a Corporate Member.
- 2.4 Honorary Members : Person who has recognized outstanding and distinguished contribution to the I.T. in Education may become an Honorary Member through the recommendation of the Executive Committee.
- 2.5 Institution Members : Education institutions including kindergartens, primary schools, secondary schools, international schools, colleges, universities and those in tertiary education, technical education and special education may, subject to the approval of the Executive Committee, apply to become an Institution Member.
- 2.6 Ordinary Members
  - 2.6.1 An Ordinary Member must be 18 years of age or above.
  - 2.6.2 Teachers who are either I.T. Coordinator in School, or member of the School I.T. Team or holder of AIT Certificate shall be eligible to be an Ordinary Member.
  - 2.6.3 Associate Members who have been an Associate Member for not less than two years and who have special contributions to the Association may, subject to the approval of the Executive

Committee, apply to become an Ordinary Member.

- 2.6.4 The Executive Committee, in their absolute discretion, may resolve to invite such person to become an Ordinary Member.
- 2.7 No Associate Member, Corporate Member, Institution Member or Ordinary Member shall be admitted as a Member of the Association unless his/its application shall have first been approved by the Executive Committee and the Executive Committee shall have the absolute discretion as to the approval or refusal of such application. The Executive Committee shall not be obliged to give any reason for refusal of any application.
- 2.8 Right of members
- 2.8.1 Each Institution Member and Ordinary Member shall have the right to receive notice of all general meetings of the Association and to attend thereat and vote.
- 2.8.2 Corporate Members and Associate Members shall have the right to attend all general meetings of the Association but not to vote thereat.
- 2.9 The name and address of each Member shall be recorded by the Secretariat.
- 2.10 A Member shall cease to be a Member:-
- 2.10.1 if he resigns by giving notice in writing to the Secretariat of his intention so to do;
- 2.10.2 if the Executive Committee determines at their absolute discretion that he shall cease to be a Member, such cessation to take effect on the date so specified by the Executive Committee;
- 2.10.3 if the Member being an individual becomes or is found to be a lunatic or becomes of unsound mind;
- 2.10.4 if the Member being a corporate or organization becomes insolvent or a petition for its winding up having been filed or compounds with its creditors.
- 2.11 The rights and privileges of a Member shall be personal to himself; they shall not be transferred by his own act or by operation of law, and shall cease upon his death, or upon his ceasing from any cause to be a Member under the provisions of these Articles.
- 2.12 Any person corporation or institution who shall by any means cease to be a Member shall nevertheless remain liable for or shall pay to the Association all moneys which at the time of his ceasing to be a Member



shall be due from him to the Association.

### 3. Management

- 3.1 The management of the affairs of the Association shall be vested in the Executive Committee.
- 3.2 Only Ordinary Members are eligible for election as members of the Executive Committee.
- 3.3 Until otherwise determined by a General Meeting the number of the members of the Executive Committee shall be not less than seven nor more than thirteen, of whose number one shall be Chairperson, not less than one nor more than three shall be Vice-Chairperson, not less than one nor more than two shall be Treasurer, not less than one nor more than two shall be Secretary.
- 3.4 The members of the Executive Committee shall be elected at an Annual General Meeting. A member of the Executive Committee, and whether elected or co-opted, shall be eligible for re-election at the Annual General Meeting at the conclusion of which his term of office expires.
- 3.5 A member of the Executive Committee shall hold that office for a term of two (2) years unless during the term for which he was elected he ceases to be eligible to serve as a member of the Executive Committee as provided in these Articles of Association. In these Articles of Association the expression "a term of two (2) years" means the period commencing immediately following the conclusion of the Annual General Meeting at which a candidate is elected as a member of the Executive Committee to the conclusion of the second Annual General Meeting to be held thereafter.
- 3.6 The Executive Committee shall have power to co-opt an Ordinary Member to fill any casual vacancy in the Committee which may occur during a year of office. Any Committee Member so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election.
- 3.7 The Executive Committee shall also have power to co-opt an Ordinary Member to act in place of any Committee Member who is temporarily unable to attend meetings of the Committee for whatever reasons for a period of not less than three months during the term of office of that Committee Member, and any such co-opted Committee Member shall cease to act as a Committee Member on the resumption of attendance at meetings of the Committee Member who was temporary absent.
- 3.8 Notice shall be given in writing to the Secretariat of the names of any

candidates to fill any vacancies on the Executive Committee at an Annual General Meeting and such notice shall be endorsed by each such candidate by way of confirmation of his willingness to serve if elected and shall bear the names and signatures of three Members who are eligible to vote supporting such candidature. Any such notice shall be given to the Secretariat not less than 14 days before the meeting at which the election is to take place.

