



**ST. FRANCIS XAVIER'S SCHOOL
(TSUEN WAN) ALUMNI ASSOCIATION**

荃灣聖芳濟中學校友會

**CONSTITUTION
AND
BY-LAWS
(2003)**

**ST. FRANCIS XAVIER'S SCHOOL
(TSUEN WAN) ALUMNI ASSOCIATION
(荃灣聖芳濟中學校友會)**

CONSTITUTION

First:- The name of the Association is "St. Francis Xavier's School (Tsuen Wan) Alumni Association" (荃灣聖芳濟中學校友會) (hereinafter referred to as "the Alumni").

Second:- The registered office of the Alumni will be situated in Hong Kong and for the time being and subject to notice of change of address is as follows:

St. Francis Xavier's School (Tsuen Wan)
60-64 Ham Tin Street, Tsuen Wan,
New Territories, Hong Kong.

Third:- The Alumni is a non-political and non-profit-making organization affiliated to the World Marist Family.

Fourth:- The objects of the Alumni are:

- (a) To further and extend the school motto of St. Francis Xavier's School (Tsuen Wan) (hereinafter referred to as "the School");
- (b) To act as a bridge between its members and the School;
- (c) To foster and promote fraternity and good fellowship amongst its members;
- (d) To promote the general welfare of its members through mutual assistance;
- (e) To promote, support and protect the interests of its members;
- (f) To encourage and sponsor intellectual and cultural activities amongst its members;
- (g) To participate and support activities organized by the School and the community;
- (h) To promote intellectual and cultural exchanges between the Alumni and other alumni associations;
- (i) To support the work of Marist Brothers; and
- (j) To promote and support the general well-being of the School, its students and its members.

Fifth:- To achieve the above objects and powers, it is in order for the Alumni:

- (a) To accept any gift donation endowment or bequest made to the Alumni generally or for the purpose of any specific object of interest to the Alumni and to carry out any trusts attached to any such gift donation endowment or bequest;
- (b) To procure the Alumni to be registered or recognized in any country or place outside Hong Kong as shall be deemed desirable or expedient by the Alumni;
- (c) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal property wheresoever situate and any rights or privileges which the Alumni may think necessary or convenient for the purposes for which it is established and in particular any land, buildings, plant and equipment;
- (d) To grant bursaries scholarships grants subsidies allowances loans (whether interest bearing or interest free) and other forms of financial assistance for such students and projects of the School as the Executive Committee (or such committee as the Executive Committee may designate) of the Alumni may consider appropriate; and
- (e) To do all such other lawful things as are incidental or conducive to the attainment of the above objects and as are not forbidden by law or by the Constitution of the Alumni or by its By-laws.

PROVIDED that:-

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

ST. FRANCIS XAVIER'S SCHOOL (TSUEN WAN) ALUMNI ASSOCIATION (荃灣聖芳濟中學校友會)

B Y – L A W S

MEMBERSHIP

- (1) There is no limit to the number of members to be registered with "**St. Francis Xavier's School (Tsuen Wan) Alumni Association**" (荃灣聖芳濟中學校友會) (hereinafter referred to as the "Alumni").
- (2) There shall be two classes of membership in the Alumni, namely regular membership and associate membership:
 - (a) All former students, having studied in St. Francis Xavier's School (Tsuen Wan) for at least one academic year, are eligible to be a regular member of the Alumni.
 - (b) Teacher and staff of St. Francis Xavier's School (Tsuen Wan) and any person not eligible for regular membership but who has demonstrated an active interest in the objects of the Alumni, can be accepted as an associate member by the Executive Committee of the Alumni (subject to the discretion of the Executive Committee). The decision of the Executive Committee upon an application or recommendation for admission as an associate member shall be final and conclusive and subject to no appeal and the Executive Committee shall not be bound to give any reason for its decision.
- (3) There shall be an initiation fee of Hong Kong Dollars forty (HK\$40.00) per member (regular or associate) or such other amounts as may be determined from time to time at a general meeting of the Alumni.
- (4) A member shall be deemed to be in good standing when he has paid his initiation membership fee, and complies with the Constitution and By-laws of the Alumni.

