THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of
THE ALUMNI ASSOCIATION OF DEPARTMENT OF ELECTRONIC ENGINEERING
OF CITY UNIVERSITY OF HONG KONG LIMITED

(香港城市大學電子工程學系校友會有限公司)
Articles of Association

1. In the Memorandum of Association and the Articles of Association of THE ALUMNI ASSOCIATION OF DEPARTMENT OF ELECTRONIC ENGINEERING OF CITY UNIVERSITY OF HONG KONG LIMITED (香港城市大學電子工程學系校友會有限公司), the following meanings shall apply:

<table>
<thead>
<tr>
<th>Words</th>
<th>Meanings</th>
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<tbody>
<tr>
<td>Annual General Meeting</td>
<td>means the yearly general meeting of the Members of the Association including the First General Meeting of the Members.</td>
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<tr>
<td>Association</td>
<td>means The Alumni Association of Department of Electronic Engineering of City University of Hong Kong Limited (香港城市大學電子工程學系校友會有限公司).</td>
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<tr>
<td>Chairman</td>
<td>means the chairman of the Association for the time being.</td>
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<td>City University</td>
<td>means the City University of Hong Kong.</td>
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<td>Electronic Engineering</td>
<td>means the Department of Electronic Engineering of City University of Hong Kong.</td>
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<td>Department</td>
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<td>Executive Committee</td>
<td>means the governing body of the Association.</td>
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<tr>
<td>Extraordinary General</td>
<td>means a general meeting of the Members of the Association specially summoned under the Articles of Association.</td>
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<td>Meeting</td>
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<tr>
<td>General Meeting</td>
<td>means a general meeting of the Members of the Association whether annual or extraordinary.</td>
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</table>
Graduate: means a person upon whom the City University has conferred a degree or academic award following a full-time course/program of study of at least one year's duration or a part-time course/program of study of at least two years' duration.

Honorary Secretary: means the honorary secretary of the Association for the time being.

Honorary Treasurer: means the honorary treasurer of the Association for the time being.

Life Membership: means the conferring of a particular category of Membership for the lifetime of the Member.

Members: means Ordinary Members; Associate Members; Student Members; Honorary Members; and Subscribing Members of the Association.

Membership: means the status conferred as a result of becoming a Member of the Association following the payment of the subscription appropriate to the category of Membership as determined by the Executive Committee.

Month: means a calendar month.

Ordinance: means the Companies Ordinance (Cap. 32).

Registered Office: means the registered office of the Association.

Seal: means the common seal of the Association.
Vice Chairman : means the vice chairman of the Association for the time being.

2. For the purpose of registration, the number of Members of the Association is declared to be 3,000.

3. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Cap. 32, and, notwithstanding Article 1 above, terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance.

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

**Categories of Membership**

5. The following shall be the categories of Membership:

   (a) Ordinary Members
   (b) Associate Members
   (c) Student Members
   (d) Honorary Members
   (e) Subscribing Members

**Eligibility for Membership**

6. (a) A graduate of Electronic Engineering Department shall be eligible for Ordinary Membership.

   (b) An Electronic Engineering Department staff shall be eligible to apply for Associate Membership.

   (c) A person who is registered on a full-time course/program organized by the Electronic Engineering Department of study of at least one year's duration or a part-time course/program organized by the Electronic Engineering Department of study
of at least two years’ duration shall be eligible to apply for Student Membership.

(d) A person upon whom the Association has conferred the privilege of Membership as a mark of honor or respect shall be eligible to take up Honorary Membership.

(e) A person invited by the Executive Committee to become a Member of the Association shall be eligible to take up Subscribing Membership.

7. The first Ordinary Members of the Association shall be the signatories to the Memorandum of Association and these Articles of Association.

**Admission and Retirement of Members**

8. A graduate of Electronic Engineering Department shall automatically become eligible for Ordinary Membership upon graduation, such Ordinary Membership to become effective upon registration with the Honorary Secretary of the Association, which action shall be construed as admission to Membership.