3.9 The election of members of the Executive Committee at an Annual General Meeting shall take place in the following manner:

3.9.1 If the number of persons properly nominated as candidates shall be equal to or less than the number of vacancies to be filled, the said candidates shall be deemed to have been elected to the Executive Committee with effect from the conclusion of the Annual General Meeting at which the vacancies are to be filled.

3.9.2 If the number of persons properly nominated as candidates excess the number of vacancies to be filled, each voter present in person shall be given a list of the entirety of the persons properly nominated (hereinafter called "the voting paper") on which he shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for as Executive Committee members for the ensuing year. No voter shall indicate more names than there are vacancies to be filled or the number of nominations and in the event that any voter shall do so his voting paper shall be disqualified.

3.9.3 The voting papers shall be counted and checked by the scrutineers appointed by the Chairperson, who shall prepare as soon as possible the result of the ballot showing the total number of votes in favour of each candidate and hand the same to the Chairperson who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates in respect of the last remaining vacancy or vacancies, then as between these candidates, the successful candidate shall be determined by the elected Committee Members and the then non-retiring Committee Members. If the elected Committee Members and the non-retiring Committee Members cannot reach a decision before the meeting is

adjourned, the successful candidate will be determined by lot.

3.9.4 If any of the vacancies shall not be filled by the election or deemed election of Committee Members at an Annual General Meeting, any vacancy shall be treated as a casual vacancy in the Committee and the Committee shall have power to co-opt Ordinary Member to fill such vacancy in accordance with Articles 3.6 above.

### 3.10 Disqualification of Committee Member

3.10.1 The Office of a Committee Member shall be vacated if:

3.10.1.a) he dies; or

3.10.1.b) he resigns from office by notice in writing to the Secretariat, or

3.10.1.c) he ceases to be a Member of the Association; or

3.10.1.d) he absents himself without the consent of the Executive Committee from attending meetings of the Executive Committee for a total of 3 consecutive committee meetings; or

3.10.1.e) he becomes of unsound mind; or

3.10.1.f) he has been adjudged bankrupt or has made a composition or arrangement with his creditors.

A resolution of the Executive Committee declaring such vacation of office as aforesaid shall be conclusive as to the fact and ground of vacation stated in the resolution.

3.10.2 A Member of the Association shall be disqualified from election as a member of the Executive Committee upon the grounds described under Articles 3.10.1.d), 3.10.1.f) and 3.10.1.g).

3.11 Proceedings of the Executive Committee : The Committee shall meet together not less than once every two months for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined not less than 50% of the committee members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.

3.12 Any three members of the Committee acting together may, and on the request of any three members of the Committee so acting the Secretariat shall, at any time summon a meeting of the Committee by notice served upon the members of the Committee. A member of the

Committee who is absent from Hong Kong shall not be entitled to notice of a meeting.

- 3.13 The Chairperson of the Executive Committee when present shall take the chair at all meetings of the Executive Committee. In the absence of the Chairperson from any meeting of the Executive Committee, one of the Vice-Chairpersons shall take the chair of the meeting. In the absence of the Chairperson and all Vice-Chairpersons from any meeting of the Executive Committee, the Committee may appoint some other Committee Member present to take the chair of the meeting.
- 3.14 A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and directions by or under the regulations of the Association for the time being vested in the Committee generally.
- 3.15 All acts bona fide done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
- 3.16 The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 3.17 A resolution in writing signed by all Committee Members for the time being in Hong Kong provided that their number shall be sufficient to constitute a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign. Any such resolution may be contained in one document or in several documents in like form, each signed by one or more members of the Committee.
- 3.18 Powers of the Committee : The Committee may exercise, in addition to the powers and authorities by these Articles expressly conferred on

them, all such powers and do all such act and things as may be exercised and done by the Association and which are not hereby expressly directed to be exercised or done by the Association in general meeting.

3.19 Without prejudice to the powers conferred by Article 3.18 hereof the Executive Committee shall have power:-

3.19.1 To delegate, subject to such conditions as they think fit, any of its powers to the Secretariat or other officers or servants of the Association or committees consisting of such members of the Executive Committee or Members of the Association or together with other persons as it shall think fit, and to make such regulations as to the proceedings of such committees as may seem expedient.