TERMINATION OF MEMBERSHIP

- (5) Any member who decides to withdraw from membership in the Alumni may notify the Executive Committee in writing to that effect and on receipt by the Executive Committee of such notice and clearance of due transactions, such member shall cease to be a member of the Alumni.
- (6) If a member who fails to comply with the Constitution and/or the By-laws of the Alumni, the Executive Committee may cause the name of such member to be removed from the register of members.
- (7) The Executive Committee may, by a resolution passed by a majority of at least two-thirds of the number of officers (or their duly authorized representatives) serving on board of the Executive Committee, declare that the conduct(s) of a member of the Alumni has been prejudicial to the interests and the good name of the Alumni, and that such member's membership be terminated and expelled from the Alumni PROVIDED always that:
 - (a) At least fourteen (14) days before the meeting of the Executive Committee at which such a resolution is proposed, the member, being the subject of the intended resolution of expulsion, shall have had notice of such meeting and of what is alleged against him and of the intended resolution of expulsion, and he shall, at such meeting and before the considering of such intended resolution of expulsion, have had an opportunity of giving orally or in writing any explanation or representation as he may think fit; AND
 - (b) The member, being the subject of the intended resolution of expulsion, may, by notice in writing lodged with the Secretary of the Alumni at least twenty-four (24) hours before the time for holding the meeting at which the intended resolution is to be considered by the Executive Committee, select to have the question of the intended resolution of expulsion to be dealt with by the Alumni in general meeting. If such member so selects, the Executive Committee shall call for and convene an extraordinary general meeting of the Alumni as soon as reasonably practicable for this purpose. Such member shall have an opportunity of giving orally or in writing any explanation or representation as he may think fit to the general meeting. If at the general meeting such a resolution of expulsion is passed by a majority of two-thirds of those members present and voted, such member shall be expelled and his name removed from the register of members of the Alumni.
- (8) Any person who has ceased to be a member pursuant to the provisions of this Constitution and By-laws shall have all his rights and privileges as a member forfeited and he shall have no right or claim upon the Alumni or its property or funds.

GENERAL ASSEMBLY

- (9) An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty-one (21) days' notice in writing at the least, any other meetings shall be called by not less than fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Alumni in general meeting, to such persons as are, under the By-Laws of the Alumni, entitled to receive such notices from the Alumni:
Provided that a general meeting of the Alumni shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed –
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent (95%) of the total voting rights of all the members entitled to attend and vote at that meeting.
- (10) The notice of a general meeting shall be sent by post or email or delivered through personal service by the Secretary to the last known correspondence or email address of all classes of members as it appears on the record of the Alumni or such notice shall be published in one of the local Chinese newspaper at least twenty-one (21) days prior to the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed, or proceeding had, at any meeting.
- (11) A quorum for the transaction of business at any general meeting of members shall consist of not less than twenty (20) regular members present in person or by proxy. In the event of a quorum cannot be constituted at the first convocation, the meeting shall automatically be adjourned to such a date, not less than fourteen (14) days and not more than thirty (30) days, as the members present may then decide. Members shall again be notified in writing by the Secretary not less than fourteen (14) days prior to the adjourned meeting. The presence of any number of members at the second convocation shall constitute a quorum.
- (12) Every regular member who has been in good standing for thirty (30) days prior to the general meeting shall be entitled to nominate another regular member in good standing to the Executive Committee, and to be elected to the Executive Committee, and to cast one vote for each proposal during general and special meetings. Associate members do not have such rights.
- (13) Except as otherwise provided for in these By-laws, a simple majority of the valid votes

cast by those members present at a general meeting shall be sufficient for approval of a motion. In case of an equal number of votes, the President, in addition to his one vote, shall have a second or casting vote.

