THE COMPANIES ORDINANCE

COMPANY LIMITED BY GUARANTEE

RE-PRINT OF

Memorandum

and

Articles of Association

of

THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED

Incorporated the 27th day of June, 1972.

(Including Amendments and Special Resolutions up to November 30, 2006. Reprinted June 7, 2007.)

VINCENT T. K. CHEUNG, YAP & CO.
Solicitors & Notaries
Hong Kong.
SPECIAL RESOLUTION

OF

THE GERMAN SWISS INTERNATIONAL SCHOOL
FOUNDATION LIMITED
(Incorporated in Hong Kong limited by Guarantee)
(the “Foundation”)

Passed on 30th November 2006

At the annual general meeting of the Foundation held on 30th November 2006 at 7:30 p.m. at the Ingrid-Buchholtz-Hall of the German Swiss International School, 22 Guildford Road, Hong Kong, the following resolution was duly passed as a special resolution of the Foundation:

“THAT the existing Article 13 of the Foundation’s Articles of Association be amended by deleting the words “the Association” in the said Article 13 and be replaced with the words “The German Swiss International School Association Limited.”

Ulrich M.A. Buchholtz
Chairman of the meeting
THE COMPANIES ORDINANCE, (CHAPTER 32)

Copy Pursuant to Section 117 (1) of
a Special Resolution

OF

THE GERMAN SWISS INTERNATIONAL SCHOOL
FOUNDATION LIMITED

Passed on the 25th day of November, 1992.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held in the Ingrid-Buchholdt-Halle of The German Swiss International School, 22 Guildford Road, Hong Kong on Wednesday, 25th day of November, 1992 at 6:00 o’clock in the afternoon, the following resolution was passed as Special Resolution:-

“That the existing Articles of Association of The German Swiss International School Foundation Limited be deleted in its entirety and the revised Articles of Association of the Company, be approved and adopted as the Articles of Association of the Company thereof.”

K. T. Leung
Chairman
THE COMPANIES ORDINANCE (CAP. 32)

Copy Pursuant to Section 117(1) of

a Special Resolution of

THE GERMAN SWISS INTERNATIONAL SCHOOL
FOUNDATION LIMITED

Passed on 29th November, 1973

At the Extraordinary General Meeting of Members of the abovennamed Foundation duly convened and held at Goethe Institute, International Building, 11th floor, 1-11, Des Voeux Road, Central, Hong Kong on 29th November, 1973 at 5:30 p.m., the following resolutions were passed as Special Resolutions:-

Special Resolution No.1

That the Memorandum of Association of the Foundation be altered and amended by the deletion from the 5th line of clause 7 of the words “whether charitable or not but”.

Special Resolution No.2

That the Articles of Association of the Foundation be altered in the following manner:-

1. By the deletion of existing Article 13 and the substitution of the following therefor:-

   “13. (a) The Committee shall consist of not less than 5 nor more than 15 Members of the Foundation, save that the members of the Foundation in Annual General Meeting shall have the power to increase the membership of the Committee from time to time.

   (b) Five members of the Committee shall be nominated annually in writing by the Executive Committee for the time being of the German International School Association Hong Kong (“the Association”) and such members of the Committee so nominated shall, subject to these Articles, hold office until the Annual General Meeting next following their nomination.

   (c) Subject to the provisions as to increase contained in paragraph (a) of this Article, not more than 10 members of the Foundation shall be elected members of the Committee by the members at the Annual General Meetings of the Foundation, and such members so elected shall, subject to these Articles, hold office until the conclusion of the Annual General Meeting next following their election. One half (or the nearest whole number above one half) of the number of members of the Committee so elected shall retire every year but all such retiring members shall be eligible for re-election.

2. By the deletion of existing Article 14 and the substitution of the following therefor:-

   “14. (a) The five members of the Committee nominated by the Association in accordance with paragraph (b) of Article 13 hereof shall occupy the following offices:-

   (i) Chairman
   (ii) Vice-Chairman
Chairman of the Finance Sub-Committee
(iv) Chairman of the Building Sub-Committee
(v) Chairman of the Management Sub-Committee

(b) A member of the Committee so nominated shall be eligible for re-nomination notwithstanding the retirement provisions contained in paragraph (b) of Article 13 hereof.”

