



THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee and not
Having a Share Capital**

MEMORANDUM OF ASSOCIATION
(As amended by Special Resolutions passed on 21st day of June, 1991)

OF

**CANADIAN INTERNATIONAL SCHOOL
OF HONG KONG LIMITED)**
(香港加拿大國際學校有限公司)

1. The name of the Company is Canadian International School of Hong Kong Limited (香港加拿大國際學校有限公司) (hereinafter called "the School")
2. The registered office of the School will be situated in Hong Kong.
3. The objects for which the School is established are :-
 - (a) To establish, maintain and carry on a non-profit making school or schools for boys and girls in Hong Kong in a standard similar to the standard available to school children in Canada and to give opportunities to the students to acquire a solid foundation of the Chinese language.
 - (b) To manage the financial and business operations of the schools; to handle and direct the assets, assume the liabilities, and otherwise control the finances of the schools on behalf of the Members of the School.
 - (c)
 - (i) To serve in an advisory capacity for the educational operations of the schools;
 - (ii) To manage and perform wholly or partially the educational operations of the schools.
 - (d) Subject to the provisions of Section 17 of the Companies Ordinance Cap.32 to own by lease or otherwise, acquire, build, knock-down, develop, turn to account, hire, occupy, equip and operate any land buildings, schools,



Spencer Lee Ka Kit
Governor

classrooms, games fields, camping sites, offices, concert halls, theatres, exhibition rooms, galleries, and any other land building, premises or tenements of any kind in Hong Kong or elsewhere useful or convenience as places of direct or indirect education as the same may be deemed by the School useful or likely to advance or benefit either directly or indirectly the interest of the School or otherwise to further the objects of the School in every way.

- (e) To hire and employ all classes of persons considered necessary for the purposes of the School and to pay to them and to other persons in return for services rendered to the School salaries, wages, gratuities and pensions.
- (f) To lease, hire, own, acquire, occupy, use, equip, construct, pull down, develop, improve, maintain, operate and turn to account any building, school, classrooms, gymnasium, offices, auditorium, canteens, games or playing fields or other premises or facilities of any kind in Hong Kong or elsewhere which may be deemed by the School useful or likely to benefit either directly or indirectly the interests of the School or to further its objects in any way.
- (g) To borrow or raise money in such manner as the School shall think fit and by the issue of debentures or debenture stock, bonds, mortgages, pledges or other obligations or securities, perpetual or otherwise whether charged or not upon all or any of the School's properties (both present and future).
- (h) To establish and maintain schools libraries and collections of things and also reading and writing rooms and to furnish the same with books, reviews, magazines, newspapers, tape recordings both video and audio, films, paintings, sculptures and other like things and to provide print and publish books, periodicals, circulars and other written or recorded material which may be thought desirable for the promotion of the objects or interests of the School and its Members.
- (i) To seek from and make representations to the Government for the tenure or lease of any land, property or building for the use of the School towards the promotion of its objects and to enter into any arrangements with the Government of with any authority, supreme, municipal, local or otherwise that may be conducive to the School's objects or to any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the School may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) To co-operate with or assist any societies, bodies, associations or clubs in any way which the School shall think proper and to enter into or adopt any agreement or arrangement with such societies, bodies, associations or clubs.
- (k) To set aside or provide for a provident fund and to grant pensions, annuities, compensations or other awards or benefits in money or otherwise to its employees requiring assistance who may in the option of the Board be deserving of having such assistance rendered.

- (l) To refrain from political activities and from having any association with any political body or party in Hong Kong or elsewhere.
- (m) To purchase, take on lease, hire or otherwise acquire in any way equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description necessary or convenient to enable the School to fulfill its objects and to sell or otherwise dispose of the same.
- (n) To employ teachers, managers and other staff upon such terms as the School shall deem necessary.
- (o) To prepare, print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the interests of the School.
- (p) To promote and hold either alone or in conjunction with any other corporation or association, club or person any competition, meeting, exhibition or performance of any kind with a view to furthering the School's objects and the raising of money for the purposes of the School and to offer, give, contribute to and distribute prizes, awards and bonuses in connection therewith and to promote, give, hold or support dinners, balls, meetings, concerts and entertainments of all kinds for the purposes aforesaid.
- (q) To make known by way of advertisement or in any other way the objects of the School; or any analogous activities, courses or projects which the School may desire to sponsor or support.
- (r) To establish, promote, maintain and manage any club, association, society or other organization for the purposes of or in connection with the objects of the School.
- (s) To account for and receive subscriptions and other contributions towards the cost of the activities of the School and generally to raise money for the purposes of the School.
- (t) To enter into any arrangements or contracts with any Governments or authorities, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the School or any of them and to obtain from any such Government or authority, person or company any rights, privileges or concessions which the School may think desirable to obtain and to carry out exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- (u) To support and subscribe to any charitable body which may be for the benefit of the School or its employees to give pensions, gratuities or charitable aid to any persons employed or who may have been employed by the School or to the wife, widow, children or other dependents of any such employee or former employee of the School; to make payments towards insurance; and to form and contribute provident and benefit funds for the benefit of any such person.