9. The power of admitting Members other than Ordinary Members shall be vested in the Executive Committee under such rules and conditions as the Association shall from time to time determine.

10. Every Member shall upon admission into Membership receive a copy of the Memorandum of Association and the Articles of Association and shall be bound by their provisions.

11. Every Member shall pay the subscription appropriate to his or her category of membership under such arrangements as the Executive Committee shall from time to time determine.

12. A Member may at any time resign his Membership by notice in writing to the Honorary Secretary and the resignation shall take immediate effect.

13. Membership of the Association shall be lost in any of the following circumstances:
(a) by resignation in writing of the Member;

(b) by expulsion of the Member in accordance with the provision of Article 14 hereof;

(c) by failure of the Member to pay any subscription or other dues incurred as a result of Membership more than six months after the subscription or other dues have become payable. The membership shall be reinstated if any outstanding subscriptions and other dues are settled.

14. (a) Any Member who willfully refuses or neglects to comply with any of the provisions of the Memorandum of Association or the Articles of Association or who is guilty of any conduct which may be objectionable to other Members of the Association or contrary to the interests of the Association shall render himself or herself liable to expulsion from Membership of the Association.

(b) For the purpose of deciding upon the expulsion of a Member, a special meeting comprising at least 3/4 of the Members of the Executive Committee shall be convened, and a resolution shall only be passed with a majority of at least 3/4 of the Members of the Executive Committee present and voting at the meeting. The Member in question shall be given at least seven days' notice in writing of the meeting and shall be entitled to attend the same and make written or oral representation of his/her case, but shall not be entitled to vote thereat. If the meeting shall pass a resolution to expel a Member, he/she shall have the right to appeal to the Association at a General Meeting within seven days of the date of the notice to expel him/her.

15. No person ceasing to be a Member of the Association shall have any right or claim upon the Association or its property and funds.

Subscriptions

16. The amounts of the subscriptions to be levied on the various categories of Member shall be as determined from time to time by the Members at a General Meeting.

Meetings
17. The Association shall hold its Annual General Meeting once in every calendar year at such time and place as may be determined and notified by the Executive Committee.

18. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

19. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened as provided by Section 113 of the Ordinance.

20. Twenty-one days' notice in writing of every General Meeting shall be given by the Honorary Secretary specifying the date, place and time of the meeting.

21. Accidental omission to give notice of a meeting to any Member shall not invalidate any resolutions passed at, or the proceedings of, any meeting.

**Proceedings at General Meetings**

22. The business transacted at an Annual General Meeting shall normally include the election or re-election of Members of the Executive Committee, consideration of the income and expenditure account and balance sheet, the reports of the Executive Committee and of the Auditors and the fixing of the remuneration of the Auditors.

23. No business shall be transacted at any General Meeting unless a quorum is present and continues to be present until the conclusion of the meeting. A quorum shall be constituted by 25 Ordinary Members or 1/10 of the Ordinary Membership of the Association, whichever shall be the less, present in person.

24. (a) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day at the same time in the next week, or to such other day and time as the Executive Committee shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall form a quorum.
(b) In the event that a General Meeting has proceeded to business with a quorum but before its conclusion a quorum is no longer present, the meeting shall be adjourned immediately to such other day and time as the Executive Committee shall determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall form a quorum.

25. The Chairman or failing him the Vice Chairman of the Executive Committee shall preside as chairman at every General Meeting, but if at any meeting neither the Chairman nor the Vice Chairman of the Executive Committee is present fifteen minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Members present shall choose a Member of the Association present to preside.

26. The Chairman may, with the consent of Members present at any meeting (and shall if so directed by the meeting), adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

27. At any General Meeting a resolution put to the vote of the meeting shall be decided by a simple majority vote on a show of hands and a declaration by the chairman of the meeting that a resolution has been carried, and an entry to that effect in the Minute Book of the Association, shall be conclusive evidence of the fact.

28. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any vote to which he or she may be entitled as an Ordinary Member.

**Votes of Members**

29. Every Ordinary Member shall have one vote. Members in other categories shall be entitled to attend a General Meeting but shall not be entitled to vote.