3. By the deletion of existing Article 15 and the substitution of the following therefor:-

“15. The Election of those Members of the Committee to be elected shall be conducted in the following manner:-

Nominations for election shall be proposed and seconded by Members and countersigned by the candidate indicating his or its willingness to serve on the Committee. Such nominations shall be received by the Foundation not less that 7 clear days before the date of the Annual General Meeting and no such nominations shall be made at the Annual General Meeting. Every Member of the Foundation present at the Meeting shall be entitled to vote for as many candidates as there are vacancies to be filled and no more. Candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the Chairman of the Meeting shall have a second or casting vote.

4. By the deletion of existing Article 16.

5. Existing Article 17 to be renumbered 16.

6. By the deletion of existing Article 18 and the Substitution of the following therefor (to be re-numbered 17):-

“17. Immediately after the Annual General Meeting the Committee shall elect from among the elected Members of the Committee a Secretary and a Treasurer.”

7. By the addition of the following new Article (to be numbered 18):-

“18. The five members of the Committee nominated by the Association shall be appointed to those offices more particularly described in Article 14(a) hereof by the Executive Committee for the time being of the Association.”

8. By the deletion of Article 21 and the Substitution of the following therefor:-

“21. The Quorum necessary for the transaction of the business of the Committee shall be a majority of the Members of the Committee, and such majority shall include not less than two persons nominated to the Committee by the Association as hereinbefore provided.”

9. By the deletion of Article 23 and the Substitution of the following therefor:-

“23. The Committee may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing signed by a majority of the Members thereof for the time being in the Colony shall be as valid and effectual as if it had been passed at a meeting of the committee.”

F. E. P. Jeannerat
Chairman

Hong Kong
CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED is this day incorporated in Hong Kong under the Companies Ordinance, and that this Company is limited by guarantee.

GIVEN under my hand this Twenty-seventh day of June, One Thousand Nine Hundred and Seventy-two.

(Sd.) R. KWAN
for Registrar of Companies,
Hong Kong
THE COMPANIES ORDINANCE

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE GERMAN SWISS INTERNATIONAL SCHOOL
FOUNDATION LIMITED

1. The name of the Company (hereinafter called “the Foundation”) is “THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED”.

2. The registered office of the Foundation will be situated in Hong Kong.

3. The objects for which the Foundation is established are:-

(a) To carry on a school for boys and girls in the Colony and the doing of all such other things as are incidental or conducive to the attainment thereof.

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

(c) To purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of furniture, utensils and other things required or which may be conveniently used in connection with the Foundation.

(d) To hire and employ all classes of persons considered necessary for the purposes of the Foundation and to pay to them and to other persons in return for services rendered to the Foundation salaries, wages, gratuities and pensions.

(e) To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Foundation, or its employees; to give pensions, gratuities, or charitable aid to any person who may have serviced the Foundation or to the wife, widow, children or other relatives of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Foundation. Provided that no part of the funds of the Foundation shall be paid to any institution which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Foundation under or by virtue of Clause 4 hereof.
(f) To invest and deal with the monies of the Foundation not immediately required upon such securities and in such manner as may from time to time be determined.

(g) To borrow or raise money in such manner as the Foundation 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 Foundation’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 material which may be thought desirable for the promotion of the objects or interests of the Foundation 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 Foundation towards the promotion of its objects and to enter into any arrangements with the Government or with any authority, supreme, municipal, local or otherwise that may be conducive to the Foundation’s objects or to any of them, and to obtain from the Government or any such authority any rights, privileges and concessions which the Foundation may think fit 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 Foundation 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 Benevolent Fund and to grant pensions, annuities, compensations or other awards or benefits in money or otherwise to its employees or to other persons requiring assistance who may in the opinion of the Committee 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 the Colony of Hong Kong or elsewhere.

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

4. The income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as are herein specified and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to its members provided nevertheless that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation or any member thereof, in return for any service actually rendered to the Foundation; nor prevent the payment of interest at a rate not exceeding twelve per centum per annum on money lent to the Foundation by a member nor payment of reasonable and proper rent for premises demised or let by a member to the Foundation, but so that no Members of the Committee of the Foundation shall be appointed to any salaried office of the Foundation and no remuneration or other benefit in money or money’s worth shall be given by the Foundation to any member of such Committee except as repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation provided that the aforesaid provision shall not apply to any payment to a Company of which a member of the Committee may be a member if such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of the profits he may receive in respect of such payment.
5. The Liability of the members is limited.

6. Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of its being wound up while he is a member, or within one year thereafter for payment of the debts and liabilities of the Foundation 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 contributors among themselves, such amount as may be required, not exceeding $100.00.

7. If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members, 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 or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Foundation before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction over charitable funds and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8. True accounts shall be kept of the sums of money received and expanded by the Foundation and matters in respect of which such receipts and expenditure take place and of the property and other assets and liabilities of the Foundation which accounts subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Foundation 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 Foundation shall be examined and the correctness of the balance sheet ascertained by one or more properly authorised Auditor or Auditors.

9. No alteration to the Memorandum or Articles of Association shall be made without the previous consent in writing of the Registrar General.
WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

<table>
<thead>
<tr>
<th>Names, Addresses and Descriptions of Subscribers</th>
</tr>
</thead>
<tbody>
<tr>
<td>MR. GUENTHER BUCHHOLTZ,</td>
</tr>
<tr>
<td>15 Shouson Hill Road,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Company Director.</td>
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<tr>
<td></td>
</tr>
<tr>
<td>MRS. INGRID ELFRIEDE BUCHHOLTZ,</td>
</tr>
<tr>
<td>15 Shouson Hill Road,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Housewife.</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>MR. HANS DIETER ISLER,</td>
</tr>
<tr>
<td>42 Chung Hom Kok Road, House H,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Managing Director.</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td>MR. FRANCOIS ERNEST PAUL JEANNERAT,</td>
</tr>
<tr>
<td>17 Magazine Gap Road,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Bank Representative.</td>
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<tr>
<td></td>
</tr>
<tr>
<td>MR. UWE HANNS PETERSEN,</td>
</tr>
<tr>
<td>138 Pokfulam Road,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Company Director.</td>
</tr>
<tr>
<td>Names, Addresses and Descriptions of Subscribers</td>
</tr>
<tr>
<td>------------------------------------------------</td>
</tr>
<tr>
<td>MR. MARIO STUTZ,</td>
</tr>
<tr>
<td>16 Guildford Road, The Peak,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Manager.</td>
</tr>
<tr>
<td>DR. WALTER ALWIN WERNER,</td>
</tr>
<tr>
<td>3 Old Peak Road,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Manager.</td>
</tr>
<tr>
<td>MRS. URSULA BEATRICE MOORE,</td>
</tr>
<tr>
<td>49 Stanley Hill Road,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Housewife.</td>
</tr>
<tr>
<td>MR. OSWALD FRANZ HEINZ FREITAG,</td>
</tr>
<tr>
<td>A-10 South Bay Villa,</td>
</tr>
<tr>
<td>Hong Kong,</td>
</tr>
<tr>
<td>Manager.</td>
</tr>
</tbody>
</table>

Dated the 19th day of June, 1972.
WITNESS to the above signatures:-

(Sd.) B. H. TISDALL
404, Hongkong & Shanghai
Bank Building,
Hong Kong,
Solicitor.
THE COMPANIES ORDINANCE

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE GERMAN SWISS INTERNATIONAL SCHOOL FOUNDATION LIMITED

GENERAL

1. In these Articles words shall have the meaning assigned to them in Article 2 hereof unless otherwise specified or required by the context.