- (v) To establish, promote, or assist in establishing or promoting to subscribe to or become a member of to support or enter into partnership with, any charitable association or company whose objects are similar or substantially similar to the objects of the School and whose governing instrument contain similar restrictions on the distribution of assets as are contained in Clauses 4 and 7 hereof or the establishment or the promotion of which may be beneficial to the School, and to advance or guarantee money for charitable purposes in any way connected with the purposes of the School or calculated to further its objects.
- (w) To invest and deal with the moneys and assets of the School not immediately required in such securities and in such manner as may from time to time be determined by the School.
- (x) To acquire by purchase, subscription or otherwise and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations, to merge or consolidate with any corporation having objects similar or substantially similar to the objects of the School and whose governing instrument contain similar restrictions on the distribution of assets as are contained in Clauses 4 and 7 hereof in such manner as may be permitted by laws.
- (y) To receive money on deposit or loan and borrow or raise money in such manner as the School shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the School (both present and future), and also by a similar mortgage, charge or lien to secure and guarantee the performance by the School of any obligation undertaken by the School.
- (aa) To promote and assist financially or otherwise any institution having objects substantially similar to the objects of the School and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed upon the School under or by virtue of Clauses 4 and 7 hereof.
- (bb) To become a member of any partnership or a party to any lawful agreement for sharing profits or to any union of interest, agreement for reciprocal concessions, joint venture, or co-operation or mutual trade agreement with any institution having objects substantially similar to the objects of the School and which shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed upon the School is authorized to carry on or that is conducting or transacting any business capable of being conducted so as directly or indirectly to benefit the School.
- (cc) In furtherance of the objects of the School, to act as trustee for the Members of the School and as such trustee to receive and hold money and other property in trust for them.

- (dd) To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of a company to be established as aforesaid the amount of the money so advanced or subscribed by them.
- (ee) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.
- (ff) To obtain any Order of the Chief Executive in Council or any Act or Ordinance, or of any Legislative Assembly or Council or any Provisional or Other Order of any proper authority in the People's Republic of China or elsewhere, for enabling the School to carry out any of its objects into effect, or for dissolving the School and re-incorporating its Members as a new company, for any of the objects specified in the Memorandum, or for effecting any modification in the School's constitution.
- (gg) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either done or in conjunction with others.
- (hh) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the School shall take or hold any property which may be subject to any trusts, the School 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 School shall not extend to the regulation of relations between workers and employers or organizations of workers or organizations of employers.
4. (a) The income and property of the School, howsoever derived, shall be applied solely towards the promotion of the objects of the School as set forth in this Memorandum of Association.
- (b) Subject to Clauses 4(d) and 4(e) below, no portion of the income and property of the School shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the School.
- (c) No Member or member of the Council of Management or Board of Governors of the School shall be appointed to any salaried office of the School paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Clause 4(e) below) shall be given by the School to any Member or member of the Council of Management or Board of Governors.
- (d) Nothing herein shall prevent the payment, in good faith, by the School of reasonable and proper remuneration to any officer or servant of the School

not being a member of the Board of Members or the Council of Management or Board of Governors of the School in return for any services actually rendered to the School.

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

- (i) to any member of its Board of Members or Council of Management or Board of Governors of out-of-pocket expenses;
- (ii) of interest on money lent by any member of its Board of Members or Council of Management or Board of Governors of the School to the School 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;
- (iii) of reasonable and proper rent for premises demised or let by any member of its Board of Members or Council of Management or Board of Governors;
- (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Board of Members or Council of Management or Board of Governors 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 Clauses 4(d) and 4(e) above.

5. The liability of the Members is limited.

6. Every Member of the School undertakes to contribute to the assets of the School in the event of its being wound up whilst he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the School contracted before he ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of contributories amongst themselves such amount as may be required but not exceeding HK\$100.00.

