

**NEW  
MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF**

**Evangelical School Development Incorporation Limited  
基督教興學會有限公司**

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*Incorporated the 23<sup>rd</sup> day of July 1964.*

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Registration Number : 10443

The date of this latest version: 6th December 2012

(COPY)

CERTIFICATE OF INCORPORATION

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I hereby certify that

*Evangelical School Development Incorporation Limited*

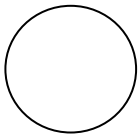
is this day incorporated in Hong Kong under the Companies Ordinance, (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong) and that this company is limited by guarantee.

Given under my hand and seal of office this 23<sup>rd</sup> day of July, One Thousand Nine Hundred and Sixty-four.

*(Sd.)* **J.A.H. TILLEY**

For Registrar of Companies,

Hong Kong



# THE HONG KONG COMPANIES ORDINANCE

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Company Limited by Guarantee and not having a Share Capital

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## MEMORANDUM OF ASSOCIATION

OF

*Evangelical School Development Incorporation Limited* (基督教興學會有限公司)

*First:* - The name of the Incorporation is “EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LIMITED (基督教興學會有限公司)” (hereinafter referred to as “the Incorporation”).

*Second:* - The Registered Office of the Incorporation will be situate in Hong Kong.

*Third:* - The objects for which the Incorporation is established are:

- (a) To maintain and conduct the Incorporation for the purpose of propagating the teaching of the gospel and promoting a sound and general education.
- (b) To establish and administer and maintain non-profit making schools or colleges in which students may obtain a sound biblical and general education with emphases on strengthening the Christian faith, training character, developing personality, and promoting intellectual independence.
- (c) To assist any evangelical Christian educational institutions.
- (d) To admit any eligible persons to be members of the Incorporation with all rights, privileges and obligations as described hereafter.
- (e) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided.
- (f) To act as custodian trustee or manager of any property or fund for any evangelical Christian institutions.
- (g) To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.
- (h) Subject to the requirements of Section 17 of the Companies Ordinance, to acquire, purchase, take on lease or in exchange, hire or otherwise, lands, buildings, messuages or tenements of what nature or kind soever and wherever situate, and also to invest moneys upon mortgage of any lands, buildings, messuages or tenements or upon the mortgages, debentures, funds, shares or securities of any corporation or company, but only for such purposes as stated in (b) above.
- (i) To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being vested in or belonging to the Incorporation upon such terms as may seem fit to the Incorporation.

- (j) To borrow any moneys required for the purposes of the Incorporation upon such terms and on such securities as may be determined. Provided that no interest bearing loans shall be raised by the Incorporation for the purpose of establishing and operating all or any of its non-profit making school or schools.
- (k) To invest the moneys of the Incorporation not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (l) 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.

Provided that:

- i) In case the Incorporation shall take or hold any property which may be subject to any trusts, the Incorporation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii) The objects of the Incorporation shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

*Fourth:* - The liability of the members is limited.

*Fifth:* - Every member of the Incorporation undertakes to contribute to the assets of the Incorporation 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 Incorporation 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 the sum of \$100.00.

*Sixth:* -

- (a) The income and property of the Incorporation, whencesoever derived, should be applied solely towards the promotion of the objects of the Incorporation as set forth in this Memorandum of Association.
- (b) Subject to Sub-Clauses (d) and (e) below, no portion of the income and property of the Incorporation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Incorporation.
- (c) No member of the Council of Management or Governing Body or Board of Directors of the Incorporation shall be appointed to any salaried office of the Incorporation, or any office of the Incorporation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Sub-Clause (e) below) shall be given by the Incorporation to any member of the Council of Management or Governing Body or Board of Directors.
- (d) Nothing herein shall prevent the payment, in good faith, by the Incorporation of reasonable and proper remuneration to any officer or servant of the Incorporation, or to any member of the Incorporation not being a member of the Board of Directors of the Incorporation in return for any services actually rendered to the incorporation.

- (e) Nothing herein shall prevent the payment, in good faith, by the Incorporation:
- (1) to any member of its Council of Management or Governing Body or Board of Directors of out-of-pocket expenses;
  - (2) of interest on money lent by any member of the Incorporation or its Council of Management or Governing Body or Board of Directors at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (3) of reasonable and proper rent for premises demised or let by any member of the Incorporation or of its Council of Management or Governing Body or Board of Directors; and
  - (4) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Incorporation or of its Council of Management or Governing Body or Board of Directors is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Sub-Clauses (d) and (e) above.

*Seventh:* - If upon the winding up or dissolution of the Incorporation 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 Incorporation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Incorporation, 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 Incorporation under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Incorporation at or before the time of dissolution, or in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

*Eighth:* - True accounts shall be kept of the sums of money received and expended by the Incorporation, and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Incorporation; and, subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Incorporation for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Incorporation shall be examined and the correctness of the balance sheet ascertained by one or more Authorized Auditor or Auditors.

*Ninth:* - No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing. Provided that no alteration whatever shall be made to the doctrinal statement as described in Clause 78 of the Articles of Association.

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

**Names, Addresses and Descriptions of Subscribers**

- (Sd.) S. Y. King (金新宇) King Sing Yui.  
Dept. of Electrical Engineering,  
University of Hong Kong, H.K.  
Reader in Electrical Engineering.
- (Sd.) Y. F. Hui (許賢發) Hui Yin Fat.  
Lot 196, Clear-water Bay Road, N.T.  
Lutheran World Services, Casework Supervisor.
- (Sd.) Nip Kam Fan (聶錦勳)  
53, Ma Tau Chung Road, 2<sup>nd</sup> floor, Kowloon.  
Engineer, P.W.D., Hong Kong.
- (Sd.) K. S. Wong (黃家聲) Wong Ka Sing.  
138/40, Argyle Street, 6<sup>th</sup> floor, Block A, Kowloon.  
Assistant Architect.
- (Sd.) Mark Yen Keang (麥延強) Mark Yen Keang.  
33, Carnarvon Road, 7<sup>th</sup> floor, Flat II, Kowloon.  
Student.
- (Sd.) K. C. Wong (黃家正) Wong Ka Ching.  
138/40, Argyle Street, 6<sup>th</sup> floor, Block A, Kowloon.  
Assistant Engineer, P.W.D., Hong Kong.
- (Sd.) Liu Yan Kin (廖仁堅) Liu Yan Kin.  
91, Dundas Street, Block 9, 13<sup>th</sup> floor, Kowloon.  
Teacher, St. Paul's College, Bonham Road, HK.