<table>
<thead>
<tr>
<th>Words</th>
<th>Meaning</th>
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</thead>
<tbody>
<tr>
<td>Extraordinary General Meeting</td>
<td>A General Meeting of the Members of the Foundation other than the Annual General Meeting.</td>
</tr>
<tr>
<td>General Meeting</td>
<td>A General Meeting of the Members of the Foundation.</td>
</tr>
<tr>
<td>In writing</td>
<td>Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.</td>
</tr>
<tr>
<td>Month</td>
<td>Calendar Month.</td>
</tr>
<tr>
<td>Special Resolution and Extraordinary</td>
<td>Meanings assigned thereto respectively by section 116 of the Ordinance.</td>
</tr>
<tr>
<td>Resolution</td>
<td></td>
</tr>
<tr>
<td>The Annual General Meeting</td>
<td>The yearly General Meeting of Members of the Foundation and also includes the First General Meeting of the Members.</td>
</tr>
<tr>
<td>The Association</td>
<td>The German Swiss International School Association.</td>
</tr>
<tr>
<td>The Chairman</td>
<td>The Chairman of the Board for the time being.</td>
</tr>
<tr>
<td>The Board</td>
<td>The Board of Directors for the time being for the management of the Foundation.</td>
</tr>
<tr>
<td>The Foundation</td>
<td>The abovenamed Company.</td>
</tr>
<tr>
<td>Words</td>
<td>Meaning</td>
</tr>
<tr>
<td>-------------------------------</td>
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</tr>
<tr>
<td>The Members</td>
<td>The Members of the Foundation as defined by Article 4 hereof.</td>
</tr>
<tr>
<td>The Ordinance</td>
<td>The companies Ordinance (Cap.32) of the Laws of Hong Kong.</td>
</tr>
<tr>
<td>The Registered Office</td>
<td>The Registered Office for the time being of the Foundation.</td>
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<tr>
<td>The Secretary</td>
<td>The Secretary of the Foundation for the time being.</td>
</tr>
<tr>
<td>The Treasurer</td>
<td>The Treasurer of the Foundation for the time being.</td>
</tr>
<tr>
<td>These Articles</td>
<td>These Articles of Association.</td>
</tr>
</tbody>
</table>

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

Words importing the masculine gender only shall include the feminine gender and neuter gender.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Foundation.

3. The maximum number of Members with which the Foundation proposes to be registered is 1,000 but the Board may from time to time register an increase of Members.

4. Members of the Foundation shall be those persons, corporations or firms qualified under Article 6 of these Articles.

5. The Foundation is established for the purposes expressed in the Memorandum of Association.

**MEMBERSHIP**

6. Membership shall be open to all persons over the age of 21 years and any firms or corporations who shall hold debentures of the Foundation on such terms and conditions as the Board may from time to time decide.

**MEMBERS**

7. (a) Any Member who has nominated a child of his or its employee to attend the School may not terminate his membership with the Foundation during the course of the child’s stay in the School.

(b) Subject to Article 7(a) hereof, a Member may give notice of his intention to withdraw his membership with the Foundation by giving notice in writing to the Secretary. Upon receipt of such notice, the Board may accept the withdrawal of his membership with effect on a day to be determined by the Board. On the Board’s acceptance of such withdrawal, his membership shall be terminated. Notwithstanding the termination of his Membership as aforesaid the Foundation shall have unfettered discretion subject to the terms of the debenture(s) in deciding when it will redeem the debenture(s) being held by such Member on the termination of his membership. If under the
terms of the debenture(s) the Foundation has decided not to repay the moneys at that time, the membership of the outgoing Member shall nevertheless be terminated.

(c) Notwithstanding the provisions above, the Foundation may at any time issue new debentures subject to such terms and conditions as the Board may deem fit.

8. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Foundation all moneys which at the time of his or its ceasing to be a Member are due from him or it and/or any person nominated by him/it to the Foundation.

9. Only Members shall be entitled to all privileges of membership and be qualified to vote or hold office on the Board.

10. Members must communicate any change of address to the Foundation without delay.

MANAGEMENT

11. The Management of the affairs, administration and business of the Foundation shall be vested in the Board who may exercise all such powers and do all such acts and things as the Foundation is by its Memorandum and these Articles or otherwise authorised to exercise or do and are not hereby or by the Ordinance required to be exercised or done by the Foundation in General Meeting but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations (not being inconsistent with these Articles from time to time made by the Foundation in General Meeting) provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

THE BOARD

12. (a) The Board shall consist of not less than 5 nor more than 15 Directors, save that the Members in Annual Meeting shall have the power by ordinary resolution to increase or reduce the membership of the Board from time to time.

(b) Five Directors of the Board shall be nominated annually in writing by the Management Committee for the time being of "the Association" and such Directors so nominated shall, subject to these Articles, hold office until the next Annual General Meeting following their nomination.