7. If upon the winding up or dissolution of the School there remains after the satisfaction of all its debts and liabilities any assets whatsoever the same shall not be paid to or distributed among the Members of the School but shall be given or transferred to some other institution or institutions having objects similar to the objects of the School and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the School under or by virtue of Clause 4; such institution or institutions to be determined by the Members of the School at or before the time of dissolution and in the event of default by a judge of the High Court of Hong Kong Special Administration Region having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some other charitable objects.

8. True account shall be kept on the sums of money received and expended by the School and matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the School and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles and the by-laws of the School for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the School shall be examined and the correctness of the balance sheet be ascertained by one or more properly qualified auditor or auditors.
9. The Powers set forth in the Seven Schedule to the Companies Ordinance is hereby excluded.
10. No addition, alteration, or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of Companies in writing.

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

Names, Addresses and Descriptions of Subscribers	
(Sd.) <u>ROGER KI SUN CHOW</u> ROGER KI SUN <u>CHOW</u> (鄒紀新) 8/F., WHEELLOCK HOUSE PEDDER STREET, CENTRAL HONG KONG	BANKER
(Sd.) <u>ROBERT DESJARDINS</u> ROBERT <u>DESJARDINS</u> 11/F., EXCHANGE SQUARE I CENTRAL HONG KONG	AUTHOR
(Sd.) <u>FELIX WO FONG</u> FELIX WO <u>FONG</u> (方和) 29/F., EAST TOWER BOND CENTRE 89 QUEENSWAY HONG KONG	LAWYER
(Sd.) <u>SPENCE KA KIT LEE</u> SPENCER KA KIT <u>LEE</u> (李家傑) ROOM 1218 FIRST PACIFIC PLACE 88 QUEENSWAY HONG KONG	LAWYER
(Sd.) <u>VINCENT MARSHALL KWAN HO LEE</u> VINCENT MARSHALL KWAN HO <u>LEE</u> (李君豪) ROOM 506-508 EXCHANGE SQUARE II CENTRAL HONG KONG	BANKER

Names, Addresses and Descriptions of Subscribers

(Sd.) FRANCIS ON TUNG LEE
FRANCIS ON TUNG LEE (李安東) CHARTERED ACCOUNTANT
8/F., CHINA BUILDING
29 QUEEN'S ROAD CENTRAL
HONG KONG

(Sd.) KWAN IN LI
KWAN IN LI (李坤然) CHARTERED ACCOUNTANT
26/F., GREAT EAGLE CENTRE
WANCHAI
HONG KONG

(Sd.) ART McINNIS
ART McINNIS PROFESSOR
FACULTY OF LAWS
UNIVERSITY OF HONG KONG
POKFULAM ROAD
HONG KONG

(Sd.) CHING WO NG
CHING WO NG (吳正和) LAWYER
SUITE 1103
CHINA BUILDING
29 QUEEN'S ROAD CENTRAL
HONG KONG

(Sd.) ALBERT Y. WANG
ALBERT Y. WANG (王羽平) CHARTERED ACCOUNTANT
29/F., EAST TOWER
BOND CENTRE
89 QUEENSWAY
HONG KONG

(Sd.) MARY-JEAN WONG
MARY-JEAN WONG (黃惠珍) COMPANY DIRECTOR
1703 LEIGHTON ROAD
77 LEIGHTON ROAD
HONG KONG

Names, Addresses and Descriptions of Subscribers

(Sd.) RICHARD CHE KEUNG WONG
RICHARD CHE KEUNG WONG (黃自強) COMPANY DIRECTOR
BLOCK 1, FLAT 2B
9 KOTEWALL ROAD
HONG KONG

Dated the 10th day of January, 1991.

WITNESS to the above signatures :

(Sd.) SAU FUNG CHAN
SAU FUNG CHAN, SECRETARY
OF
MESSRS. ROBERT LEE & FONG
29TH FLOOR, EAST TOWER,
BOND CENTRE
89 QUEENSWAY
HONG KONG

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not
Having a Share Capital

ARTICLES OF ASSOCIATION

(As amended by a Special Resolution passed on the 28th day of September, 2001)

OF

**CANADIAN INTERNATIONAL SCHOOL
OF HONG KONG LIMITED**
(香港加拿大國際學校有限公司)

1. In these presents, unless the context otherwise requires, the words below shall have the meanings set opposite each of them respectively :

“the Board” : The Board of Governors of the School.

“The Chairman” : The Chairman of the Board of Governors.

“Elected Governors” : Has the meaning ascribed thereto in Article 35(b).

“Members” : Members of the School are those individuals currently sitting as Members and as contributories referred to in article 6 of the Memorandum of Associations.