- (14) The instrument appointing a proxy shall be in writing under the hand of the appointor and unless otherwise instructed the proxy may vote in such manner as he thinks fit. The original copy of the proxy must be delivered by hand or post to the Secretary at least forty-eight (48) hours prior to the general meeting. A proxy need not be a member of the Alumni.

ANNUAL GENERAL MEETING

- (15) An annual general meeting shall be held within fifteen (15) months from the last annual general meeting, at a place in Hong Kong and on a date and at a time to be fixed by the Executive Committee, and not less than twenty-one (21) days' notice of such meeting shall be sent by post or email or delivered through personal service by the Secretary to the last known correspondence or email address of all classes of members as it appears on the record of the Alumni or such notice shall be published in one of the local Chinese newspaper at least twenty-one (21) days prior to the meeting.
- (16) An Annual General Meeting of the members of the Alumni shall be held at such time and place as the Executive Committee shall in each year determine and the business of such Annual General Meeting shall be:
- (a) To receive the report of the Executive Committee.
 - (b) To receive the Statement of Receipt and Expenditure.
 - (c) Whenever the members of the Executive Committee are due for election, to receive the report of the scrutineer(s) as to the result of the voting of members of Executive Committee.
 - (d) To appoint auditor(s) and legal advisor(s) of the Alumni.
 - (e) To consider any resolution of which notice shall have been given in accordance with the provisions of By-laws (17) of these presents.
 - (f) General business.
 - (g) Any other business which may lawfully be brought forward.

EXTRAORDINARY GENERAL MEETING

- (17) The Executive Committee may whenever it thinks fit convene an extraordinary general meeting or it shall on a requisition in writing by members of the Alumni representing not less than one-tenth of total voting rights of all the members having at the said date a right to vote at general meetings of the Alumni convene an extraordinary general meeting and in the case of such requisition the following provisions shall have effect:
- (a) The requisition must state the objectives of the meeting and must be signed by the requisitionists and deposited to the Secretary. The requisition may consist of several documents in like form each signed by one or more of the

requisitionists.

- (b) If the Executive Committee does not within twenty-one (21) days from the date of the deposit proceed duly to call and convene a meeting the requisitionists or any of them representing more than one-half of the voting rights of all of them may themselves call and convene the meeting, but any meeting so called and convened shall not be held after three (3) months from the date of such deposit.
- (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Executive Committee shall be deemed not to have duly called and convened the meeting if it does not give at least twenty-one (21) days' notice prior to the meeting.
- (d) Any meeting convened under this By-Law by the requisitionists shall be convened in the same manner as in (c) above.

EXECUTIVE COMMITTEE

- (18) The affairs of the Alumni shall be managed by the Executive Committee, who may exercise such powers and do all such acts and things as may be exercised or done by the Alumni according to the Constitution and By-laws of the Alumni, or by law expressly directed, or required to be done by the Alumni at a meeting of the members or otherwise.
- (19) At the annual general meeting for election, members shall elect a minimum of ten (10) officers, or such other number as may be determined from time to time at the general meeting, to form the Executive Committee. Each of the officers at the time of his election and throughout his term of office shall be a member of the Alumni.
- (20) Each officer shall be elected to hold office for two years until the second annual meeting after he shall have been elected or until his successor shall have been duly elected or appointed and qualified. The whole Executive Committee shall resign at the general meeting for election, but shall be eligible for re-election if otherwise qualified.
- (21) The Immediate Past President, an ex-official member of the Executive Committee, shall call the first Executive Committee meeting within twenty-one (21) days after the election to appoint amongst themselves the following positions:
- (a) The President
 - (b) The Vice-President
 - (c) The Secretary
 - (d) The Treasurer
 - (e) Any position as determined by the Executive Committee
- (22) The President shall, when present, preside at all meetings of the members of the Alumni and of the Executive Committee. The President shall also be charged with the general management and supervision of the affairs and operations of the Alumni. The President, with the Secretary, shall sign all resolutions passed by the Alumni. The Vice-President shall assume the duties of the President in the absence of the latter.