(c) Subject to the provisions as to increase or decrease contained in paragraph (a) of this Article, not more than 10 Members shall be elected Directors by the Members at the Annual General Meetings, and such Directors so elected shall, subject to these Articles, hold office until the end of the day on which the next Annual General Meeting is held or until the conclusion of the next Annual General Meeting following their election, whichever shall be the later.

13 The five Directors to be nominated by The German Swiss International School Association Limited in accordance with paragraph (b) of Article 12 hereof shall include the holders of the following offices in the Association, viz. Chairman, First Deputy Chairman, Second Deputy Chairman, Chairman of the finance committee and Chairman of the building committee, and such holders shall be automatically appointed to hold the same offices on the Board of the Foundation.

14. Election of Directors by the Members shall be conducted in the following manner:-

Nominations for election shall be proposed and seconded by Members in writing and countersigned by the candidate indicating his or its willingness to serve on the Board. Such nominations shall be received by the Foundation not less than 7 clear days before the date of the Annual General Meeting. Nominations
received after that date can only be considered with the consent of the Board if submitted before the commencement of the Annual General Meeting. Subject to Article 12(c) hereof, every Member present at such meeting shall be entitled to vote for as many candidates as three are vacancies to be filled and no more. Candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the chairman of the meeting shall have a second or casting vote in respect of each vacancy.

15. Members who are incorporated or unincorporated bodies shall have the right, but without imposing any obligation in this regard, to nominate a representative to stand for election who shall be eligible to represent such member on the Board if such representative be so elected. No Member who is an incorporated or unincorporated body shall be eligible to serve on the Board unless it shall have nominated such representative and the reference to Directors in these Articles shall include such representatives.

16. The Secretary of the Foundation shall be appointed by the Board on such terms as the Board shall deem fit.

17. The Foundation may by special resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Foundation and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Foundation. Provided that if the Director removed was one nominated by the Association, the Management Committee for the time being of the Association shall be entitled to nominate another person to fill up the vacancy, and if the Director removed was an elected Member, the Foundation may by ordinary resolution appoint another person to fill up the vacancy, and such Director so nominated or appointed shall hold office for the same term as the one removed.

PROCEEDINGS OF THE BOARD

18. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Board may be convened on request of the Chairman or by the requisition in writing signed by two Directors stating the objects for which such meetings are to be convened and forwarded to the Secretary.

19. The Chairman or in his absence the First Deputy Chairman or the Second Deputy Chairman respectively shall preside at meetings of the Board.

20. The Quorum necessary for the transaction of the business of the Board shall be a majority of the Directors; and such majority shall include not less than two persons nominated to the Board of Directors by the Association as hereinbefore provided. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. The Headmaster shall attend the meetings of the Board but shall not take part in discussions which concern him in his capacity as Headmaster and shall have no voting rights in the Board in any event.

21. The continuing Directors of the Board may act notwithstanding any vacancy in that body.

22. The Board may, if they think fit, transact any of their business by the circulation of papers, and a resolution in writing signed by a majority of the Directors for time being in Hong Kong which includes not less than 2 persons nominated by the Association shall be as valid and effectual as if it had been passed at a meeting of the Board.

23. A Director may not receive any salary from the Foundation but he may be indemnified out of the funds of the Foundation in respect of travelling and other expenditure properly incurred in and about the affairs of the Foundation.
24. Except as provided in Article 31 a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, power and discretion by or under the regulations of the Foundation for the time being vested in the Board generally.

(a) The Board may, from time to time, appoint such committees as it considers necessary for securing the efficient discharge of their functions, and may delegate to any committees any of their powers and duties provided that no delegation made hereunder shall preclude the Board from exercising or performing or resuming at any time any of the powers and duties so delegated.

(b) Any Member may be appointed a member of any such committee notwithstanding that he is not Director provided that at least one member of the committee must be a Director.

(c) Any committee so appointed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Board.

25. Any acts done by any meeting of the Board or a committee or by any person acting as a Director or a member of committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or member of the committee 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 was qualified to be a Director or a member of the committee.

26. Any vacancy occurring in the Board by reason of death, resignation or other disability may be filled by the Board, but the person so chosen shall be subject to the same conditions as to tenure of office as his predecessor.

