

Company Limited by Guarantee and Not having a Share Capital

Articles of Association
of
HONG KONG UNIVERSITY EDUCATION ALUMNI
FOUNDATION LIMITED
香港大學教育學院校友基金會有限公司

Part 1 - Preamble

1. The name of the company is “HONG KONG UNIVERSITY EDUCATION ALUMNI FOUNDATION LIMITED 香港大學教育學院校友基金會有限公司” (hereinafter called “the Foundation”).
2. The liability of the members is limited.
3. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company 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 the contributories among themselves, such amount as may be required not exceeding the amount specified below:

<u>Class of Members</u>	<u>Amount to be contributed by each of the members in this class</u>
Founding Member (instant voting right)	HK\$2,000
Ordinary Member (voting right after 2 years from admission)	HK\$1,000

4. The registered office of the Foundation will be situated in Hong Kong.
5. The Foundation shall be a non-profit making body with a vision to forge a future where every student within the Belt and Road Initiative nations, Hong Kong, the Greater bay Area, and across China receives an exceptional education that will cultivate a harmonious global outlook that respects and values Eastern and Western cultural paradigms equally; and equip students with bilingual proficiency in Chinese and English to foster effective communication on a global stage. We are committed to nurturing a new generation of leaders, innovators, and critical thinkers who are poised to make a profound impact on the world.

6. Based on the vision stated in clause 5, the Foundation shall have the following objects:
- a. To secure funding from mission-aligned donors to make our vision a reality;
 - b. To establish K - 12 schools along the Belt and Road Initiative (the “BRI”) nations, Hong Kong, the Greater bay Area, and across China that will:
 - i. Offer the Hong Kong Diploma of Secondary Education (the “HKDSE”) curriculum in the high school years and prepare students to take the HKDSE exams;
 - ii. Offer a curriculum in grades K-9 that aligns with the Hong Kong education system and prepares students for the HKDSE curriculum;
 - iii. Promote cultural exchange and understanding between Hong Kong/Mainland China and BRI nations through an internationalized curriculum;
 - iv. Provide high quality education based on Hong Kong standards to expat and local students in order to develop globally-minded critical thinkers and innovative problem solvers;
 - v. Serve as hubs for educational exchanges between teachers and students in Hong Kong, mainland China, and BRI nations.
 - c. To promote the HKDSE as the best alternative to the mainstream International Curriculum for students in the Belt and Road Initiative nations, Hong Kong, the Greater bay Area, and across China;
 - d. To study and research all aspects in regards to the implementation of HKDSE in different regions, as well as the continuous development of the curriculum.
 - e. To promote the Faculty of Education at The University of Hong Kong as the top research and training institution for HKDSE education and educators.
 - f. To establish the Foundation as the premier accrediting body for international schools in BRI nations, Hong Kong, the Greater Bay Area, and across China that offer the HKDSE curriculum and prepare students for HKDSE examinations. The Foundation will:
 - i. Develop accreditation standards and a rigorous evaluation process to ensure schools meet academic, operational, and financial benchmarks to deliver high-quality HKDSE education.
 - ii. Provide accreditation that allows schools to demonstrate excellence in HKDSE education, helping attract top students and teachers.
 - iii. Offer guidance and services to help schools meet and maintain accreditation standards.
 - iv. Promote collaboration and sharing of best practices among accredited schools to continuously improve HKDSE education quality.
 - v. Serve as the authoritative voice on accreditation of international schools offering HKDSE, cementing the Foundation as leaders in this domain.
 - vi. Partner with educational organizations like Hong Kong Examination and Assessment Authority (the “HKEAA”) to align accreditation with HKDSE curriculum standards.