“month” : Calendar month.

“the Office” : The registered office of the School.

“the Ordinance” : The Companies Ordinance (Cap.32)

“the School” : Canadian International School of Hong Kong.

“the Seal” : The common seal of the School.

“these presents” : These Articles of Association and the regulations of the Association from time to time in force.

“in writing” : Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural number and vice versa; words importing the masculine gender shall include the feminine gender and vice versa; and words importing persons shall include corporations.

Subject as aforesaid these presents shall be construed with reference to the provisions of the Ordinance, and terms used in these presents, unless otherwise expressly stated, shall be taken as having the same respective meaning as when used in the Ordinance.

2. The number of Members shall be limited to 25.
3. The School is established for the purposes expressed in the Memorandum of Association.

Members of the School

4. (a) No person shall be a Member of the School unless such person:
 - (i) has, in the opinion of the Members, made significant and long term contribution to the School through his/her participation in the activities of the School;
 - (ii) is ordinarily a resident of Hong Kong; and
 - (iii) is approved and admitted pursuant to Article 5.
- (b) The proportion of non-Canadian citizens as Members shall be limited to no more than 25% and it shall not be a default situation if at any time the proportion of Canadian Members is below 75% during a term owing to the vacation or retirement of Members.
5. The admissions of each new Member of the School shall be recommended by the Board or 4 Members and approved by no less than two-thirds (2/3s) of the Members present in person or by proxy at a general meeting. There shall be a maximum of five (5) new Members admitted each year.
6. Every person desirous of being admitted as Member shall submit an application in such form as the Board may from time to time prescribe.
7. A person's membership as a Member shall automatically cease in the event that the Member:
 - (a) ceases to be a resident of Hong Kong for a continuous period of one year;
 - (b) is deceased;
 - (c) tenders his/her written resignation;
 - (d) is directly or indirectly interested in any contract with the School and fails to declare the nature of his interest in manner required by Section 162 of the Ordinance; or
 - (e) is convicted of a criminal offence with an immediate custodial sentence by a court of HKSAR.
8. Membership as a Member shall be terminated if recommended in writing by no less than one-third (1/3) of the Members and approved by no less than two-thirds (2/3s) of the Members present in person or by proxy at an Extraordinary General Meeting.

9. Membership in the School shall be non-transferable and non-assignable.

General Meetings

10. The School shall hold two general meetings in the months of May and December in every calendar year as its Annual General Meetings at such time and place as may be determined by the Board, and shall specify the meetings as such in the notices calling them.
11. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
12. The Board or no less than four (4) Members may convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened in such manner as provided in Section 113 of the Ordinance.
13. Not less than twenty-one day's prior notice in writing of every Annual General Meeting and of every meeting convened to pass a special resolution and not less than fourteen days' notice in writing of every other general meeting, all of which shall specify, inter alia, the place and date and the hour of the respective meeting; and in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned to such persons as are under these presents or under the Ordinance entitled to receive such notices from the School. In the case of meetings other than Annual General Meetings, with the consent of all of the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Ordinance, a meeting may be convened by such notice as those Members may think fit.
14. The accidental omission to give notice of meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or the proceedings of, or any business transacted at, any such meeting.
15. Subject to Article 81 hereof, all Members shall be entitled to notice of, and to be present and vote at, general meetings of the School.
16. Subject to the approval by two-thirds (2/3s) majority of Members present in person or by proxy at the meeting, the Board may invite any person, association, corporation or partnership to attend any general meetings. Such person, association, corporation or partnership shall not be entitled to vote, nor shall their attendance be counted for purposes of forming a quorum for that meeting.

Proceedings at General Meeting

17. Chairman of the Meeting

The Members present in person or by proxy shall elect amongst them a Member to preside as the chairman of the meeting. The term of the chairman of the meeting shall run until the next general meeting of the Members when the Members present at that meeting in person or by proxy shall vote to decide which Member shall chair the meeting.

18. Quorum

No business shall be transacted at any general meeting unless a quorum is present at the commencement of and throughout the meeting. Save as herein otherwise provided, seven Members present in person or by proxy shall constitute a quorum.

19. The business to be transacted at the mandatory Annual General Meetings shall include but not limited to:

(a) The meeting in December:

- (i) To receive the report of the Board;
- (ii) To receive the report of the auditors and the income and expenditure account and balance sheet of the School; and
- (iii) To appoint and fix the remuneration of the auditors.