Dated the 10<sup>th</sup> day of April, 1964.

WITNESS to the above signatures.

(Sd.) **EDMUND Y. S. CHEUNG**  
Solicitor,  
HONG KONG

Hong Kong Stamp Duty \$20.00 Paid 14/4/64.
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## THE HONG KONG COMPANIES ORDINANCE

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Company Limited by Guarantee and not having a Share Capital

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### ARTICLES OF ASSOCIATION

OF

*Evangelical School Development Incorporation Limited* (基督教興學會有限公司)

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#### **Preliminary**

1) In these regulations: -

The Ordinance means the Companies Ordinance, Cap. 32 of the Revised Edition, 1950, of the Laws of Hong Kong. When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Incorporation shall have the meanings so defined, and the male gender shall include the female and neuter gender and vice versa.

#### **Objects**

2) The Incorporation is established for the purposes set out in the Memorandum of Association.

#### **Members**

3) The number of members which the Incorporation proposes to be registered is 1,000 but the Board of Directors may from time to time register an increase of members.

4) The subscribers to the Memorandum of Association and such other persons or Protestant churches or congregations as shall be admitted to membership in accordance with these regulations, and none others, shall be members of the Incorporation.

5) Membership is open to:

- (a) individuals (there shall be two classes of individual members: ordinary members and affiliated members); and
- (b) Protestant churches or congregations (each shall be deemed to be a corporate

member, designated as a patron association, and the representative appointed to represent such corporate member shall be regarded as if he were an ordinary member), and all ordinary members shall have the same rights and the same obligations.

6) When any person desires to be admitted to the class of ordinary members of the Incorporation he, or an officer of the applicant duly authorized in that behalf (as the case may be) must sign and deliver to the Incorporation an application for admission framed in such form as the Board of Directors shall require, declaring at the same time that the person subscribes to the Doctrinal Statement of the Incorporation set out in the Article 78 of these regulations.

No person shall be admitted an ordinary member of the Incorporation unless he is first recommended by two ordinary members of the Incorporation and approved by the Board of Directors or the Executive Committee elected as described hereafter and the Board of Directors shall have full discretion as to the admission of any persons to the class of ordinary members.

- (a) A person who has been appointed to a salaried office of the Incorporation or the schools established by the Incorporation shall not be eligible for admission to the class of ordinary members.
- (b) A person who has been appointed to a salaried office of the Incorporation or the schools established by the Incorporation shall become an affiliated member when he signs and delivers to the Incorporation an application for admission framed in such form as the Board of Directors shall require, declaring at the same time the basis of his doctrinal belief, and when his application is approved by the Board of Directors or the Executive Committee.

Every member must be willing to help and share the responsibility for the projects of the Incorporation. Membership should be renewed annually by signing and delivering to the Incorporation a membership renewal form framed in such form as the Board of Directors shall require.

In the case of a corporate member it must nominate an individual to represent it at all meetings of the Incorporation. An instrument appointing such representative shall be deposited at the registered office of the Incorporation stating the length of time of such representation.

7) The rights and privileges of each and every member shall be personal and shall not be transferable by his own act or by operation of law.

8) Any member may withdraw from the Incorporation by giving one month's notice in writing to the Honorary Secretary of the Incorporation of his intention so to do, and upon the expiration of the notice, and after payment of any outstanding dues and liabilities due from such member to the Incorporation, he shall cease to be a member.

9) Any member who shall by any means cease to be a member shall nevertheless remain liable for and shall pay to the Incorporation all moneys (if any) which at the time of his ceasing to be a member may be due from him to the Incorporation.

10) Every member shall be bound to further to the best of his ability the objects and influence of the Incorporation, and shall observe all bye-laws of the Incorporation made pursuant to the powers in that behalf hereinafter contained.



11) Any member who shall fail in observance of any regulations or bye-laws of the Incorporation may be excluded from the Incorporation by resolution of a majority of at least three-fourths of the members of the Board of Directors present and voting at a special meeting of the Board of Directors at which not less than three members shall be present. Such member shall have one month's notice sent to him of the meeting, and he or his representative may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as the Board of Directors allow. A member excluded from the Incorporation by such meeting may, within one month of receiving the notice of this exclusion, appeal from the decision of the Board of Directors to a special meeting of the Incorporation which shall thereupon be convened by the Board of Directors.

12) A majority of not less than three-fourths of the members present at such last mentioned meeting shall have power to annul the exclusion or to annul it subject to the performance of any condition which the meeting may think fit to impose.

13) A member so excluded shall cease to be a member of the Incorporation and forfeit all claim to a return of the money paid by him to the Incorporation by way of subscription or otherwise.

### **General Meetings**

14) A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the executive committee of the Incorporation or, in default, at such time in the third month following that in which the anniversary of the Incorporation's incorporation occurs, and at such place as the Board of Directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the Board of Directors.

15) The above-mentioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.

16) The Board of Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance.

### **Notice of General Meetings**

17) Subject to the provisions of Section 116 (2) of the Ordinance relating to special resolutions, seven days' notice at the least (exclusive of the day for which notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Incorporation in general meeting, to such persons as are, under the regulations of the Incorporation, entitled to receive such notices from the Incorporation; 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.

18) 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.

## **Proceedings at General Meeting**

19) All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Directors and auditors, the election of the Directors of fixed terms and other officers in the places of those retiring by rotation, and the fixing of the remuneration of the auditors.

20) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten of the ordinary members residing in Hong Kong personally present shall be a quorum.

21) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

22) The Chairman of the Board of Directors, or in his absence the Vice Chairman (if any), shall preside as Chairman at every general meeting of the Incorporation.

23) If there is no Chairman or Vice Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose some one of their number to be Chairman.

24) The Chairman 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 ten 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.

25) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by ordinary members, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten ordinary members present in person or by proxy entitled to vote and unless a poll is demanded, a declaration by the Chairman 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 of proceedings of the Incorporation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

26) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

27) In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

28) No member except with the permission of the Chairman may address the meeting for more than 5 minutes at a time.