- (23) A simple majority of the officers shall form a quorum for the transaction of business. Questions arising at any meeting of the Executive Committee shall be decided by a simple majority of valid votes cast. In case of an equal number of votes, the President, in addition to his one vote, shall have a second or casting vote.
- (24) No member of the Executive Committee shall receive any remuneration from the Alumni for services rendered as an officer of the Executive Committee of the Alumni.
- (25) The office of a member of the Executive Committee shall *ipso facto* be vacated:-
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) if he be found lunatic or becomes of unsound mind; or
 - (c) if he becomes prohibited from being a director or reason of any disqualification order made under Part IV (A) of the Companies Ordinance; or
 - (d) if he resigns his office by notice in writing to the Alumni; or
 - (e) if he shall for more than 6 months have been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period; or
 - (f) if he, without the consent of the Alumni in general meeting, holds any other office of profit under the Alumni; or
 - (g) if he is directly or indirectly interested in any contract (being a contract of significance in relation to the Alumni's business) with the Alumni, if his interest in the contract is material, fails to declare to the Executive Committee the nature of his interest in such manner as if it were required by Section 162 of the Companies Ordinance.

POWERS OF EXECUTIVE COMMITTEE

- (26) Without prejudice to the general powers conferred by By-laws (18) and the other powers conferred by these presents, the Executive Committee shall have the following powers:-
- (a) To purchase, take on lease or otherwise acquire any land, offices, buildings or other property for the business and purposes of the Alumni and generally on behalf of the Alumni to enter into such contracts agreements and arrangements and make or take such purchases leases or other transactions for such consideration on such terms and in such manner and form as they may from time to time think fit and proper for the business and purposes of the Alumni.
 - (b) To appoint any person or persons whether incorporate or not to accept and hold in trust for the Alumni any land or rights in land from the Government or other concessions or any exclusive or other beneficial rights or privileges or any funds and generally any or such of the property rights and funds of any descriptions whatsoever of the Alumni as the Executive Committee may deem desirable and they may cause all such deeds and things to be made and done as

- shall be lawful and requisite to vest the same in the persons so appointed.
- (c) To appoint, remove and suspend employees and agents of the Alumni as the Executive Committee may from time to time consider to be requisite and to fix their remuneration and determine their duties.
 - (d) To establish such sub-committees, funds, branches and agencies of the Alumni and to make such regulations for their management and to close and discontinue the same as they may from time to time think fit and determine.
 - (e) To conduct or compromise or abandon any legal proceedings and to refer any disputes to arbitration and observe and perform the awards.
 - (f) To invest such part of the funds of the Alumni as shall not be required to satisfy or provide for immediate demands upon such securities or investments as they may think advisable and from time to time vary such securities and investments and convert the same as they may deem expedient.
 - (g) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and regulation of the Alumni.
 - (h) To authorize such officers of the Executive Committee of the Alumni or other persons as they shall think fit to sign on behalf of the Alumni bills, notes, receipts, acceptances, endorsements, releases, contracts and documents and to authorize any two of the following officers namely the President, the Vice-President, the Secretary and the Treasurer to sign cheques on behalf of the Alumni.
 - (i) Subject to By-laws (7), prescribe the procedure to be followed in connection with proceedings relating to the termination of the membership of any members of the Alumni.
 - (j) To enter into all negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Alumni as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Alumni.
 - (k) To prescribe terms and conditions of the admission of regular and associate members and all matters connected therewith.

PROVIDED ALWAYS THAT subject to the endorsement of the Alumni in a general meeting.