(b) The meeting in May:

- (i) To appoint and/or remove governors and/or Members; and
- (ii) To elect the ex-officio governor representing the Members.

(c) Any general meeting:

To review the M&A from time to time to ensure the provisions continue to serve the needs of the School.

(d) All other business that is transacted at a general meeting shall be deemed special business and shall be conducted after the general business.

20. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on 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, or at such other place as the Board may 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 constitute a quorum.

21. The chairman of the meeting may with the consent of the Members present, and shall if so directed, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as that of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

22. At any general meeting, a resolution put to the vote at the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the results of the show of hands, demanded by the chairman of the meeting or by at least two Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the

chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the School shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 25 hereof, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. A poll demanded on the election of the chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken as the chairman of the meeting directs.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
26. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

27. Subject as herein provided, every Member shall have one vote.
28. Save as herein expressly provided, no Member other than one duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the School in respect of his membership, shall be entitled to vote on any question, either personally or by proxy, at any general meeting provided that if a Member should fail to personally attend 4 consecutive general meetings, he/she shall lose his/her voting right although his/her status as a Member shall remain.
29. Votes may be given on a poll either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the Member or his attorney duly authorized in writing.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarized copy thereof shall be deposited at the office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. In default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal or revocation of the proxy of the authority under which the proxy was executed, provided that no notice in writing of that death, insanity or revocation shall have been received by the chairman of the meeting at which the proxy is used.

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

34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :

**CANADIAN INTERNATIONAL SCHOOL
OF HONG KONG LIMITED**

"I, _____ of _____ a Member of the above named School hereby appointed _____ of _____ and failing him,

of _____ to vote for me on my behalf at the Annual or Extraordinary, or Adjourned, (as the case may be) General Meeting of the School to be held on the day of _____, 19____ and every adjournment thereof.

As witness my hand this _____ day of _____"

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

Governors

35. The Board shall have 6 ex-officio governors and 20 Elected Governors:

(a) ex-officio Governors shall consist of:

- (i) the most senior ranking Canadian diplomat stationed in Hong Kong or his/her designate;
- (ii) Chairman of the Chinese Canadian Association in Hong Kong or his/her representative;
- (iii) President of the Canadian Chamber of Commerce in Hong Kong or his/her representative;
- (iv) President of the Canadian Club of Hong Kong or his/her representative;
- (v) a Member elected by the Members at an Annual General Meeting; and
- (vi) immediate Past Chairman of the Board.

(b) Elected Governors

Persons elected by the Members at any general meeting provided that the Board shall consist of not less than ten and not more than twenty Elected Governors.

(c) The proportion of persons who are having children currently studying at CDNIS and serving on the Board shall not exceed eight or one-third of the total number of governors currently serving on the Board, whichever is lesser, and notwithstanding the fact the person may or may not have children before or after he or she joins the

Board, he or she shall only be entitled to serve on the Board for a maximum period of six years.

36. The Board shall be empowered to invite individuals to sit as observers at the proceedings of the Board. The Head of School, Principals or their respective Vice-Principals and the Director of Business Administration for the time being of the School shall be observers. Observers shall sit on the Board but are prohibited from serving as governors and voting.
37. Each Governor and observer shall have the right to receive notices of all meetings of the Board and attend all meetings of the Board. Each Governor shall have one vote at all meetings of the Board.
38. The First Governors of the School shall be appointed in writing by the Subscribers to the Memorandum and Articles of Association of the School.

Nomination Committee

39.
 - (a) A Nomination Committee shall be formed at the beginning of each calendar year with members comprising of 4 Elected Governors and the Ex-officio Governor representing the Members. The current Chairman of the Board shall not be one of the 5 members.
 - (b) The members of the Nomination Committee shall elect one person amongst them to chair the Nomination Committee. Its chairman shall have no second or casting vote.
 - (c) The Nomination Committee shall be the selection committee to select and nominate suitable candidates:
 - (i) as Members and Governors for endorsement by the Board to be put to the votes of the Members at the next Annual General Meeting or any other meeting for the purpose; and
 - (ii) to fill causal vacancy of the Board.
40. For the purpose of the May Annual General Meeting, one-third of the longest continuous serving Elected Governors shall retire from office. As between Governors of equal service, the Governors to retire shall, in the absence of agreement, be selected from among them by lot. The length of time a Governor has been in office shall be computed from his last election or appointment. All governors caught by this 1/3 rule may offer themselves for re-election, if they so desire.
41. Subject to Article 44 hereof, a Governor shall serve a term of office until resignation or retirement. No Elected or Ex-Officio Governors shall serve longer than a maximum of six consecutive years whether in his/her capacity as Elected or Ex-officio Governor during the period, following which that Governor shall not be eligible for governorship until one year has elapsed from the date of his retirement from office. The current Chairman and Immediate past Chairman may, notwithstanding the 6-year rule stipulated in this clause, serve the full terms of their respective offices.