## **Votes to Members**

29) Every ordinary member present in person shall have one vote. Affiliated members shall not be eligible to vote.

30) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court.

31) No ordinary member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Incorporation have been paid.

32) Every ordinary member shall have one vote.

33) The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy may not be a member of the Incorporation.

34) The instrument appointing a proxy shall be deposited at the registered office of the Incorporation not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

35) An instrument appointing a proxy may be in the form contained in the Schedule hereto or in any other form which the Board of Directors may from time to time approve.

36) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

37) No member shall be entitled to hold more than three proxies at a time.

38) An instrument appointing a proxy shall remain in full force notwithstanding the death of, or its revocation by other means, unless and until express notice in writing of such death or revocation shall have been given to the Incorporation at its registered office.

## **Directors**

39) Unless otherwise determined by the Incorporation in general meeting, the number of Directors shall not be less than ten or more than seventy.

40) Directors shall be of three categories namely (i) Directors for life, (ii) Directors serving on fixed terms, and (iii) Directors acting as delegates from patron associations. All Directors shall be Christians holding the same basis of faith as declared in the doctrinal statement of the Incorporation in Clause 78.

41) No salary, remuneration or allowance shall be paid to the Directors as such but they shall be paid all expenses properly incurred by them in connection with the business of the Incorporation. Clerks and servants of the Incorporation shall be employed on such terms and paid such remuneration as the Directors shall from time to time determine.

## **Power and Duties of Directors**

42) The Directors for life shall serve the Incorporation on an advisory capacity unless

otherwise decided at the general meeting of the Incorporation. They shall be nominated by the current Board of Directors and submitted to the general meeting of the Incorporation for approval.

43) Each patron association may delegate one of their members to serve as a Director on the Board of Directors as may be proposed by the Executive Committee subject to the approval of the Board of Directors. Such delegates shall be Directors on an advisory capacity, unless otherwise decided at the general meeting of the Incorporation.

44) The Directors serving on fixed terms are to be elected from the class of ordinary members by the ordinary members of the Incorporation at the general meeting of the Incorporation. They shall hold office for a period of three years and shall be eligible for re-election. The nomination for election or re-election of Directors shall be made by the Nomination Committee.

(a) The Directors serving on fixed terms shall elect the office-bearers of the Incorporation (the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer) and, in addition, not less than six but not more than twenty members out of their number to form the Executive Committee. Unless otherwise determined by the directors serving on fixed terms, the above mentioned elections shall be carried out annually. The office-bearers shall not hold the same office consecutively for more than six years.

45) The business of the Incorporation shall be managed by the Executive Committee who may exercise all such powers of the Incorporation as are not by the Ordinance or by these articles, required to be exercised by the Incorporation in the general meeting, subject nevertheless to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Incorporation in general meeting; but no regulation made by the Incorporation in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

46) The Executive Committee shall cause minutes to be made in books provided for the purpose: -

- (a) of all appointments of officers made by the Directors.
- (b) of the names of the members of the Directors present at each meeting of the Directors, and of the Executive Committee and any Committee of the Directors.
- (c) of all resolutions and proceedings at all meetings of the Incorporation, and of the Board of Directors and of the Executive Committee and any Committee of the Directors and every Director present at any meeting of the Board of Directors or Committees of Directors shall sign his name in a book to be kept for that purpose.

### **The Seal**

47) The Board of Directors shall provide for the safe custody of the seal of the Incorporation which shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or the Executive Committee and in the presence of two Directors, who shall sign every instrument to which the Seal of the Incorporation is so affixed in their presence.

48) All cheques, promissory notices, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

49) The funds of the Incorporation shall not be used for any purpose other than those specified in the Memorandum of Association.

### **Disqualification of Directors**

- 50) The office of a Director shall be vacated, if the Director: -
- (a) becomes bankrupt; or
  - (b) becomes prohibited from being a Director by reason of any order made under Section 208 or 260 of the Ordinance; or
  - (c) is found lunatic or becomes of unsound mind; or
  - (d) resigns his office by notice in writing to the Incorporation; or
  - (e) is absent from the meeting of the Board of Directors for three consecutive meetings without the consent of the other Directors; or
  - (f) is directly or indirectly interested in any contract with the Incorporation and fails to declare the nature of his interest in manner required by Section 147 of the Ordinance.

51) A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

### **Rotation of Directors**

52) The Directors for life shall hold office for an indefinite period unless his office is vacated for the reasons as stated in Clause 50 or otherwise.

The Directors delegated from the patron associations as described in Clause 43 shall hold office for periods as prescribed by the said association.

The Directors serving on fixed terms shall hold office for a term of three years and shall retire on the expiration of the said term, but he shall be eligible for re-election as Director.

53) The Incorporation at the general meeting at which Directors retire in manner aforesaid may fill up the vacated offices by electing the like number of members hereto, and in default, the retiring Directors shall be deemed to have been re-elected.

54) The Incorporation may from time to time in general meeting increase or reduce the number of Directors, and may also determine their period of office.

55) Any casual vacancy occurring in the Board of Directors may be filled up by the Board of Directors but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

56) The Incorporation may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an ordinary resolution appoint another member in his stead. The member so appointed shall be subject to retirement at the same

time as if he had become a Director on the day on which the Director in whose place he is appointed was elected as Director.

57) The Board of Directors shall meet at least half-yearly to review the works as carried out by the Executive Committee in the current year. The meeting shall be convened by its Chairman.

### **Proceedings of Directors**

58) The Executive Committee may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director on the Executive Committee may, and the Honorary Secretary on the requisition of a Director shall, at any time summon a meeting of the Executive Committee.

59) The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed shall be five.

60) The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulation of the Incorporation as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Incorporation, but for no other purpose.

61) The Chairman shall preside at all of the Incorporation's General Meetings, Board of Directors Meetings and Executive Committee Meetings. In the absence of the Chairman, the Vice-Chairman shall preside. In the absence of both the Chairman and the Vice-Chairman of the Incorporation, the members present at the meeting may elect a chairman for the meeting.

(a) The Executive Committee shall, no less than one month before the Annual General Meeting, appoint the Nomination Committee, consisting of five members of the Executive Committee, except those retiring Directors, and its Chairman.