SECRETARY

- (27) The Secretary shall be charged with the general operation of the secretariat office of the Alumni.
- (28) The Secretary shall maintain and have charge of the minute books of the Alumni and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and the Executive Committee.
- (29) The Secretary shall keep a book or books wherein shall be kept properly recorded:
 - (a) A copy of the constitution and by-laws of the Alumni and any extraordinary resolution altering and adding thereto;

- (b) Copies or originals of all documents, registers and resolutions as required by the law.
- (c) A full list of all classes of members of the Alumni.

TREASURER

- (30) The Treasurer shall receive all funds of the Alumni and disburse the same. Unless and until the Executive Committee shall otherwise determine, cheques shall be signed by the Treasurer and one of the following officers namely the President, the Vice-President and the Secretary.
- (31) The Treasurer shall keep a book or books wherein shall be kept properly recorded:
 - (a) All sums of money received and expended by the Alumni and the matters in respect of which the receipt and expenditure take place;
 - (b) All revenues and purchases by the Alumni;
 - (c) The assets and liabilities of the Alumni;
 - (d) All other transactions affecting the financial position of the Alumni.

HONORARY PATRONS

- (32) The Executive Committee may from time to time invite distinguished or prominent persons to accept the honorary and non-executive offices of Honorary Patrons of the Alumni. The Honorary Patrons need not be members of the Alumni and shall not have any management power or voting rights at meetings of the Executive Committee and of the members of the Alumni.

SUBSCRIPTION AND CALLS

- (33) The members in general meeting may impose annual subscriptions and may levy calls of such respective amounts as it shall think fit and may determine by whom the same are payable and may alter such subscriptions or calls.

SEAL, ACCOUNTS AND AUDIT

- (34) The Executive Committee shall provide a Common Seal for the Alumni which shall always be kept in safe custody by the Secretary and shall never be used except by the authority of the Executive Committee previously given and then only in the presence of and accompanied by the signatures of at least two members of the Executive Committee and countersigned by the Secretary or some other person appointed by the Executive Committee for that purpose.
- (35) The Executive Committee shall cause proper accounts to be kept with respect to:
 - (a) All sums of money received and expended by the Alumni and the matter in respect of which the receipt and expenditure takes place.

- (b) All sales and purchases of goods by the Alumni.
- (c) The assets and liabilities of the Alumni.

- (36) The Executive Committee shall from time to time cause accounts to be kept and shall lay before the Alumni in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.
- (37) Auditors of the Alumni shall be appointed at the annual general meeting and their duties regulated in accordance with the law.
- (38) Every account of the Executive Committee when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.
- (39) The fiscal year of the Alumni shall commence from the first day of November of each year to the last day of October of the next year.

AMENDMENT OF CONSTITUTION AND BY-LAWS OF ALUMNI

- (40) The Constitution and By-laws of the Alumni shall not be altered or added to except by a special resolution of the Alumni.
- (41) For all purposes of the Alumni, "a special resolution" shall mean a resolution passed by not less than three-fourths of the votes cast by such members as present and vote in person or by proxy at a general meeting of which not less than twenty-one (21) days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given to all members of the Alumni.

INDEMNITY AND RESPONSIBILITY

- (42) Subject to any relevant law for the time being in force, any Secretary or other officer or servant of the Alumni shall be indemnified by the Alumni against loss and it shall be the duty of the Executive Committee out of funds of the Alumni to pay all costs losses and expenses which any such officer of any contract entered into or act or deed done by him in the proper course of his duties as such officer or servant or in any way in the discharge of his duties including travelling expenses.

DISSOLUTION AND LIQUIDATION

- (43) The decision of dissolution of the Alumni shall be taken only on a three-quarter majority of such members entitled to vote as are present in person or by proxy at an extraordinary general meeting of which notice specifying the intention to propose the dissolution has been duly given.

- (44) In case of dissolution, the extraordinary general meeting shall decide on the disposition of the assets of the Alumni and shall elect persons charged with the duty of carrying out the liquidation.

- THE END -

As Proposed to and Passed at the Extraordinary General Meeting
On 27 December 2003