42. All Elected Governors must be ordinarily residents of Hong Kong.
43. No person not being a Governor retiring pursuant to article 40, shall be eligible for election to the Board at any general meeting, unless he/she is recommended by the board as candidate and within 7 days before the general meeting held for the purpose, there shall have been lodged at the office or given to the Secretary notice in writing, by a Member duly qualified to be present and vote at the meeting of his intention to propose such person for election together with a notice in writing, signed by the person to be proposed, of his willingness to be elected.
44. Any casual vacancy occurring in the Board may be filled by the Board without having to have the candidate(s) presented to the Members for approval but the person so chosen shall be subject to retirement at the same time as if he had become a Governor on the day on which the Governor in whose place he is appointed was last elected a Governor.
45. The appointment and removal of any governor shall be by no less than two-thirds (2/3s) of the Members present in person or by proxy at a general meeting.
46. All meetings of the Members, the Board and the standing committees may be by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other and such participation shall constitute presence in person or by proxy or by representative. A resolution in writing signed by all members of the Members, Board and standing committees shall be as valid and effectual as a resolution passed at such a meeting.

Capital Debentures

47. (a) The Board may, from time to time for the purpose of raising funds for the School, issue such number of Capital Debentures to such persons or corporations upon such terms and conditions, so limited as to duration and at such fee or fees as the Board may from time to time determine.
- (b) Any person attending the School pursuant to the terms of the Capital Debenture as aforesaid shall in every respect be subject to the same discipline and regulations as any other pupil thereat.
- (c) Any Capital Debenture issued as aforesaid shall be subject to cancellation by the Board by reason of any breach or non-observance of any of the terms and conditions upon which the Capital Debenture was issued.

Management of the School

48. The business of the School shall be managed by the Board who may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the School as they think fit, and may exercised all such powers of the School, and do on behalf of the School all such acts as may be exercised or done by the School and as are not by statute or by these presents required to be exercised and done by the School in general meeting, subject to : (a) any regulations of these presents, (b) provisions of the statutes for the time being in force and affecting the School, and (c) such regulations, being not inconsistent with the aforesaid regulations, as may be prescribed by the School in general meeting, but no regulations made by the

School in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

49. The Board may elect amongst the Governors an Executive Committee consisting of not more than five Governors and the Board may delegate to that Executive Committee such power or authority as the Board may deem fit.
50. The Board may, from time to time form standing committees and delegate to such committees such authorities and responsibilities as the Board deems fit. Members of standing committees shall not be required to be Governors, but each standing committee shall be chaired by a Governor. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board.

Proceedings of the Board

51. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it think fit.
52. The Board shall hold meetings at such intervals as the Board shall think fit.
53. The quorum for a Board meeting shall be not less than ten (10) Governors. Ex-officio governors are to be counted towards the quorum for Board meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairman shall have a second or casting vote.
54. A Governor may request, and the Secretary shall at any time call, a meeting of the Board by notice served upon all Governors.
55. The Governors shall elect amongst themselves an Elected Governor to be the Chairman of the Board, who shall then appoint three Elected Governors to be Vice Chairmen. No Governor shall serve as Chairman for more than four consecutive years and the term of the Immediate Past Chairman of the Board shall be limited to two years.
56. If at any meeting the Chairman shall not be present within 15 minutes after the time appointed for holding the meeting, one of the Vice Chairmen shall preside at the meeting, but if no Vice Chairman shall be present within the same 15-minute period, the Governors present shall choose one among them to be the chairman of the meeting.
57. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as Governor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Governor or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Governor.
58. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the School and of the Board and of all committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purportedly signed by the chairman of such meeting, shall be sufficient evidence without further proof of the facts therein stated.

59. A resolution in writing signed by all the members for the time being of the Members or the Board or the committee of the Board who are entitled to receive notice of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the respective board or committee duly convened and constituted. A written notification of confirmation of such resolution in writing sent by a Member, Governor or committee member shall be deemed to be his signature to such resolution in writing for the purpose of this article. Such resolution in writing may consist of several documents, each signed by one or more Governors.