(b) The Nomination Committee shall make recommendation to the Executive Committee suitable candidates for election or re-election of Directors, after which it will be dissolved.

62) The Board of Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committees so formed shall have their chairmen appointed by the Board of Directors and, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board of Directors.

63) If at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.

64) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote.

65) All acts done by any meeting of the Board of Directors or of its Executive Committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any one of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

### **School Management Committee/Incorporated Management Committee**

- 66) (i) The Directors shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Incorporation a management committee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.
- (ii) Subject to the provisions of the Education Ordinance, the Directors may remove or dismiss a member of a management committee from office and a member of an incorporated management committee may be removed or dismissed in accordance with the Ordinance. Any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended shall forthwith tender his resignation in writing to the Permanent Secretary for Education as a registered manager under the Education Ordinance.
- (iii) The Directors, the management committee or the incorporated management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee or an incorporated management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the provisions of the Education Ordinance.
- (iv) A member of a school management committee may be but need not necessarily be a Director. The composition of an incorporated management committee shall comply with the provisions of the Education Ordinance.

67) It shall be the special responsibility of a school management committee or an incorporated management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.

### **School Supervisor**

68) *\*(It was resolved in the EGM which was held in 9<sup>th</sup> December, 2003 that this clause had to be deleted.)*

### **Accounts**

69) The Board of Directors or its Executive Committee shall cause proper books of

accounts to be kept with respect to all sums of money received and expended by the Incorporation and the matter in respect of which the receipt and expenditure takes place, and the assets and liabilities of the Incorporation.

70) The books of accounts shall be kept at the registered office of the Incorporation, or at such other place or places as the Board of Directors or its Executive Committee may think fit, and shall always be open to the inspection of the Directors.

71) The Board of Directors or its Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations all or any of the accounts and books of the Incorporation shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Incorporation except as conferred by statute or authorized by the Board of Directors or its Executive Committee or by the Incorporation in general meeting.

72) The Board of Directors or its Executive Committee shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Incorporation in general meeting an income and expenditure account and reports as are referred to in that Section.

73) A copy of every income and expenditure account (including every document required by law to be annexed thereto) which is to be laid before the Incorporation in general meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Incorporation.

#### **Audit**

74) Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132 and 133 of the Ordinance.

#### **Notices**

75) A notice may be given by the Incorporation to any member either personally or by sending it by post to him to his registered address, if any, within Hong Kong supplied by him to the Incorporation for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and shall be deemed to have been effected at the expiration of 24 hours after the letter containing the same was posted.

76) As regards those members who have no registered place of address in Hong Kong, a notice posted up in the office of the Incorporation, shall be deemed to be well served on them at the expiration of twenty four hours after it is posted up.

#### **Winding-up**

77) The provision of the Seventh Clause of the Memorandum of Association relating to the winding up of the Incorporation shall have effect and be observed as if the same were repeated in these articles.

#### **Doctrinal Statement**

78) Every ordinary member and every Director on being admitted into the



Incorporation shall willingly declare his belief in the following basis of the doctrinal statement of the Incorporation: -

- (i) The living and true God is one, eternally existing in three: the Father, Son and Holy Spirit.
- (ii) God created all things visible and invisible, and He is absolutely sovereign over all.
- (iii) All human beings are descendants of Adam, and therefore born with a sinful nature, becoming sinners in thought, word and deed.
- (iv) Jesus Christ, Son of God, was conceived by the Holy Spirit and born of the virgin Mary, thus becoming man. He lived a sinless life, died on the cross as God's sacrifice for sin, rose the third day, ascended to heaven, and sits at the right hand of God the Father where He executes His ministry as High Priest.
- (v) Because of the substitutionary death of our Lord Jesus Christ, God justifies all who repent and believe in Him and redeems them from the penalty and power of sin.
- (vi) The Holy Spirit convicts and regenerates sinful men and maintains the new life in the believers by empowering them to live a holy life.
- (vii) The church is the body of Christ; all who are born again by the Holy Spirit become members thereof, Christ being the Head. The church is to keep its faith and purity as it proclaims His gospel to the ends of the earth.
- (viii) Jesus Christ is coming to earth again personally, bodily and visibly and the Judge to condemn the unregenerated to eternal punishment in hell and to reward the regenerated with eternal bliss in the new heaven and earth.
- (ix) The Bible was written by human authors under the perfect control and direction of the Holy Spirit so that the original manuscripts were inerrant. It is God's word and contains all that He is pleased to reveal to men concerning salvation.

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**Names, Addresses and Descriptions of Subscribers**

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- (Sd.) *S. Y. King (金新宇) King Sing Yui.*  
*Dept. of Electrical Engineering,*  
*University of Hong Kong, H.K.*  
*Reader in Electrical Engineering.*
- (Sd.) *Y. F. Hui (許賢發) Hui Yin Fat.*  
*Lot 196, Clear-water Bay Road, N.T.*  
*Lutheran World Services, Casework Supervisor.*
- (Sd.) *Nip Kam Fan (聶錦勳)*  
*53, Ma Tau Chung Road, 2<sup>nd</sup> floor, Kowloon.*  
*Engineer, P.W.D., Hong Kong.*
- (Sd.) *K. S. Wong (黃家聲) Wong Ka Sing.*  
*138/40, Argyle Street, 6<sup>th</sup> floor, Block A, Kowloon.*  
*Assistant Architect.*
- (Sd.) *Mark Yen Keang (麥延強) Mark Yen Keang.*  
*33, Carnarvon Road, 7<sup>th</sup> floor, Flat II, Kowloon.*  
*Student.*
- (Sd.) *K. C. Wong (黃家正) Wong Ka Ching.*  
*138/40, Argyle Street, 6<sup>th</sup> floor, Block A, Kowloon.*  
*Assistant Engineer, P.W.D., Hong Kong.*
- (Sd.) *Liu Yan Kin (廖仁堅) Liu Yan Kin.*  
*91, Dundas Street, Block 9, 13<sup>th</sup> floor, Kowloon.*  
*Teacher, St. Paul's College, Bonham Road, HK.*
- 

Dated the 10<sup>th</sup> day of April, 1964.

