

CONSTITUTION

OF

HENNESSY ROAD GOVERNMENT PRIMARY SCHOOL ALUMNI ASSOCIATION
(軒尼詩道官立小學舊生會)

**(Amended as per the Resolution duly passed in the
Annual General Meeting held on the 19th day of September 2017)**

NAME

1. The name of the association is “HENNESSY ROAD GOVERNMENT PRIMARY SCHOOL ALUMNI ASSOCIATION (軒尼詩道官立小學舊生會)” (hereinafter referred to as “the Association”).

ADDRESS

2. The address of the Association is No.169 Thomson Road, Wanchai, Hong Kong.

OBJECTS

3. The objects for which the Association is established are:-
 - (1) To foster, promote and further friendship, relationship, fellowship and better understanding amongst the past, present and future students, graduates and teaching and administrative staff of the Hennessy Road Government Primary (A.M.) School and the Hennessy Road Government Primary (P.M.) School (hereinafter collectively referred to as “the Schools”).

- (2) To enhance, assist and participate in such activities as may be held by the Schools in the furtherance of their goals.
- (3) To promote the advancement of education by such means as the Association may think fit and in particular by the provision of scholarships, subsidies and other allowances for any students of the Schools.
- (4) To advance the spirits of the Schools and to provide services to the Schools generally to enhance the above objects.
- (5) To promote, execute, carry out or engage in cultural, educational, scientific and social welfare activities and charitable work.
- (6) To raise money by subscription or other lawful means for any of the purposes herein provided.
- (7) To accept gifts, 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.
- (8) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the formation and registration of the Association.
- (9) To open and operate banking account or accounts with bank or banks for the purposes of the Association for such purposes, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (10) To establish branches, agencies and/or local board in any place in Hong Kong and elsewhere abroad as the Association may from time to time think fit and the same to regulate, direct and discontinue, dispose of, or otherwise deal with as may seem expedient.
- (11) To do all or any of the above things and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with other or others.

(12) To organize activities and to participate in other activities which may seem to the Association capable of being conveniently carried on in connection with any of the above specified objects or calculated directly or indirectly to enhance the respect of the Association.

(13) To do all such lawful things as are incidental or conducive to the attainment of the above objects.

DEFINITIONS

4. In the following Rules of the Constitution, except where the context otherwise requires:-

“Alumni” mean former students of the Schools.

“Association” means the association registered as “Hennessy Road Government Primary School Alumni Association (軒尼詩道官立小學舊生會)”.

“President” means the person for the time being holding the office of President of the Executive Committee and includes the Acting President during the absence or incapacity of the President of the Executive Committee.

“Executive Committee” means the Executive Committee for the time being of the Association.

“Member” means a person admitted to membership of the Association by the Executive Committee and whose name appears on the Register for the time being.

“Office” means the address for the time being of the Association.

“Register” means the register of Members of the Association.

“Schools” mean the Hennessy Road Government Primary (A.M.) School, the Hennessy Road Government Primary (P.M.) School, the Hennessy Road Government Primary School and the Hennessy Road Government Primary (Causeway Bay) School.

References herein to Rules are to Rules of the Constitution.

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

Words importing the masculine the feminine and the neuter gender shall include the others of them.

MEMBERSHIP

5. Such persons as the Executive Committee shall admit to membership in accordance with the Rules herein contained shall be Members of the Association.
6. The Association shall consist of:
 - (a) alumni of the Schools as Life Members;
 - (b) alumni of the Schools as Student Members who, at the time of application for membership, do not exceed 25 years of age and are studying in school, college or university as full time students; and
 - (c) such Honorary Members as may be admitted by the Executive Committee.
7. Any alumni of the Schools who have studied in the Schools are eligible for Life or Student membership (as the case may be) and shall be entitled to become a Member upon submitting the application in the prescribed form together with the proof of study in the Schools to the Honorary Secretary.
8. All ex principals and teaching staff and current teachers of the Schools are eligible for Honorary membership (as the case may be) and shall be entitled to become a Member upon submitting the application in the prescribed form together with the proof of position in the Schools to the Honorary Secretary.
9. Upon receipt of an intended member's application of becoming a member, the Honorary Secretary shall, upon the intended member's payment of the membership fee, notify him that his name has been entered as a member in the members' register.