3.19.2 To call upon any Member of the Association for an explanation of any conduct of such Member which may, in the opinion of the Executive Committee, appear to be improper.

3.19.3 To enter into such contracts, and do all such acts and things as they may think expedient for the purposes of the Association.

3.20 The Executive Committee shall have the power to appoint and remove the Secretariat, and to define the duties to be performed by the Secretariat.

3.21 The Executive Committee may act notwithstanding any vacancy in its body but if and so long as the number of Committee Members is reduced below seven the continuing Committee Members or Committee Member may act for the purpose of filling such vacancies or of summoning general meetings, but not for any other purposes. If there be no Committee Member able or willing to act, then any two Members may summon a general meeting for the purpose of appointing one or more Committee Members.

3.22 Accounts : The Treasurer, or any other person authorized by him, shall receive and issue receipts in respect of all moneys payable to the Association which shall be paid into a bank account of the Association. The Treasurer or such other person shall keep proper accounts of all the said moneys and shall pay therefrom all necessary disbursements as and when directed by the Executive Committee.

3.23 The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; all sales and purchases of goods by the

Association, and the assets and liabilities of the Association.

- 3.24 The books of account shall be kept at the office of the Secretariat, or at such other place or places as the Executive Committee shall think fit, and shall always be open to inspection by Committee Members.
  - 3.25 The Executive Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members of the Association not being Committee Members, and no Member of the Association not being a Committee Member shall have any right of inspecting any account or document of the Association except as conferred by statute or by the Memorandum of Association or as authorized by Committee Members or by the Association in general meeting.
  - 3.26 The Executive Committee shall cause to be prepared and to be laid before the Association in general meeting such accounts of income and expenditure balance sheets and reports.
  - 3.27 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Executive Committee's report and a copy of the auditor's report shall not less than 21 days before the date of the meeting be made available (for example, published on the web-site of the Association) to all persons entitled to receive notices of general meetings of the Association.
  - 3.28 The Executive Committee may make, vary and rescind regulations for the meetings and proceedings and for the appointment of committees, working parties and generally for the management of the affairs of the Association, subject always to these Articles for the time being in force.
4. General Meetings
- 4.1 The first general meeting shall be held at such time, not being less than one month and not more than six months after the incorporation of the Association and at such place as the Committee may determine.
  - 4.2 The Association shall, in each year, hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Association holds its first annual general meeting within 18 months of incorporation, it need not hold an annual general meeting in

the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the Committee shall appoint.

- 4.3 Any general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.
- 4.4 The Committee may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. An extraordinary general meeting shall also be convened on a requisition of not less than 50% of the total number of the Members who are entitled to attend and vote.
- 4.5 Subject to Section 116C of the Ordinance, an annual general meeting and a meeting called for the passing of special resolution shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place date and time of the meeting and, in the case of special business, the general nature of that business and shall be given in any manner specified in these Articles or in such other manner if any as may be prescribed by the Association in general meeting to such persons as are, under these Articles entitled to receive notice from the Association.
- 4.6 A meeting of the Association shall, notwithstanding that it is called by shorter notice than prescribed in Article 4.5, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote at the meeting and, in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at the meeting.
- 4.7 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 meeting.
- 4.8 Proceedings at general meetings : Subject to Article 4.10, the quorum of any general meeting shall be 25 Members who are entitled to attend and vote in person or 50% of the total number of all Members who are entitled to attend and vote, whichever is the less and the quorum must continue to be present throughout the meeting.
- 4.9 All business shall be deemed special that is transacted at an

extraordinary general meeting and all that is transacted at an annual general meeting except for consideration of the accounts, balance sheets and the reports of the Committee and auditors, and appointing and fixing the remuneration of the auditors.

- 4.10 If within 15 minutes from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved but, in any other case, it shall be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Committee may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 4.11 The Chairperson or failing him one of the Vice-Chairpersons (as they may agree between them or, in the absence of agreement, as the Committee Members present may determine) shall be entitled to take the chair at every general meeting but if there be no Chairperson or Vice-Chairperson, or if at any general meeting none of them shall be present within 15 minutes after the appointed time for holding such meeting, the members of the Committee present shall choose one of their member to preside as chairperson. If no member of the Committee is present, or if all Committee Members present decline to take the chair, then the meeting shall be dissolved, and the Secretariat shall call another meeting which will be held within the next 7 working days.
- 4.12 The chairperson 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 at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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.
- 4.13 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hand. A declaration by the chairperson of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or



proportion of the votes recorded in favour of or against such resolution. No appointment of proxy or demand for a poll shall be allowed.

