

**Standard Text**  
**Articles of Association**

**Objects**

1. The objects for which the Association is established (“Objects”) are specifically expressed below:  
(Here express objects shortly)

- (1) To establish and maintain a non-profit-making school or schools.
- (2) To.....
- (3) To.....
- (n) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that:

- i. In case the Association shall take or hold any property which may be subject to any trusts, the Association 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 Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

**Powers of the Association**

2. The Association has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Association has powers:
  - (1) .....
  - (2) .....; and
  - (3) .....

**Amendments to articles of association**

3. No addition, alteration, or amendment shall be made to or in these articles of association of the Association, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance.

**Application of income and property**

4. (1) The income and property of the Association shall be applied solely towards the promotion of the Objects as set out in these articles.

- (2) Subject to sub-article (3) below, none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any members of the Association.
- (3) The requirement under sub-article (2) above does not prevent the payment by the Association:
- a) of reasonable and proper remuneration to a member of the Association for any goods or services supplied by him or her to the Association;
  - b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;
  - c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - d) of rent to a member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which a proposal or the rent or other terms of the lease are under discussion; and
  - e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association 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.

#### Liability of members

5. The liability of the members is limited.
6. Each person who is a member of the Association undertakes that if the Association is wound up while the person is a member of the Association, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding ..... to the Association's assets –
- a) for payment of the Association's debts and liabilities contracted before the person ceases to be such a member;
  - b) for the payment of the costs, charges and expenses of winding up the Association; and
  - c) for the adjustment, among the contributories, of their rights.

#### Net assets on winding up and dissolution

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (“the net assets”), the net assets shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 above and this article, such institution or institutions to be determined by a resolution of the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

#### Management Committee/ Incorporated Management Committee

8. (i) The Directors shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the Association 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. For an incorporated management committee, the vacation of office of managers shall be in accordance with the procedures stipulated in the Education Ordinance. The Supervisor of a school shall, within one month, give notice in writing to the Permanent Secretary for Education if any member ceases to be a manager of the school.
- (iii) The Directors or the management committee 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 for registration as a manager under the provisions of the Education Ordinance. For an incorporated management committee, a member shall be appointed or elected as appropriate in accordance with the provisions of the Education Ordinance to replace a member who has been removed or dismissed or whose term of office has expired.
- (iv) A member of a 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.

9. It shall be the special responsibility of a 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.

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