10. The Executive Committee shall have the power to invite any alumni of the Schools or any person who, in the opinion of the Executive Committee, has rendered good service to the Association or the Schools to become an honorary member of the Association, and such person shall enjoy all privileges of the Association but shall have no control over the management and no voting rights.
11. The current principals of the Schools are ex officio Honorary Members of the Association.

CEASING TO BE A MEMBER

12. Any Member may withdraw from the Association by giving one month's notice in writing to the Honorary Secretary.
13. A Member shall automatically cease to be such upon his death.
14. The Executive Committee may by resolution delist from the members' register any Member who, in the opinion of the Executive Committee, has brought the Association or the Schools into disrepute by reason of his misconduct.
15. No refund of membership fee shall be made to any Member upon cessation of membership by that Member for the rest of the period during which the membership fee that has been paid.

MEMBERSHIP FEE

16. The membership fee for Student Members shall be HK\$100.00 payable upon submitting the application form for membership.
17. The membership fee for Life Members shall be HK\$500.00 payable upon submitting the application form for membership.
18. Honorary Member shall not be required to pay any membership fee.
19. Student Members attaining the age of 25 years of age or ceasing to be a full time student, whichever is the earlier, can apply as Life Members by submitting the required application forms.

GENERAL MEETINGS

20. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
21. The Executive Committee may, whenever they think fit, and shall upon a requisition made in writing by not less than thirty (30) Members, convene an extraordinary general meeting. In the case of an extraordinary general meeting convened upon such requisition, the following provisions shall be observed:
- (a) The requisition shall state the objects of the meeting, and must be signed by the requisitionists and delivered to the Honorary Secretary at least fourteen (14) days prior to the proposed date of the extraordinary general meeting, and may consist of several documents in like form each signed by one or more requisitionists.
 - (b) In the event that the Executive Committee fails to convene an extraordinary general meeting within fourteen (14) days after delivery of such requisition, the requisitionists, or a majority of them, may convene the meeting themselves.
 - (c) Any meeting convened by the requisitionists as aforesaid shall be convened in the same manner as if the same were convened by the Executive Committee.

NOTICE OF MEETING

22. Prior notice in writing of not less than seven (7) days specifying the place, date and time of the general meeting and the nature of the business to be transacted at the meeting shall be given to all Members PROVIDED THAT the accidental omission to give notice to individual Members, or the non-receipt by any Members of such notice, shall not invalidate the proceedings at any general meeting.

QUORUM

- 23. No business shall be transacted at any general meeting unless a quorum is present and such quorum shall consist of not less than ten (10) Members.

- 24. If a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting if convened upon such requisition as aforesaid, shall be dissolved. In any other case the meeting shall stand adjourned to the same day in the following week at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen (15) minutes after the time appointed for the meeting, the Members present shall form a quorum.

CHAIRMAN OF MEETING

- 25. The President or in his absence, either one of the two (2) Vice-Presidents, shall preside as the Chairman at every general meeting. If at any meeting, the President or in his absence, the two (2) Vice-Presidents are not present within fifteen (15) minutes after the time appointed for the meeting, one (1) of the members of the Executive Committee present shall preside, or if no Executive Committee member is present or is willing to take the chair, the members present shall choose one (1) of them to be the Chairman.

BUSINESS TO BE TRANSACTED

- 26. In the case of any general meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business and the purposes of the meeting.

- 27. For the purposes of Rule 26, routine business shall mean and include only business transacted at an Annual General Meeting as follows:
 - (a) receiving and/or adopting the accounts, the reports of the Executive Committee and the Honorary Auditor and other documents required to be attached or annexed to the accounts;

 - (b) appointing or re-appointing officers of the Executive Committee to fill vacancies arising at the meeting on resignation or otherwise; and

 - (c) appointing the Honorary Auditor and the Honorary Legal Adviser.