**Executive Committee**

30. The affairs of the Association shall be managed by an Executive Committee consisting of
a Chairman, a Vice Chairman, an Honorary Secretary, and an Honorary Treasurer together with ten Committee Members duly elected at an Annual General Meeting by and from the Ordinary Members of the Association. The first Office-Bearers of the Executive Committee shall be appointed by the Subscribers to the Memorandum and Articles of Association.

31. The Executive Committee may from time to time appoint an Ordinary Member to be a Member of the Executive Committee to fill a casual vacancy in accordance with such arrangements as it shall from time to time determine. Any person so appointed shall retain office only until the next Annual General Meeting.

32. The term of office of the Members of the Executive Committee is two years. Members who retire from office are eligible for re-election.

**Election of the Executive Committee**

33. Election of the Executive Committee at the Annual General Meeting in every other year shall be by ballot held in accordance with the following provisions:

(a) Every candidate for election as a Member of the Executive Committee shall be an Ordinary Member of the Association.

(b) Every candidate for election as a Member of the Executive Committee must be nominated by two Ordinary Members in writing, signed by the Members nominating, and must be accompanied by the written consent signed by the person nominated of his or her willingness to serve on the Executive Committee. Every such nomination and confirmation of acceptance must reach the Honorary Secretary not later than fourteen days before the Annual General Meeting.

(c) In the event of the number of candidates duly nominated being greater than the number of vacancies on the Executive Committee, the Honorary Secretary shall prepare voting papers and such voting papers shall be handed at the Annual General Meeting to every Ordinary Member present.

(d) Every such voting paper shall be in such form as the Executive Committee may from
time to time determine and shall contain the names of all candidates who have been duly nominated.

(e) If the number of candidates duly nominated for election as Members of the Executive Committee shall not exceed the number of vacancies, such candidate or candidates shall be deemed to have been duly elected.

**Election of the Chairman**

34. The Chairman of the Association shall be elected by and from the Members of the Executive Committee by ballot. The provisions for this election shall follow the provisions prescribed for the election of the Members of the Executive Committee in as far as those provisions are applicable.

**Powers of the Executive Committee**

35. The business of the Association shall be managed by the Executive Committee which may exercise all the powers of the Association save those powers expressly required to be exercised by the Association in a General Meeting.

**Rules**

36. The Executive Committee may make Rules for regulating the affairs of the Association which shall be binding on all Members, and may from time to time revoke, alter or replace any such Rules. In particular the Executive Committee may make such Rules in regard to all or any of the following matters:

(a) the rights and privileges which shall be accorded to Members of the Association, and the particulars to be supplied by candidates for Membership.

(b) the use of the Association's premises and facilities.

(c) the organization, management and conduct of social events arranged by the Association.
(d) the arrangements for mutual benefits or other matters with other clubs or associations, in particular associations of students and graduates from particular academic disciplines represented in the City University.

(e) any other matter relating to the operation of the Association not already provided for by the Memorandum and Articles of Association, provided always:

i) that no rule shall be inconsistent with anything contained in the Memorandum or Articles of the Association.

ii) that any rule may be canceled, modified or amended by resolution of the Association in a General Meeting.

The Seal

37. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the Chairman or the Vice Chairman and of the Honorary Secretary who shall jointly sign every instrument to which the Seal shall be so affixed.

Vacation of Office by Members of the Executive Committee

38. Any Member of the Executive Committee shall be deemed to have vacated his or her office or Membership of the Executive Committee:

(a) if he or she becomes bankrupt;

(b) if he or she becomes of unsound mind;

(c) if he or she ceases to be a Member of the Association;

(d) if he or she is absent from three consecutive meetings of the Executive Committee and the Executive Committee resolves that his or her office is thereby vacated;

(e) if by notice in writing to the Association he or she resigns office;
(f) if he or she ceases to hold office by reason of an order made under Section 223 or Section 275 of the Ordinance.

**Proceedings of the Executive Committee**

39. The Executive Committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit not less than once every three months and determine the quorum necessary for the transaction of business. Unless otherwise determined by the Executive Committee six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have both a deliberative and a casting vote.