WITNESS to the above signatures,

(Sd.) **EDMUND Y. S. CHEUNG**  
Solicitor,  
HONG KONG

## Annex 1

### *Evangelical School Development Incorporation Limited* Special Resolution

At an Extraordinary General Meeting held on Thursday 30<sup>th</sup> day of July 1970 at Kowloon Evangelical Reading Room, 2B Tak Shing Street, 1<sup>st</sup> floor, Kowloon, the following Special Resolutions were passed: -

THAT the Memorandum of Association of the Incorporation be amended in the following manner: -

- (1) By the addition of the words “non-profit making” to the first line of Third Clause Sub-Clause (b) between the words “administer” and “schools”.
- (2) By the addition of the following to the end of Sub-clause (j) of the Third Clause: -  
“Provided that no interest bearing loans shall be raised by the Incorporation for the purpose of establishing and operating all or any of its non-profit making school or schools”.

AND THAT the Articles of Association of the Incorporation be amended in the following manner: -

- (1) By the amendment of Clauses 66, 67 and 68 to read:
  - 66) (i) The Directors shall nominate for each school established or carried on by the Association a management committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office, and such nominees shall make application to the Director of Education for registration as managers under the provisions of the Education Ordinance.
  - (ii) The Directors may remove or dismiss a member of a management committee from office and any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the Directors shall forthwith tender his resignation in writing to the Director of Education as a registered manager under the Education Ordinance.
  - (iii) The Directors shall nominate another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Director of Education for registration as a manager under the provisions of the Education Ordinance.
  - (iv) A member of a management committee must be a Director.
- 67) It shall be the special responsibility of a school management committee to conduct the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Director of Education.
- 68) (i) The Directors shall with the agreement of the majority of the members of the school management committee nominate a member of the school management committee to be the supervisor of the school either for a fixed term or without any limitation as to the period for which he is to hold such office and thereupon the school management committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.
- (ii) The Directors may remove or dismiss a supervisor from office and any supervisor so removed or dismissed or whose term of office has expired and has not been renewed or extended by the Directors shall tender forthwith his resignation in writing to the Director of Education as an approved supervisor under the Education Ordinance.
- (iii) The Directors with the agreement of the majority of the members of a school management committee shall nominate another supervisor to replace one who has been removed or dismissed or whose term of office has expired and thereupon the school management committee shall recommend such person to the Director of Education for his approval in accordance with the Education Ordinance.”

(William Cheng)  
Chairman

*Evangelical School Development Incorporation Limited*  
**Special Resolution**

At the Extraordinary General Meeting of the Evangelical School Development Incorporation Limited held on Friday, 21<sup>st</sup> January 1983 at 6:00p.m. at the Principal's Office, Carmel English School, 55 Chung Hau Street, Homantin, Kowloon, the following was passed as a special resolution to the Articles of Association of the Incorporation.

1. By the amendment of Clauses 5, 6, 25, 29, 31, 32, 44 in the following manner:

5. There shall be two classes of members: Ordinary members and Affiliated members.

6. When any person desires to be admitted to the class of ordinary members of the Incorporation he must sign and deliver to the Incorporation an application for admission framed in such form as the Board of Directors shall require, declaring in the same time the basis of his doctrinal belief.

No person shall be admitted an ordinary member of the Incorporation unless he is first recommended by two ordinary members of the Incorporation and approved by the Board of Directors or the Executive Committee elected as described hereafter and the Board of Directors shall have full discretion as to the admission of any persons to the class of ordinary members.

(A) A person who has been appointed to a salaried office of the Incorporation or the schools established by the Incorporation shall not be eligible for admission to the class of ordinary members.

(B) A person who has been appointed to a salaried office of the Incorporation or the schools established by the Incorporation shall become an Affiliated member when he signs and delivers to the Incorporation an application for admission framed in such form as the Board of Directors shall require, declaring at the same time the basis of his doctrinal belief, and with the endorsement from either the Board of Directors or in its adjournment, the Executive Committee of the Incorporation.

Every member must be willing to help and share the responsibility for the projects of the Incorporation. Membership should be renewed annually by signing and delivering to the Incorporation a membership renewal form framed in such form as the Board of Directors shall require.

25. At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands by ordinary members, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten ordinary members present in person or by proxy entitled to vote and unless a poll is demanded, a declaration by the Chairman that a resolution has, or 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 of proceedings of the Incorporation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.

29. Every ordinary member present in person shall have one vote. Affiliated members shall not be eligible to vote.

31. No ordinary member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Incorporation have been paid.
  32. Every ordinary member shall have one vote.
  44. The Directors serving on fixed terms are to be elected from and by the ordinary members of the Incorporation at the general meeting of the Incorporation. They shall hold office for a period of three years. These Directors and such other Directors of the other two categories as decided at the general meetings of the Incorporation shall form the Executive Committee.
2. By the amendment of the first sentence of Clause 78 in the following manner:
    78. Every ordinary member and every Director on being admitted into the Incorporation shall willingly declare his belief in the following basis of the doctrinal statement of the Incorporation: -
  3. The above amendments will become effective on the date when the said amendments have been accepted and approved by the Company Registrar.

The Chairman of the meeting was Mr. William Cheng.

Certified True and Correct Copy

Mabel Tsao (Mrs.)  
Hon. Secretary

**THE COMPANIES ORDINANCE (CHAPTER 32)**

**SPECIAL RESOLUTION**

OF

***EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LIMITED***

Passed on the 15<sup>th</sup> day of December 1988.