27. The Board shall cause proper minutes to be made in books provided for the purpose:-

(a) Of all the appointments of committees made by the Board;

(b) Of the names of the Directors present at each meeting of the Board and names of the members of any committee thereof present at each meeting of such committee;

(c) Of all the resolutions and proceedings at all meetings of the Foundation and of the Board and of any committees of the Board.

**DISQUALIFICATION OF DIRECTORS**

28. The office of a Director (in this respect, where the context requires, the reference to Director here include the corporate or unincorporated Member who has appointed a representative to the Board) shall be vacated if:-

(a) He becomes bankrupt or in winding-up or makes a composition or scheme of arrangement with his creditors;

(b) He is found lunatic or becomes of unsound mind;

(c) He resigns his office by notice in writing to the Foundation;

(d) He is directly or indirectly interested in any contract with the Foundation and fails to disclose the nature of his interest in manner required by Section 162 of the Ordinance;

(e) He shall be prohibited from being a director by reason of any order made under Section 157E or 157F of the Ordinance;
(f) He or his spouse is or becomes a member of the teaching staff and/or employee of the School and/or he or his spouse has any commercial interest in the School which has not been disclosed to and approved by the Board.

29. Subject to the provisions of the Memorandum of Association of the Foundation, a Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted.

POWERS OF THE BOARD

30. The business of the Foundation shall be managed by the Board.

31. The Board may make rules for regulating the affairs of the Foundation which shall be binding on all Members, and may subject to (c) (2) below recommend to Members to revoke, alter or replace any such rules from time to time. In particular and without prejudice to the generality of the foregoing, the Board may make such rules in regard to all or any of the following matters:

(a) As to the rights and privileges (so far as not provided for by these Articles) which shall be accorded to Members and as to the particulars to be supplied by candidates for membership;

(b) As to the allotment and redemption of debentures granted by the Foundation;

(c) As to any other matter as to the operation of the Foundation not already provided for by the Memorandum and Articles of Association thereof for the time being in force, provided always:

1. That no rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Foundation.

2. That any rules may be cancelled modified or amended by Special Resolution of the Members in Extraordinary General Meetings.

DEBENTURES

32. The Foundation shall issue debentures which will be of such number, for such amounts and subject to such terms and conditions as the Board may from time to time decide.

33. In the event that all debentures created at any one time shall have been issued, the Board may keep a register of those who wish to become debenture holders as and when a debenture is available.

MEETINGS

34. A General Meeting shall be held once in every calendar year as the Annual General Meeting in addition to any other meetings in that year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Board. The notice calling it shall specify the meeting as the Annual General Meeting of the Foundation.

35. All General Meetings other than annual General Meeting shall be called Extraordinary General Meetings.

36. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on the requisition in writing of not less than one-tenth of the total number of the Members having the right to vote addressed and delivered to the Secretary or the Board by post.
or by leaving at the registered office of the Foundation, or if the Board fails to convene such meeting, the requisitionists may convene one as provided by Section 113 of The Ordinance.

NOTICE OF GENERAL MEETING

37. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days’ notice in writing at the least, and a meeting of the Foundation other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days’ notice in writing at the least. The notice shall be exclusive of the day on which it is served or given or deemed to be served or 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 Foundation in General Meeting, to such persons as are, under these Articles entitled to receive such notices from the Foundation.

Provided that a meeting of the Foundation shall, notwithstanding that it is called by shorter notice than specified in this Article, be deemed to have been duly called if it is so agreed:

(a) in the case of a meeting called as the 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 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

38. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. All business transacted at General Meetings shall be deemed special with the exception of the consideration of the accounts, balance sheets and the reports of the Board and auditors, the election of Directors and the appointment of and the fixing of remuneration of the auditors at Annual General Meetings.

40. No business shall be transacted at any General Meeting unless a quorum of Members who are entitled to vote thereat is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting, and such quorum shall consist of not less than twenty Members of the Foundation.

41. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon request of Members, shall be dissolved, in any other case it shall be adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present who are entitled to vote thereat shall be a quorum.