Part 2 - Members

7. The subscribers to this Articles of Association of the Foundation shall be the founding members of the Foundation.

8. Each Founding member shall (a) pay a setup fee of HK\$2,000 and (b) an annual fee of HK\$800, which shall be paid one month after every AGM starting from the second AGM.
9. All subsequent applications for admission as members of the Foundation must satisfy all the following basic requirements:
 - a. The applicant has submitted an application in such written form as may be prescribed by the Board of Directors from time to time;
 - b. The applicant agrees with the vision and objects of the Foundation.
 - c. The application is endorsed by two members of the Foundation of which at least one of these members are either (i) a founding member or (ii) a Director of the Board;
 - d. The applicant has paid both the setup fee and the first year's annual fee, with amount as determined by the board of directors from time to time. Members are required to pay the subsequent annual fee one month after the Annual General Meeting following their application.
 - e. All membership applications shall be approved by the Board of Directors.
10. The founding members are entitled to vote in any general meetings. All members, except the founding members, shall have voting rights in any general meetings after 2 years, calculated from the date their application is approved.

Part 3 - General Meetings

11. An annual general meeting (hereinafter to be called the "AGM") should be held in respect of each financial year of the Foundation. The AGM shall be held at such time and place as the Board of Directors shall appoint.
12. The President of the Board of Directors, or 2 Vice-Presidents of the Board of Directors may, if they think fit, call a general meeting.

Part 4 - Notice of General Meetings

13. An annual general meeting and any general meeting convened for the purpose of passing of a special resolution shall be called with prior written notice of no less than 21 days. A general meeting of the Foundation, other than an annual general meeting or a general meeting convened for the purpose of passing of a special resolution, shall be called with prior written notice of no less than 14 days. 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 a special business, the general nature of that business.
14. The accidental omission to give notice of a general meeting to or the non-receipt of notice of general meeting by any members shall not invalidate the proceedings of any general meeting or any resolutions passed therein.

Part 5 - Proceedings of General Meetings

15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and the quorum shall continue to be present during the meeting until the conclusion of the meeting.
16. In the first 15 years of the Foundation, the quorum for any general meetings shall consist of not less than 8 members with at least 3 being the founding members. After that, the quorum for general meetings shall consist of not less than 8 members.
17. A member may attend the general meeting by himself, or by his proxy in which case the instrument appointing the proxy must be in written form and signed by such member and deposited at the registered office of the Foundation not later than 24 hours prior to the general meeting and in default the proxy shall not be treated as valid.
18. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

“HONG KONG UNIVERSITY EDUCATION ALUMNI FOUNDATION”

I, _____ of _____ being a member of the above-named Foundation, hereby appoint _____ of _____, as my proxy to vote for me on my behalf at the general meeting of the Foundation to be held on the _____ day of _____, 20____, and at any adjournment thereof.

Signed this day _____ of _____, 20____

19. A valid resolution of any general meeting having a quorum, must be passed by the majority of the members present in person or by proxy.
 - a. In the first 15 years of the Foundation, any two founding members that are present in that general meeting, if they have consent, can withhold the passing of any resolution for two months.
 - b. The withheld resolution should then be brought forward to the Board of Directors meeting within 2 months. If the resolution is rejected by the Board of Directors, then the resolution by the general meeting should also be rejected. The resolution shall be considered passed if otherwise.
20. If within one hour from the time appointed for the general meeting a quorum is not present, the general meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be postponed to such other time and place as the Board of Directors may appoint by notice in writing to the members, but in no case the time so appointed should exceed 21 days from the date of the original general meeting.

21. At any general meeting a resolution put to the vote shall be decided by a show of hands. A declaration by the President that a resolution has, by the show of hands, been carried, and an entry to that effect in the books of the proceedings of the Foundation, 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. In the case of an equality of votes, the President of the general meeting, at which the show of hands takes place, shall be entitled to a casting vote.
22. The President of the Foundation shall preside over all the general meetings. In case he is absent (at 30 minutes after the appointed time of the meetings), the Vice Presidents present shall elect among themselves one chairman to preside over the general meeting. A written resolution adopted by all members of the Foundation by signature in one single document or counterparts shall be effectual as a resolution passed at a duly convened and held general meeting of the Foundation.
23. Every member (except those who do not have voting rights yet or whose membership is not otherwise suspended) shall each have one vote at any general meeting.