ADJOURNMENT

28. The Chairman may if considered appropriate (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place PROVIDED THAT no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting previously adjourned.
29. Where a meeting is adjourned sine die, the date, time and place for the adjourned meeting shall be fixed by the Executive Committee and not less than seven (7) days notice in writing of the adjourned meeting shall be given to all members in like manner as in the case of the original meeting.
30. When a meeting is adjourned for ten (10) days or more, not less than seven (7) days notice in writing of the adjourned meeting shall be given to all members in like manner as in the case of the original meeting.
31. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

RESOLUTION AND VOTING

32. At any general meeting every resolution put to vote, unless otherwise directed by the Chairman of the meeting to be done in such manner as the Chairman may deem fit, shall be decided on a show of hands.
33. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
34. A declaration made by the Chairman that a resolution has been passed or passed unanimously, or by a particular majority, or lost, and an entry to that effect in the books of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
35. Every Life and Student Member shall have one (1) vote.

ACCOUNTS

36. The Executive Committee shall cause true accounts to be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure take place and of the assets, credits and liabilities of the Association.
37. The books of account shall be kept at the Office or at such other place as the Executive Committee thinks fit and shall always be open to the inspection by Members who are not members of the Executive Committee.
38. Every year at the Annual General Meeting the Executive Committee shall place before the Association the income and expenditure account, balance sheet and the Honorary Auditor's report.

EXECUTIVE COMMITTEE

39. The Executive Committee shall consist of not less than nine (9) members holding the following positions : a President, two (2) Vice-Presidents, an Honorary Secretary, an Honorary Treasurer, two (2) Membership Affairs Officers and two (2) Recreation Officers and such other officers as the Executive Committee shall consider appropriate.
40. An Executive Committee member must be a Life Member or a Student Member over the age of 18 of the Association.
41. No remuneration shall be payable to the Executive Committee members.
42. The President of the Executive Committee shall not hold office for more than three (3) consecutive years.
43. The members of the Executive Committee shall retire from office at every Annual General Meeting but will be eligible for re-election.
44. The business of the Association shall be managed by the Executive Committee with the advice of the two Honorary Advisers.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

45. The Executive Committee may exercise all such powers and do all such acts and things the Association is, by its Constitution or otherwise, authorized to exercise and do, subject nevertheless to the provisions of this Constitution and to any regulations not being inconsistent with this Constitution from time to time made by the Association at general meetings Provided That no such regulations shall invalidate any prior act of the Executive Committee which would have been valid if such regulations had not been made.
46. The Executive Committee may appoint sub-committees for such purposes and with such powers and authorities subject to this Constitution as they may deem desirable in the performance of their tasks and in connection with management of the Association's business.
47. All casual vacancies arising among the officers or other members of the Executive Committee or any sub-committees appointed as aforesaid shall be filled by the Executive Committee.
48. The Executive Committee may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they shall think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
49. The quorum necessary for the transaction of business of the Executive Committee shall not be less than one-third (1/3) of the total number of Executive Committee members currently holding offices. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Executive Committee.
50. The Honorary Treasurer shall receive all subscriptions of membership fee and all other moneys coming to the Association and the receipt of the Honorary Treasurer (or in his absence, the Honorary Secretary) shall be the only sufficient discharge, and the Honorary Treasurer or the Honorary Secretary shall pay such moneys received into the bank account(s) held in the name of the Association with any bank(s) to be named by the Executive Committee.

51. All legal documents of and cheques issued by the Association shall be signed by either two of the President, Vice-Presidents and the Honorary Treasurer.
52. The Executive Committee shall cause minutes to be duly entered in books provided for the purposes:
- (a) of all appointments of officers;
 - (b) of all the names of the members present at each meeting of the Executive Committee and sub-committees;
 - (c) of all orders made by the Executive Committee and sub-committees; and
 - (d) of all resolutions and proceedings of general meetings and of meetings of the Executive Committee and sub-committees.

Any such minutes of any meeting of the Executive Committee, or any sub-committees, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the adjourned meeting shall be receivable as prima facie evidence of the matters stated in such minutes and such may be inspected by any member of the Association upon request.