Disqualification of Governors

60. The Office of Governor shall be vacated, if a Governor:

- (a) becomes bankrupt;
- (b) becomes prohibited from being a Governor by reason of any order made under Section 157E and 157F of the Ordinance;
- (c) is found to be mentally incompetent or becomes of unsound mind or deceased;
- (d) resigns his office by notice in writing to the School;
- (e) is directly or indirectly interested in any contract with the School and fails to declare the nature of his interest in manner required by Section 162 of the Ordinance;
- (f) if an ex-officio Governor, the organization for which he represents is no longer in existence; or
- (g) is convicted of a criminal offence with an immediate custodial sentence by a court of HKSAR.

61. A Governor shall not vote in respect of any contract in which he is interested or any matter relating thereto, and if he does so vote his vote shall not be counted.

Advisory Council

62. The Board may appoint an Advisory Council which shall advise the School. The terms and conditions of appointment of members of the Advisory Council together with the number of members of the Advisory Council shall be determined by the Board.

63. The Advisory Council shall meet at such times, dates and locations as it shall determine and proceedings at such meetings shall be conducted in such manner as may be determined by the Advisory Council.

64. The Advisory Council shall provide the Board with advice, consultation and support with respect to any matter related to the School.

Patrons and Other Honorary Positions

65. The Board, after prior consultation with the Members, may, by resolution appoint such persons to be Patrons or such other honorary persons of the School in such number and upon such terms and conditions as the Board deems fit. Patrons or such other honorary persons so appointed shall have none of the rights or liabilities of a Member but shall have such special privileges as the Board may from time to time grant.
66. The most senior ranking Canadian diplomat stationed in Hong Kong shall be invited to be the Honorary President of the School.

Secretary

67. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as the Board thinks fit and the Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

The Seal

68. The Seal of the School shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of two Governors or any one Governor and the Secretary or such other person as the Governors may appoint for the purpose, and such Governors, Governor and Secretary or other person as aforesaid appointed shall sign every instrument to which the Seal be so affixed in their presence, and in favor of any purchaser or person bona fide dealing with the School such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Management Committee

69. (i) The Board shall nominate for each school established or carried on by the School 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 of the Secretary for Education for registration as managers under the provisions of the Education Ordinance.
- (ii) The Board 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 Board shall forthwith tender his resignation in writing to the Secretary for Education as a registered manager under the Education Ordinance.
- (iii) The Board 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 Secretary for Education for registration as a manager under the provisions of the Education Ordinance.
- (iv) A member of a management committee may be, but need not necessarily be, a Governor.
70. The School management committee shall conduct the School in accordance with the Education Ordinance, and in all respects to the satisfaction of the Secretary for Education.

Supervisors

71. (i) The Board shall, with the agreement of the majority of the members of a 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 Secretary for Education for his approval in accordance with the Education Ordinance.
- (ii) The Board 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 Board shall tender forthwith his resignation in writing to the Secretary for Education as an approved supervisor under the Education Ordinance.
- (iii) The Board 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 Secretary for Education for his approval in accordance with the Education Ordinance.

Accounts

72. The Board shall cause proper books of account to be kept with respect to :-

- (a) all sums of money received and expended by the School and the matters in respect of which such receipts and/or expenditure take place;
- (b) all sales and purchases of goods and services by the School; and
- (c) the assets and liabilities of the School.

"Proper books of account" means sufficient records to give a true and fair view of the financial position of the School and to explain its transactions, having regard to subparagraphs (a), (b) and (c) above.

73. The books of account shall be kept at the office, or subject to Section 121 of the Ordinance, at such other place or places as the Board shall think fit and shall always be open for inspection by the Governors.

74. A Member, not being a Governor, shall not be entitled to inspect any books of account, documents, or any other records of any nature kept by or on behalf of the School, except:

- (a) pursuant to a resolution of the Board which may determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the School or any of them shall be open to the inspection of Members;

- (b) pursuant to a resolution of the Members in a general meeting which may determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the School or any of them shall be open to the inspection of Members; or
- (c) to the extent that such rights may be conferred by statute.

75. At the December Annual General Meeting in every year, the Board shall lay before the Board of Members a proper income and expenditure account for the period since the last proceedings, such account made up to a date not more than 6 months before such meeting, together with a proper balance sheet made up at the same date ("the accounts"). The accounts shall be accompanied by proper reports of the Board and the auditors, and copies of the accounts and the reports of the Board and the auditors (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 days before the date of the meeting, be sent to all persons entitled to receive notice of Annual General Meetings of the School.