42. The Chairman of the Board and in his absence the First Deputy Chairman or the Second Deputy Chairman respectively shall preside as chairman at every General Meeting of the Foundation. If at any meeting the Chairman and both the First Deputy Chairman and the Second Deputy Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, or if they shall have previously notified the Foundation of their intention of not being present, one of the Directors shall preside, or if no Director be present and willing to take the chair, the Members present who are entitled to vote shall elect by vote one of their number to preside.
43. The Chairman of a General Meeting may with the consent of such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for ten days or more, at least 7 days’ notice of the adjourned meeting shall be given. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

44. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman of the meeting; or

(b) by at least 2 Members present in person; or

(c) by any Member or Members present in person and representing not less than 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 on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of 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 such resolution.

The demand for a poll may be withdrawn.

Except as provided herein, if a poll is duly demanded, it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of a General Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

46. In the event of a poll each Member shall be entitled to one vote for each debenture then held by him provided that in any event no Member shall, notwithstanding the number of debenture then held by him, have more than 10 votes.

47. (a) No Member shall be entitled to vote at any General Meeting unless all moneys payable by him to the Foundation in his capacity as Member and/or the Association, and which have been outstanding for more than 3 months after they fell due for payment, have been paid.

(b) Vote shall be given personally by a Member or his spouse if the Member is an individual or by a representative duly appointed in writing if the Member is a corporate body.

ACCOUNTS

48. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Foundation.
49. The books of account shall be kept at the Registered Office of the Foundation or at such other place or places as the Board thinks fit, and shall always be open to inspection of the Directors.

50. The Board shall from time to time determine at what time and place and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Foundation except as conferred by law or by the Memorandum and Articles of Association of the Foundation or authorised by the Board or by the Foundation in General Meeting.

51. The Board shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Foundation in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that Section.

52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in General Meeting together with copy of the Auditor’s Report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of General Meeting of the Foundation.

53. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Foundation shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 140, 140A, 140B and 141 of the Ordinance.

THE SEAL

55. The Board may from time to time make regulations as to the custody and use of the Seal of the Foundation. Until other regulations are made by the Board the Seal shall be kept at the Registered Office or at such other place as the Board shall from time to time determine, and all documents requiring the Seal to be affixed thereto shall be signed by two Directors and countersigned by the Secretary or some other person appointed by the Board for the purpose.

NOTICES

56. A notice may be served by the Foundation upon any Member either personally or by sending it through the post addressed to such Member at his registered address appearing in the Register of Members.

57. Any Member described in the Register of Members by an address not within Hong Kong who shall from time to time give the Foundation and address within Hong Kong at which notices may be served on him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Ordinance only those Members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Foundation.

58. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
INDEMNITY

59. Every Director, officer or other servant of the Foundation shall be indemnified out of the funds of the Foundation against all liability incurred by him as such Director, officer or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 358 of the Ordinance in which relief is granted to him by the Court.

WINDING-UP

60. Clauses 4, 6 and 7 of the Memorandum of Association of the Foundation relating to the winding-up and dissolution of the Foundation shall have effect as if the provisions thereof were repeated in these Articles.
Names, Addresses and Descriptions of Subscribers

MR. GUENTHER BUCHHOLTZ,
15 Shouson Hill Road,
Hong Kong,
Company Director.

MRS. INGRID ELFRIEDE BUCHHOLTZ,
15 Shouson Hill Road,
Hong Kong,
Housewife.

MR. HANS DIETER ISLER,
42 Chung Hom Kok Road, House H,
Hong Kong,
Managing Director.

MR. FRANCOIS ERNEST PAUL JEANNERAT,
17 Magazine Gap Road,
Hong Kong,
Bank Representative.

MR. UWE HANNS PETERSEN,
138 Pokfulam Road,
Hong Kong,
Company Director.
Names, Addresses and Descriptions of Subscribers

MR. MARIO STUTZ,
16 Guildford Road, The Peak,
Hong Kong,
Manager.

DR. WALTER ALWIN WERNER,
3 Old Peak Road,
Hong Kong,
Manager.

MRS. URSULA BEATRICE MOORE,
49 Stanley Hill Road,
Hong Kong,
Housewife.

MR. OSWALD FRANZ HEINZ FREITAG,
A-10 South Bay Villa,
Hong Kong,
Manager.

Dated the 19th day of June, 1972.
WITNESS to the above signatures:-

(Sd.) B. H. TISDALL
404, Hongkong & Shanghai
Bank Building,
Hong Kong,
Solicitor.