53. The Executive Committee shall provide for the safe custody of the cheque book and chop of the Association. The chop of the Association shall not be used without the authority of the Executive Committee or of a sub-committee so authorized by the Executive Committee.
54. The Executive Committee shall provide for the safe custody of the members' register and produce the same for inspection by members upon request.
55. The office of an Executive Committee member shall be vacated in any of the following events:-
- (a) if he shall resign or if he shall offer to resign and the other Executive Committee members shall resolve to accept such an offer, and so that in either such case the office of Executive Committee shall be vacated with effect from the date of or, as the case may be, specified in any notice of such resignation or offer which is lodged

with the Honorary Secretary or, if no such notice is lodged, such date and time as the other Executive Committee members may resolve;

- (b) if in Hong Kong or elsewhere an order shall be made by any court on the ground of mental disorder for his detention or for the appointment of a guardian or other person to exercise powers with respect to his properties or affairs;
- (c) if in Hong Kong or elsewhere an order shall be made by any court which would in the opinion of other Executive Committee members render him unfit to continue to act as an Executive Committee member;
- (d) if, without leave or satisfactory reasons, he is absent from meetings of the Executive Committee for six (6) consecutive months and the Executive Committee resolve that his office be vacated; or
- (e) if he shall be removed from office by a resolution passed at any general meeting.

ELECTION

56. The members of the Executive Committee shall be elected by Members with the highest votes received. Election of Executive Committee members could be done by voting of Members personally attending the general meeting or by ballot papers duly completed and casted by Members. In the event of voting by ballot papers, the ballot papers in the prescribed form must be sent to Members entitled to vote at least twenty eight (28) days before the general meeting and the completed ballot papers must be received by the Association at least seven (7) days before the general meeting is held. If the number of candidates standing for election to the Executive Committee at the general meeting is equal to or less than the number of vacancies to be filled, then no voting is required and all such candidates shall be deemed to be elected automatically.

57. The mode and rules of election shall be set out by the Executive Committee or by its appointed sub-committee in such manner as it may deem fit. The elected Executive Committee members shall take office at the new Executive Committee.

58. The members of the first Executive Committee shall be elected from the promoters of the Association and shall consist of not less than nine (9) members. The number of members

of the succeeding Executive Committee and their respective positions shall be determined by the outgoing Executive Committee of that year.

59. The various positions of the Executive Committee members shall be elected and appointed among the Executive Committee members themselves.
60. The members of the sub-committees shall be nominated and appointed by the Executive Committee in such manner as it may deem fit.

HONORARY AUDITOR

61. The Honorary Auditor shall be a qualified accountant in Hong Kong but not at the time of such appointment an Executive Committee member.
62. Subject to this Constitution and the law, all acts done by any person acting as the Honorary Auditor of the Association shall, as regards all persons dealing in good faith with the Association, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.
63. The Honorary Auditor of the Association shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meetings which any Member is entitled to receive and to be heard at any general meetings on any part of the business of the meeting which concerns him as the Honorary Auditor.

HONORARY LEGAL ADVISER

64. The Honorary Legal Adviser shall be a qualified solicitor or barrister in Hong Kong who can be at the time of such appointment an Executive Committee member.

HONORARY ADVISERS

65. The Honorary Advisers shall be the two current Principals of the Schools but not at the time of such appointment Executive Committee members.

NOTICES

66. Any notice or other document from the Association to a Member shall be given either personally or by post, by facsimile transmission or by electronic mail or any other electronic means to such Member at his last known address as appearing in the members' register or at any other address, facsimile transmission number or electronic mail address supplied by him to the Association for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member.

67. Any notice or other document:

- (a) if sent by post (airmail in the case of a registered address outside Hong Kong), it shall be deemed to have been received at the time when the envelope containing the same is put into the post, in proving such service or delivery it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and put into the post and a certificate in writing signed by the Honorary Secretary or other officer of the Association that the envelope containing the notice or other documents was so addressed and put into the post shall be conclusive evidence thereof; and
- (b) if sent in any other manner contemplated by these Rules, shall be deemed to have been received at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Honorary Secretary or other officer of the Association as to the fact and time of such despatch or transmission shall be conclusive evidence thereof.

INDEMNITY

68. Every Executive Committee member or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities properly and reasonably incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including any liability incurred by him in defending any

proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer of the Association and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any Ordinance for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

AMENDMENT

69. Nothing in this Constitution as contained herein shall be altered or varied except by a resolution duly passed by Members with a majority vote of not less than three-fourths (3/4) at an extraordinary general meeting convened under Rule 21 or at an Annual General Meeting for the purposes as particularly stated.

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