Part 6 - The Board of Directors

24. The Board of Directors shall consist of not less than 3 nor more than 9 members.
25. In the first 15 years of the Foundation, the majority of the Board of Directors shall be founding members of the Foundation. If the total number of founding members is less than the number required to form the majority, this condition shall be waived.
26. The Board of Directors shall hold office for a term of up to 3 calendar years, provided that if, for any reason, the election of the new Board of Directors by the members takes place on a day later than the expiry date of the term of office of the current Board of Directors, then: (a) the members of the current Board of Directors shall continue to hold office until the new Board of Directors is elected by the members and (b) the term of office of the newly elected Board of Directors shall start from the date of the general meeting at which they are elected and shall expire at the end of the full calendar year following the year in which they are elected.
27. Notice may be given by the Honorary Secretary to members that nominations are open for candidates who wish to be proposed by the Board of Directors to be elected to the Board of Directors at the next general meeting. The notice shall specify a date, not less than 7 days from the date of such notice, on which nominations will close. Each candidate who wishes to be proposed shall send a written notice to the Honorary Secretary reaching him before the date of close of nominations indicating his wish to be proposed. The notice shall be signed by the candidate and shall bear the names and signatures of two current members of the Board of Directors supporting such candidate. After close of nominations, the current Board of Directors shall decide on a list of candidates (with or without stating the official position intended to be held by each candidate in the new Board of Directors) to be proposed to be elected, either on an en bloc or an individual basis, at the next annual general meeting.

28. The Board of Directors shall consist of one President, one Vice-President (Honorary Secretary), one Vice-President (Honorary Treasurer) and all other members of the Board of Directors are Vice-Presidents who take up various duties as the Board thinks fit.
29. The office-bearer members of the Board of Directors shall be elected by secret ballot and simple majority vote among the members of the Board of Directors as soon as practicable after their appointment by the members in general meeting. If there are more than two candidates for any particular position and none has won a simple majority vote from the secret ballot, the candidate with the least number of votes shall be eliminated and the same secret ballot procedures shall be repeated among the remaining candidates until one candidate has won the required simple majority vote. The members of the Board of Directors shall appoint one person among them to preside over and conduct the election process, provided that this person shall not be a candidate in such election.
30. No office-bearer member of the Board of Directors shall hold the same official position for more than 3 successive terms. For the avoidance of doubt, this article does not prohibit a member of the Board of Directors from holding a different official position after having served 3 successive terms for a particular official position.
31. The Board of Directors shall meet not less than 4 times every year for the dispatch of business. The President or the Honorary Secretary shall give not less than 7 days written notice of meeting to all members of the Board of Directors.
32. The presence of 3 members of the Board of Directors or $\frac{2}{3}$ (two thirds) of the total number of members of the Board of Directors, whichever number is higher, shall constitute a quorum.
33. All matters arising at any meeting of the Board of Directors shall be decided by a majority of votes of its members.

Part 7 - The Powers of the Board of Directors

34. The Board of Directors may by resolution invite distinguished persons to be Honorary advisors to the Advisory Board, which comprises:
 - a. Honorary advisors;
 - b. The current Dean of the HKU Faculty of Education;
 - c. Patrons or representatives from parties who make a donation of HK\$100,000 or more to the Foundation, who will have a term of 1 year.
 - d. Patrons or representatives from parties who make a donation of HK\$300,000 or more to the Foundation, who will have a term of 4 years.
 - e. Patrons or representatives from parties who make a donation of HK\$10,000,000 or more to the Foundation, will have a life term in the Advisory Board.
 - f. Chaired by the President of the Board of Directors, the Advisory Board shall give advice to the Board of Directors but shall have no voting right in the Board of Directors.

35. The management and control of any and all affairs of the Foundation shall be vested in the Board of Directors which shall be entitled to exercise all powers in the furtherance of the objects of the Foundation.
36. The Board of Directors may hire a Chief Executive on such terms as it thinks fit, when the business of the Foundation is in need of a full-time professional team to support and when the Foundation has sufficient funds.