At the Annual General Meeting of the Incorporation duly convened and held at the Han Court Restaurant, 75 Mody Road, South Seas Centre, Lower Ground Floor, Tsimshatsui East, Kowloon on 15<sup>th</sup> December 1988, the following resolution was duly passed as a Special Resolution:-

**SPECIAL RESOLUTION**

“THAT the Article of Association of the Incorporation be amended as follows: -

1. By deleting the full stop at the end of Article 1 and substituting therefor the following: -  
‘, and the male gender shall include the female and neuter gender and vice versa.’
2. By adding after the words ‘such other persons’ on the 2<sup>nd</sup> line of Article 4 the following: -  
‘or Protestant churches or congregations’.
3. By deleting the existing Article 5 and replaced by the following new Article 5: -  
‘5) Membership is open to :
  - (a) individuals; and
  - (b) Protestant churches or congregations (they shall be deemed to be a corporate member and the representation appointed to represent such corporate member shall be regarded as if he were an individual member); and all members shall have the same rights and the same obligations.’
- 4a. By adding after the word ‘he’ on the 2<sup>nd</sup> line of the first paragraph of Article 6 the following: -  
‘, or an officer of the applicant duly authorised in that behalf (as the case may be)’  
and by deleting the words ‘in the same time the basis of his doctrinal belief’ at the last line of same paragraph in Article 6 and replaced by the following : -  
‘at the same time that the applicant subscribes to the Doctrinal Statement of the Incorporation set out in the Article 78 of these regulations.’ ;
- b. by deleting the word ‘person’ on the 1<sup>st</sup> line of the second paragraph of Article 6 and the word ‘persons’ at the last line of the same paragraph and replaced both words by the word ‘applicant’;
- c. by adding the following as a new paragraph immediately after the end of Article 6 : -  
‘In the case of a corporate member it must nominate an individual to represent it at all meetings of the Incorporation. An instrument appointing such representative shall be deposited at the registered office of the Incorporation stating the length of time of such representation.’
5. By deleting the word ‘person’ on the 1<sup>st</sup> line of Article 9 and replaced by the word ‘member’.
6. By adding the words ‘or his representative’ to the 7<sup>th</sup> line of Article 11 immediately before the words ‘may attend’.”

(William Cheng)  
Chairman

*Evangelical School Development Incorporation Limited*  
Special Resolution

At an Extraordinary General Meeting of the Evangelical School Development Incorporation Ltd held on Friday, 11<sup>th</sup> December 1998 at 6:00 p.m. in Carmel Secondary School, 55 Chung Hau Street, Kowloon, the following Special Resolutions were passed:

“THAT the Memorandum of Association of the Incorporation be amended in the following manner:

1. By the deletion of the words “the Colony of” between the words “in” and “Hong Kong” in the Second Clause.
2. By the addition of the following after the Third Clause Sub-Clause (1):  
Provided that:
  - i) In case the Incorporation shall take or hold any property which may be subject to any trusts, the Incorporation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - ii) The objects of the Incorporation shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
3. By the addition of the words “at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans” between the words “money lent” and “, or the payment” in the second sentence of the Sixth Clause.
4. By the amendment of the words “such judge of the Supreme Court of Justice as may have or acquire jurisdiction” in the first sentence of the Seventh Clause to read “a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction”.

AND THAT the Articles of Association of the Incorporation be amended in the following manner:

1. By the amendment of Clauses 5,6,25,29,31,32,44 in the following manner:
  - 5) Membership is open to:
    - (a) individuals (there shall be two classes of individual members: ordinary members and affiliated members); and
    - (b) Protestant churches or congregations (they shall be deemed to be a corporate member and the representative appointed to represent such corporate member shall be regarded as if he were an ordinary member), and all ordinary members shall have the same rights and the same obligations.
  - 6) When any person desires to be admitted to the class of ordinary members of the Incorporation he, or an officer of the applicant duly authorized in that behalf (as the case may be) must sign and deliver to the Incorporation an application for admission framed in such form as the Board of Directors shall require, declaring at the same time that the person subscribes to the Doctrinal Statement of the Incorporation set out in the Article 78 of these regulations.  
No person shall be admitted an ordinary member of the Incorporation unless he is first recommended by two ordinary members of the Incorporation and approved by the Board of Directors or the Executive Committee elected as described hereafter and the Board of Directors shall have full discretion as to the admission of any persons to the class of ordinary members.
    - (a) A person who has been appointed to a salaried office of the Incorporation or the schools established by the Incorporation shall not be eligible for admission to the class of

ordinary members.

- (b) A person who has been appointed to a salaried office of the Incorporation or the schools established by the Incorporation shall become an affiliated member when he signs and delivers to the Incorporation an application for admission framed in such form as the Board of Directors shall require, declaring at the same time the basis of his doctrinal belief, and when his application is approved by the Board of Directors or the Executive Committee.

Every member must be willing to help and share the responsibility for the projects of the Incorporation. Membership should be renewed annually by signing and delivering to the Incorporation a membership renewal form framed in such form as the Board of Directors shall require.

In the case of a corporate member it must nominate an individual to represent it at all meetings of the Incorporation. An instrument appointing such representative shall be deposited at the registered office of the Incorporation stating the length of time of such representation.

- 25) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by ordinary members, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least ten ordinary members present in person or by proxy entitled to vote and unless a poll is demanded, a declaration by the Chairman 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 of proceedings of the Incorporation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 29) Every ordinary member present in person shall have one vote. Affiliated members shall not be eligible to vote.
- 31) No ordinary member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Incorporation have been paid.
- 32) Every ordinary member shall have one vote.
- 44) The Directors serving on fixed terms are to be elected from the class of ordinary members by the ordinary members of the Incorporation at the general meeting of the Incorporation. They shall hold office for a period of three years. These Directors and such other Directors of the other two categories as decided at the general meetings of the Incorporation shall form the Executive Committee.
2. By the amendment of the second sentence of Clause 20 in the following manner:  
Save as herein otherwise provided, ten of the ordinary members residing in Hong Kong personally present shall be a quorum.
3. By the amendment of the first sentence of Clause 78 in the following manner:  
78) Every ordinary member and every Director on being admitted into the Incorporation shall willingly declare his belief in the following basis of the doctrinal statement of the Incorporation: -
4. By the substitution of the words "Hong Kong" for the words "the Colony" in the first sentence of Clause 75.
5. By the substitution of the words "Hong Kong" for the words "the Colony" in Clause 76."

(NIP Kam-fan)  
Chairman



*Evangelical School Development Incorporation Limited*  
Special Resolution

At an Extraordinary General Meeting of the Evangelical School Development Incorporation Ltd held on Friday, 3<sup>rd</sup> December 1999 at 6:00 p.m. in Carmel Secondary School, 55 Chung Hau Street, Kowloon, the following Special Resolutions were passed:

“THAT the Memorandum of Association of the Incorporation be amended in the following manner:

1. By the amendment of the word ‘profit’ in the first paragraph of the Sixth Clause to read ‘dividend, bonus or otherwise’.
2. By the addition of the words ‘reasonable and proper’ in front of the word ‘remuneration’ in the second line of the second paragraph of the Sixth Clause.
3. By the amendments of the words ‘such member shall not hold more than one-hundredth part of the capital, and’ in the third paragraph of the Sixth Clause to read ‘such member shall not hold more than one-hundredth part of the capital or control more than one-hundredth part of its votes, and’.