40. The Chairman and/or the Vice Chairman may summon a meeting of the Executive Committee at any time by notice served upon the Members of the Executive Committee.

41. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Executive Committee generally. The quorum shall continue to be present until the conclusion of the meeting and if not the provisions in Article 24(b) shall apply.

42. The Executive Committee may delegate any of its powers to committee(s) consisting of such Members as the Executive Committee may think fit under any special conditions as it shall from time to time determine. Such committee(s) shall comprise at least two Members of the Executive Committee.

43. All acts of the Executive Committee or any person acting on its authority shall, notwithstanding it be afterwards discovered that there was some defects in the appointment or continuance in office of any such Member of the Executive Committee or person acting as aforesaid, so that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member of the Executive Committee as the case may be.

44. The Executive Committee shall cause proper minutes to be made of the proceedings of meetings of the Association and of the Executive Committee and all business transacted
at such meetings, and any such minutes of any meeting, purporting to be signed by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated.

45. A resolution in writing signed by all the Members of the Executive Committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and constituted.

**Accounts and Audits**

46. The Executive Committee shall cause proper books of accounts to be kept with respect to:

   (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

   (b) all sales and purchases of goods, lands and other things whatsoever by the Association; and

   (c) the assets and liabilities of the Association.

47. The Honorary Treasurer shall receive all subscriptions and all other moneys coming to the Association; his or her receipts shall be the only sufficient discharge, and he or she shall pay into a bank, to be named by the Executive Committee, all moneys received.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, jointly by any two of the Chairman, the Vice Chairman, the Honorary Treasurer and the Honorary Secretary.

49. The books of account shall be kept at such place as the Executive Committee shall think fit, and shall always be open to the inspection of Members of the Executive Committee.

50. At the Annual General Meeting in every year the Executive Committee shall lay before the Association a proper Income and Expenditure Account for the period since the last preceding Account made up to date not more than three months before such meeting, together with a proper Balance Sheet made up as at the same date. Every such Balance
Sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such Account, Balance Sheet and Reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than fourteen clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings. The Auditors' report shall be open to inspection and be read before the Meeting.

51. The Executive Committee out of the funds of the Association shall pay all costs, losses and expenses which any Member of the Executive Committee or servant may incur or become liable for by reason of any contract entered into, or act or deed done by him or her as such Member or servant or in any way in the discharge of his or her duties.

52. Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more authorized Auditor or Auditors.

53. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Notices

54. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his or her registered address appearing in the Register of Members except that only Members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.

55. Any notice sent by post, shall be deemed to have been served on the day following that on which the letter containing the same was put into the post.

Winding Up

56. The provisions of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.
57. The first Secretary of the Association shall be CHAN, Kai Shan.
Names, Addresses and Descriptions of Subscribers:

1. LUK, Chau Ming  
   Flat 3, 22/F., Block A,  
   Assistant Human Resources Manager  
   Kar Ming House  
   Chung Ming Court  
   Junk Bay, Kowloon, HK.  

Signature: (Sd.) LUK, Chau Ming

2. CHEUNG, Chi Chung  
   Room 1, 12/F  
   Student  
   Cheung Hing Building  
   540-544 Nathan Road  
   Yau Ma Tei, Kowloon

Signature: (Sd.) CHEUNG, Chi Chung

3. PO, Lai Man  
   Flat E, 6/F.  
   Assistant Professor  
   Tower 22, Parc Oasis  
   Kowloon, Hong Kong

Signature: (Sd.) PO, Lai Man

4. CHAN, Kai Shan  
   Room 423,  
   Network Support  
   Ming Lai House  
   Choi Wan Estate  
   Kowloon, Hong Kong

Signature: (Sd.) CHAN, Kai Shan

Dated this eleventh day of December, 1997
WITNESS to the above signatures:

(Sd.)
Mr. CHEUNG, Chok Kwan
Research Assistant
Room 1814, Kwai Tak House
Kwai Fong Estate
Kwai Chung, New Territory
Hong Kong