Part 8 - The Seal

37. The Seal of the Foundation shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and in the presence of the President, and two other member of the Board of Directors or such other person or persons as the Board of Directors may appoint for the purpose, and such person or persons shall sign every instrument to which the Seal of the Foundation is so affixed in his, her or their presence.
38. Every deed or other instrument to which the Seal is required to be affixed and all bills of exchange, cheques, drafts, or orders for payment shall be signed by the President, the Honorary Treasurer and one other member of the Board of Directors.

Part 9 - Accounts

39. The Board of Directors shall keep accounting records that comply with the Company Ordinance (Cap. 622), and enable members of the Board of Directors to prepare financial statements for each financial year in accordance with the Company Ordinance. Proper accounting records shall be kept to give a true and fair view of the state of the Foundation's affairs and to explain its transactions, and to follow accounting standards issued or adopted by the HK Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
40. The accounting records shall be kept at the registered office of the Foundation, or at such other place or places as the Board of Directors thinks fit, and shall always be open to the inspection of the members of the Board of Directors. A copy of the Reporting Documents should be presented before the Foundation in the annual general meeting.

Part 10 - Audit

41. Auditors shall be appointed and their duties regulated in accordance with the Ordinance. The appointment of auditor shall rest with the Board of Directors.

Part 11 - Notices

42. A notice may be given by the Foundation to any member either personally or sending it by post, fax, email or any other personal digital messengers to him to his contact details recorded with the Foundation, and be deemed to have been effected at the expiration of 24 hours after the same was sent by any one or more of the aforesaid means.

43. Unless otherwise required by the Ordinance, all accounts books, documents and notices shall be English or Chinese or both.

Part 12 - Winding Up

44. Each person who is a member of the Foundation undertakes that if the Foundation is wound up while the person is a member of the Foundation, or within one year after the person ceased to be such a member, the person will contribute an amount required of the person, not exceeding HK\$2,000 for Founding Member (instant voting right) and HK\$1,000 for Ordinary Member (voting right after 2 years from admission) to the Foundation's assets:
- a. For payment of the debts and liabilities of the Foundation contracted before the person ceases to be such a member
 - b. For payment of the costs, charges, and expenses of winding up the Foundation, and
 - c. For the adjustment, among the contributories, of their rights.
45. If upon winding up or dissolution of the Foundation 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 Foundation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, 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 Foundation under this clause, such institution or institutions to be determined by a resolution of the members of the Foundation at or before the time of dissolution and in default thereof by a judge of the Court of the HKSAR 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 Court of the HKSAR having jurisdiction in the matter.

Part 13 - Indemnities and Others

46. To the maximum extent permitted by the Ordinance, every member of the Board of Directors, auditor, and officer of the Foundation shall be indemnified out of the funds of the Foundation against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Foundation. Further, they shall be indemnified from the funds of the Foundation against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 903-904 of the Ordinance in which relief is granted to them by the Court of the HKSAR. Provided that none of the funds of the Foundation shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of the HKSAR.

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name of Founding Members:

<u>English Name</u>	<u>Chinese Name</u>
CHAN, Wah	陳樺
CHEUNG, Ho Yuen	張浩原
CHOW, Wing Chun	周穎進
JIANG, Bingxin	姜炳鑫
KWAN, Cheuk Kuen Anderson	關焯權
LAI, Man Wa Eva	賴雯華
LAM, Ho Ming	林浩銘
LAU, Ching Kong Aaron	劉正剛
LAU, Siu Pei	劉小佩
LEE, Kwan Ho Kenneth	李鈞豪
LEUNG, Chi Wan	梁子雲
LI, Tao	李桃
LUI, Yee Man Karen	呂以敏
NG, Mei Yee	吳美儀
TSE, Sik Yan	謝錫恩
WEI, Hong Qiang	魏宏鏘
YANG, Min	楊敏
YANG, Xi	楊希
YICK, Tak Ming	易德明
ZHANG, Ying	張盈
ZHENG, Shenggang	鄭勝剛