THAT the Articles of Association of the Incorporation be amended in the following manner:

1. By the amendment of the word ‘Association’ in Clause 66(i) to read ‘Incorporation’.
2. By the amendment of the word ‘must be’ in Clause 66(iv) to read ‘may be but need not necessarily be’.”

(NIP Kam-fan)  
Chairman

## EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LTD

### Special Resolution

At the Extraordinary General Meeting of the Evangelical School Development Incorporation Limited held on Thursday, 26th April 2001 at 6:00 p.m. in Carmel Secondary School, 55 Chung Hau Street, Kowloon, the following Special Resolutions were passed:

“THAT the Memorandum of Association of the Incorporation be amended in the following manner:

1. By the addition of the words “and maintain” between the word “administer” and the words “non-profit making schools” in the Third Clause Sub-Clause (b);
2. By the addition of the word “lawful” between the words “all such other” and the word “things” in the Third Clause Sub-Clause (l);
3. By the addition of the words “and for the adjustment of the rights of the contributories” between the words “expenses of winding up the same” and the punctuation mark “,” in the Fifth Clause;
4. By the substitution of the Sixth Clause with the following:

Sixth:- (a) The income and property of the Incorporation, whencesoever derived, should be applied solely towards the promotion of the objects of the Incorporation as set forth in this Memorandum of Association.

(b) Subject to Sub-Clauses (d) and (e) below, no portion of the income and property of the Incorporation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise however, to the members of the Incorporation.

(c) No member of the Board of Directors of the Incorporation shall be appointed to any salaried office of the Incorporation, or any office of the Incorporation paid by fees and no remuneration or other benefit in money or money’s worth (except as provided in Sub-Clause (e) below) shall be given by the Incorporation to any member of the Board of Directors.

(d) Nothing herein shall prevent the payment, in good faith, by the Incorporation of reasonable and proper remuneration to any officer or servant of the Incorporation, or to any member of the Incorporation not being a member of the Board of Directors of the Incorporation in return for any services actually rendered to the Incorporation.

(e) Nothing herein shall prevent the payment, in good faith, by the Incorporation:

  - (1) to any member of its Board of Directors of out-of-pocket expenses;
  - (2) of interest on money lent by any member of the Incorporation or its Board of Directors at a rate per year not exceeding 2% above the prime rate prescribed

for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

- (3) of reasonable proper rent for premises demised or let by any member of the Incorporation or its Board of Directors; and
  - (4) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Incorporation or of its Board of Directors is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Sub-Clauses (d) and (e) above.
5. By the addition of the words "in writing" between the words "the Registrar of Companies" and the punctuation mark "." in the Ninth Clause. "

NIP Kam-fan  
Chairman

EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LTD

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Evangelical School Development Incorporation Ltd will be held on December 9, 2003 at 6 p.m. in Carmel Secondary School, 55 Chung Hau Street, Kowloon.

**A G E N D A**

- A. To approve the change of the name of the Incorporation from “Evangelical School Development Incorporation Limited” to “Evangelical School Development Incorporation Limited (基督教興學會有限公司)”.
- B. To approve the following proposed amendments to the Memorandum and Articles of Association of the Incorporation.

It is proposed:

“THAT the Memorandum of Association of the Incorporation be amended in the following manner:

*By the amendment of the First Clause to read:*

First:- The name of the Incorporation is “EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LIMITED (基督教興學會有限公司)” hereinafter referred to as “the Incorporation”.

AND THAT the Articles of Association of the Incorporation be amended in the following manner:-

1. By the addition of the words and punctuation marks “, designated as a patron association,” between the words “deemed to be a corporate member” and “and the representative appointed” in Clause 5(b).
2. By the substitution of the word “each” for the word “they” in the first line of Clause 5(b).
3. By the substitution of the word “seventy” for the word “fifty” in Clause

4. By the substitution of the word “meetings” for the word “months” in Clause 50(e).
5. By the substitution of Clause 66 with the following:
  - 66) (i) The Directors shall nominate for each school established or carried on by the Incorporation a management committee in accordance with the provisions of the Education Ordinance. The members of the management committee may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education and Manpower for registration as managers under the provisions of the Education Ordinance.  
  
(ii) The Directors may remove or dismiss a member of a management committee from office in accordance with the provisions of the Education Ordinance. Any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended by the Directors shall forthwith tender his resignation in writing to the Permanent Secretary for Education and Manpower as a registered manager under the Education Ordinance.  
  
(iii) The Directors shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education and Manpower for registration as a manager under the provision of the Education Ordinance.  
  
(iv) A member of a management committee may be but need not necessarily be a Director.
6. By the substitution of Clause 67 with the following:
  - 67) It shall be the special responsibility of a school management committee to conduct the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education and Manpower.
7. By the deletion of Clause 68.

(Nip Kam Fan)  
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

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SPECIAL RESOLUTION  
OF

**Evangelical School Development Incorporation Limited**

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Passed on the December 11th day of 2008  
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At an Extraordinary General Meeting of the Evangelical School Development Incorporation Ltd duly convened and held on December 11 at 6:30 p.m. at Hall 2 (G/F of the New Wing) in Carmel Secondary School, 55 Chung Hau Street, Kowloon, the following Special Resolutions were duly passed:

“THAT the Memorandum of Association of the Incorporation be amended in the following manner:

1. By the amendment of the word ‘however’ in the third line of the Sixth Clause Sub-Clause (b) to read ‘howsoever’.
2. By the addition of the words ‘Council of Management or Governing Body or’ to the first line of Sixth Clause Sub-Clause (c) between the words ‘the’ and ‘Board’ and to the fifth line of Sixth Clause Sub-Clause (c) before the words ‘Board of Directors’.
3. By the addition of the words ‘Council of Management or Governing Body or’ to the first line of Sixth Clause Sub-Clause (e)(1) between the words ‘its’ and ‘Board’.
4. By the addition of the words ‘Council of Management or Governing Body or’ to the first line of Sixth Clause Sub-Clause (e)(2) between the words ‘its’ and ‘Board’.
5. By the replacement of the Sixth Clause Sub-Clause (e)(3) by ‘of reasonable and proper rent for premises demised or let by any member of the Incorporation or of its Council of Management or Governing Body or Board of Directors; and’.
6. By the addition of the words ‘Council of Management or Governing Body or’ to the second line of Sixth Clause Sub-Clause (e)(4) between the words ‘its’ and ‘Board’.
7. By the amendment of the words ‘the matter’ to the ninth line of Seventh Clause to read ‘regard to charitable funds’.