Audit

76. Auditors shall be appointed and their duties regulated in accordance with Section 131, 140 and 141 of the Ordinance.

Notices

77. A notice may be served by the School upon any Member, either personally, by prepaid post, or by facsimile message or electronic means addressed to such Member at his registered address as appearing in the Register of Members.

78. Each Member shall from time to time provide the School with an address within Hong Kong at which notices may be served upon him, and shall be entitled to receive notices at such address. Only those Members who have provided the School with an address within Hong Kong shall be entitled to receive notices from the School. If a Member has not provided the School with an address within Hong Kong at which notices may be served upon him, the School may give any notice to that Member by advertisement in the Gazette, and such notice shall be deemed to be duly given on the day on which the advertisement appears.

79. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and mailed by prepaid post.

80. Notice of every general meeting shall be given to :

- (a) every Member except those Members who have not supplied to the School an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the School.

Subject to article 16, no other person shall be entitled to receive notices of general meetings, except such persons as may be invited by the Board to attend any particular meeting or meetings.

Indemnity

81. Every member of the Members and the Board, officer or other servant of the School shall be indemnified out of the funds of the School against all liability incurred by him as such member of the Board of Members, the Board, officer or servant in defending any proceedings, whether civil or criminal, in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted by the Court.

Dissolution

82. Articles 4, 6 and 7 of the Memorandum of Association relating to the winding up and dissolution of the School shall have the same effect as if the provisions thereof were repeated in these Articles and herein set out at length.

Names, Addresses and Descriptions of Subscribers.

(Sd.) ROGER KI SUN CHOW
 ROGER KI SUN CHOW (鄒紀新)
 8/F., WHEELLOCK HOUSE
 PEDDER STREET, CENTRAL
 HONG KONG

BANKER

(Sd.) ROBERT DESJARDINS
ROBERT DESJARDINS
 11/F., EXCHANGE SQUARE I
 CENTRAL
 HONG KONG

AUTHOR

(Sd.) FELIX WO FONG
FELIX WO FONG (方和)
 29/F., EAST TOWER
 BOND CENTRE
 89 QUEENSWAY
 HONG KONG

LAWYER

(Sd.) SPENCE KA KIT LEE
SPENCER KA KIT LEE (李家傑)
 ROOM 1218
 FIRST PACIFIC PLACE
 88 QUEENSWAY
 HONG KONG

LAWYER

(Sd.) VINCENT MARSHALL KWAN HO LEE
VINCENT MARSHALL KWAN HO LEE (李君豪)
 ROOM 506-508
 EXCHANGE SQUARE II
 CENTRAL
 HONG KONG

BANKER

Names, Addresses and Descriptions of Subscribers

(Sd.) FRANCIS ON TUNG LEE
 FRANCIS ON TUNG LEE (李安東) CHARTERED ACCOUNTANT
 8/F., CHINA BUILDING
 29 QUEEN'S ROAD CENTRAL
 HONG-KONG

(Sd.) KWAN IN LI
 KWAN IN LI (李坤然) CHARTERED ACCOUNTANT
 26/F., GREAT EAGLE CENTRE
 WANCHAI
 HONG KONG

(Sd.) ART McINNIS
 ART McINNIS PROFESSOR
 FACULTY OF LAWS
 UNIVERSITY OF HONG KONG
 PO KFULAM ROAD
 HONG KONG

(Sd.) CHING WO NG
 CHING WO NG (吳正和) LAWYER
 SUITE 1103
 CHINA BUILDING
 29 QUEEN'S ROAD CENTRAL
 HONG KONG

(Sd.) ALBERT Y. WANG
 ALBERT Y. WANG (王羽平) CHARTERED ACCOUNTANT
 29/F., EAST TOWER
 BOND CENTRE
 89 QUEENSWAY
 HONG KONG

Names, Addresses and Descriptions of Subscribers

(Sd.) MARY-JEAN WONG

MARY-JEAN WONG (黃惠珍)

COMPANY DIRECTOR

1703 LEIGHTON ROAD

77 LEIGHTON ROAD

HONG KONG

(Sd.) RICHARD CHE KEUNG WONG

RICHARD CHE KEUNG WONG (黃自強)

COMPANY DIRECTOR

BLOCK 1, FLAT 2B

9 KOTEWALL ROAD

HONG KONG

Dated the 10th day of January, 1991.

WITNESS to the above signatures :

(Sd.) SAU FUNG CHAN
SAU FUNG CHAN, SECRETARY
OF
MESSRS. ROBERT LEE & FONG
29TH FLOOR, EAST TOWER,
BOND CENTRE
89 QUEENSWAY
HONG KONG