4.14 In the case of an equality of votes on a show of hands, the chairperson of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.

4.15 Votes of Members : Upon a show of hands every Member present in person who is entitled to attend and vote shall have one vote.

## 5. Notice

5.1 A notice may be served upon any Member either personally or by sending it through the post in a prepaid letter addressed to, or by leaving it for such Member at the address of the Member appearing in the Register (which shall be an address in Hong Kong) or by facsimile transmission or by e-mail or by other modes as may from time to time be decided by the Executive Committee.

5.2 Any notice sent by post shall be deemed to have been served at the expiration of 24 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and, in the case of a notice sent by facsimile transmission or e-mail that the facsimile number or e-mail address was that of the Member being served with such notice.

5.3 Where a given number of days' notice, or notice extending over any other period is required to be given, the day of service, and the day for which notice is given shall not, unless otherwise herein provided, be included in such number of days or other period.

## 6. Winding-up

6.1 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under by virtue of Clause 4 of the Memorandum hereof, such institution or institutions to be determined by the Executive Committee at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

## 7. General

- 7.1 A member of the Executive Committee shall not act as a member of the Executive 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 a complainant.
- 7.2 An Executive Committee member who is in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Association's business) with the Association shall, if his interest in the contract or proposed contract is material, declare the nature of his interest at a meeting of the Executive Committee.
- 7.3 A Committee Member shall not vote in respect of any such contract or proposed contract in which he is interested and if he shall so vote his vote shall not be counted but he shall be counted in estimating the quorum when any such contract or proposed contract is under consideration.
- 7.4 A Committee Member may hold any other office or place of profit under the Association (other than the office of auditor) in conjunction with his office as a Committee Member for such period and on such terms (as to remuneration and otherwise) as the Executive Committee may determine and no Committee Member or intending Committee Member shall be disqualified by his office from contracting with the Association either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Association in which any Committee Member so contracting or being so interested be liable to account to the Association for any profit realized by any such contract or arrangement by reason of such Committee Member holding that office or of the fiduciary relation thereby established.
- 7.5 Any Committee Member may act by himself or his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he were not a Committee Member.
- 7.6 All acts done by any meeting of the Executive Committee, or of any of its Committee Members, or by any person acting as a Committee Member or as a member of any committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there was any defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were

not entitled to vote or form part of a quorum, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Executive Committee member and had been entitled to vote and form part of a quorum.

7.7 Every member of the Executive Committee, Secretariat, and other officer or servant of the Association, shall be indemnified by the Association against, and it shall be the duty of the Executive Committee out of the funds of the Association to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or deed done by him as such officer or servant or in any way in the discharge of his duties; and on the property of the Association and have priority as between the Members over all other claims.

7.8 Subject to the provision of Section 165 of the Ordinance, if any prosecution action or suit at law be commenced against any member of the Committee, or any servant or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Association from all damages costs and expenses which may be incidental to or result from such prosecution action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Committee from time to time Provided that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

## 8. The Seal

8.1 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and two Executive Committee Members shall sign every instrument to which the seal of the Association is affixed and any instrument so signed shall be deemed to have been duly executed by the Association.

8.2 All cheques, drafts or orders for the payment of money shall be signed by the Chairperson and the Treasurer, or by such other person or persons as the Executive Committee shall from time to time appoint.

## 9. Funds

9.1 All moneys received by the Association shall be deposited in such bank or banks carrying on business in Hong Kong or any other country as the Executive Committee shall from time to time think fit.

9.2 The funds of the Association shall not be used for any purposes other

than those specified in this Memorandum and Articles of Association.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

Names, Addresses and Description of Subscribers

Chiu Kam Wa	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
So Cheung Shing	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Chan Chi Hung	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Lai Man Yau	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Wong Kin Wai	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Cheng Chie Hung	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Chung Kai Yuen	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	
Yeung Man Tak	EIE Department, The Hong Kong Polytechnic University, Hung Hom, Kowloon.	Teacher	

WITNESS to the above signatures:

Name

Title

HONG KONG

Dated the 31<sup>st</sup>, July, 2002