THAT the Articles of Association of the Incorporation be amended in the following manner:

1. By the replacement of the Clause 66 Sub-Clause (i) by ‘The Directors shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Incorporation a management committee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.’
2. By the replacement of the Clause 66 Sub-Clause (ii) by ‘Subject to the provisions of the Education Ordinance, the Directors may remove or dismiss a member of a management committee from office and a member of an incorporated management committee may be removed or dismissed in accordance with the Ordinance. Any member so removed or dismissed and any member whose term of office has expired and has not been renewed or extended shall forthwith tender his resignation in writing to the Permanent Secretary for Education as a registered manager under the Education Ordinance.’
3. By the replacement of the Clause 66 Sub-Clause (iii) by ‘The Directors, the management committee or the incorporated management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee or an incorporated management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the provisions of the Education Ordinance.’
4. By the addition of the words ‘The composition of an incorporated management committee shall comply with the provisions of the Education Ordinance.’ in the end of the Clause 66 Sub-Clause (iv).
5. By the replacement of the Clause 67 by ‘It shall be the special responsibility of a school management committee or an incorporated management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.’

Lau Chi Leung Matthew  
Chairman

**SCHEDULE ABOVE REFERRED TO**

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*Evangelical School Development Incorporation Limited* (基督教興學會有限公司)

\_\_\_\_\_

**Form of Proxy**

I, .....  
of .....  
Being a member of “*Evangelical School Development Incorporation Limited* (基督教興學會有限公司)”, hereby  
appoint .....  
of ..... as my Proxy, to  
vote for me and on my behalf at the Annual or Extraordinary General Meeting of the  
Incorporation, to be held on the .....  
day of ..... 20..... and at any adjournment thereof.

As WITNESS my hand this ..... day of .....20.....

Signed by the said ..... )  
..... )  
in the presence of ..... )

.....( )



**THE COMPANIES ORDINANCE**  
**(Chapter 32)**

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**SPECIAL RESOLUTIONS**  
**OF**  
**EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LIMITED**  
基督教興學會有限公司

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Passed on the 5th day of June 2012

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At an Extraordinary General Meeting of the Evangelical School Development Incorporation Limited duly convened and held at Carmel Secondary School, 55 Chung Hau Street, Kowloon, Hong Kong on 5th June 2012 at 6:30 p.m., the following Special Resolutions were duly passed:

“THAT the Articles of Association of the Incorporation be amended in the following manner:

1. By the substitution of Clause 44 with the following:
  - 44) The Directors serving on fixed terms are to be elected from the class of ordinary members by the ordinary members of the Incorporation at the general meeting of the Incorporation. They shall hold office for a period of three years and shall be eligible for re-election. The nomination for election or re-election of Directors shall be made by the Nomination Committee.
2. By the addition of Clause 44 Sub-clause (a) with the following:
  - (a) The Directors serving on fixed terms shall elect the office-bearers of the Incorporation (the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer) and, in addition, not less than six but not more than twenty members out of their number to form the Executive Committee. Unless otherwise determined by the directors serving on fixed terms, the above mentioned elections shall be carried out annually. The office-bearers shall not hold the same office consecutively for more than six years.
3. By the substitution of Clause 61 with the following:
  - 61) The Chairman shall preside at all of the Incorporation’s General Meetings, Board of Directors Meetings and Executive Committee Meetings. In the absence of the Chairman, the Vice-Chairman shall preside. In the absence of

both the Chairman and the Vice-Chairman of the Incorporation, the members present at the meeting may elect a chairman for the meeting.

4. By the addition of Clause 61 Sub-clauses (a) and (b) with the following:-
  - (a) The Executive Committee shall, about two months before the Annual General Meeting, appoint the Nomination Committee, consisting of five members of the Executive Committee, except those retiring Directors, and its Chairman.
  - (b) The Nomination Committee shall make recommendation to the Executive Committee suitable candidates for election or re-election of Directors, after which it will be dissolved.
5. By the substitution of Clause 62 with the following:
  - 62) The Board of Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committees so formed shall have their chairmen appointed by the Board of Directors and, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Board of Directors.
6. By the substitution of Clause 63 with the following:
  - 63) If at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
7. By the replacement of the Heading for Clauses 66 and 67 of the words 'School Management Committee' to read 'School Management Committee/ Incorporated Management Committee'.
8. By the replacement of the words 'A member of a management committee may be ....' in the first line of Clause 66(iv) to read 'A member of a school management committee may be ....'.

KWAN Joseph Kai Cho  
*Chairman*

**THE COMPANIES ORDINANCE**  
**(Chapter 32)**

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**SPECIAL RESOLUTIONS**  
**OF**  
**EVANGELICAL SCHOOL DEVELOPMENT INCORPORATION LIMITED**  
基督教興學會有限公司

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Passed on the 6th day of December 2012

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At an Extraordinary General Meeting of the Evangelical School Development Incorporation Limited duly convened and held at Carmel Secondary School, 55 Chung Hau Street, Kowloon, Hong Kong on 6th December 2012 at 6:15 p.m., the following Special Resolutions were duly passed:

“THAT the Articles of Association of the Incorporation be amended in the following manner:

1. By the replacement of the words ‘The Executive Committee shall, about two months before ...’ in the first line of clause 61(a) to read ‘The Executive Committee shall, no less than one month before ...’.
  2. By the replacement of the word ‘may choose one of their member to be’ in the second line of clause 63 to read ‘may choose one of their members to be’.
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KWAN Joseph Kai Cho  
*Chairman*