

**Constitution of**  
**St. Stephen's Girls' College Alumnae Association**  
**(聖士提反女子中學校友會)**

(As amended by resolutions of the Members passed  
on November 25, 1989 and on July 5, 1994)

**Article 1 Definitions**

- (1) In these Articles, unless the context otherwise requires, the following expressions have the meanings hereby respectively assigned to them, namely :-

**"Annual General Meeting"** means the yearly General Meeting of the members of the Association under Article 8.

**"the Association"** means the St. Stephen's Girls' College Alumnae Association (聖士提反女子中學校友會).

**"calendar year"** has the meaning assigned to it by Article 5.

**"the College"** means the St. Stephen's Girls' College comprising the kindergarten, primary school and secondary school.

**"the Committee"** means the Executive Committee established under Article 7 for the time being having the general management of the Association.

**"Extraordinary General Meeting"** has the meaning assigned to it by Article 8.

**"General Meeting"** means either the Annual General Meeting or the Extraordinary General Meeting under Article 8.

**"Honorary Treasurer"** means the Honorary Treasurer of the Committee for the time being elected under Article 7(3).

**"Honorary Secretary"** means the Honorary Secretary of the Committee for the time being elected under Article 7(3).

**"members"** means the members of the Association as defined by Article 6.

**"President"** means the President of the Committee for the time being elected under Article 7(3).

**"writing"** means any written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

- (2) Unless the content otherwise requires words herein importing the masculine feminine or neuter gender shall include the other or others of them and words herein in the singular shall include the plural and vice versa.

**Article 2 Name**

The name of the Association shall be "St. Stephen's Girls' College Alumnae Association".

**Article 3 Address**

Until otherwise determined by a resolution of the General Meeting, the address of the Association shall be :

S.S.G.C. Alumnae Association,  
c/o St. Stephen's Girls' College,  
No.2, Lyttelton Road,  
Hong Kong.

**Article 4 Objects**

The objects of the Association are -

- (a) To promote fellowship among the members and closer relationship between the College and the Association, by means of social, educational, welfare and recreational activities; and
- (b) To do all such other things as are incidental or conducive to the attainment of any of the above objects.

**Article 5 Calendar Year**

The calendar year of the Association is from the 1st November to the 31st October of the following year inclusive.

**Article 6 Membership**

(1) Kinds of membership

The Association shall consist of the following kinds of members :-

- (a) Life member
- (b) Life Associate member
- (c) Student member

(2) Eligibility

Any person who is within any of the following class or classes shall be eligible to become members :-

- (a) Past students who have studied in the College for not less than one academic year are eligible to become Life members.
  - (b) Subject to Article 4(b), teaching and office staff, past or present, who have worked for the College for more than five years are eligible to become Life Associate members.
  - (c) Students who are presently studying in Form Five, Six or Seven in the College automatically become Student members.
- (3) Entrance fee and subscription

The entrance fee for Life member shall be such sum as the Committee from time to time determine and no annual subscription is payable by a Life member. Life Associate members and Student members are exempt from payment of entrance fee and annual subscription.

(4) (a) Application

Any person eligible to become a Life member (under Article 6(2)) shall fill in an application form which the Committee may from time to time prescribe. Every application for Life membership shall be considered by the Committee which may grant its approval at its sole discretion. Once an application for Life membership is approved the applicant shall upon payment of an appropriate fee under Article 6(3) to the Honorary Treasurer become a Life member of the Association and be entitled to all the benefits and privileges of membership and be bound by these Articles until she shall cease to be a member under Article 6(7).

(b) Registration of Life Associate members

Any person eligible to become a Life Associate member shall, upon invitation by the Committee and acceptance of such invitation, be registered as a Life Associate member and be entitled to all the benefits and privileges of membership (save and except voting right) and be bound by these Articles until she shall cease to be a member under Article 6(7).

(5) Rights of members not transferable

The rights and privileges of a member shall be personal to herself and shall not be transferable by her own act or by operation of law and shall cease upon her death or upon her ceasing to be a member under the provisions of these Articles.

(6) 【repealed by resolutions of the Members passed on July 5, 1994】

(7) Withdrawal of membership

Any member may withdraw from the Association by giving notice in writing to the Honorary Secretary not less than 30 days prior to the proposed withdrawal.

(8) Effect of ceasing to be a member

Any person shall, upon ceasing to be a member of the Association, forfeit all rights to and claims upon the Association and its property and funds.

**Article 7 The Executive Committee**

(1) Establishment of an Executive Committee

The management of the affairs, administration and business of the Association (except as otherwise provided by these Articles) shall be vested in the Executive Committee (hereinafter called "the Committee") which shall consist of 15 Life members.

(2) Election of members of the Committee

- (a) The members of the Committee shall be elected at the Annual General Meeting and subject to Article 7(5). Committee members shall serve for a term of two years.
- (b) A retiring Committee member shall be eligible for re-election provided that the maximum number of years of continuous service on the Committee by any member shall be six. A Committee member who has served on the Committee for six years shall not be eligible for re-election in the seventh year but shall be eligible for election again in the eighth year.

(3) Office-bearers

Until otherwise determined by the General Meeting, the Committee shall be made up as follows :-

- 1 President
- 1 Vice-president
- 2 Honorary Treasurers
- 2 Honorary Secretaries
- 9 Committee members

The President, Vice-president, Honorary Treasurers and Honorary Secretaries shall be elected amongst the members of the Committee.

(4) Tenure of Office-bearers

The President shall serve for 2 years. All the other office-bearers of the Committee shall serve for one year but shall then be eligible for election for other offices in the Committee. An office-bearer may at any time resign from her office by giving not less than 30 days' notice in writing to the President of her intention to resign from her office and shall on expiration of such notice become a Committee member without office. The Committee shall elect amongst themselves an office-bearer to fill the vacancy thereby arising.

(5) Vacation of members of the Committee

The office of a member of the Committee shall be vacated if :-

- (a) she dies
- (b) she resigns her office as Committee member by giving not less than 30 days' notice in writing to the President of her intention to resign from office as Committee member.

(6) Power of the Committee

- (a) The Committee shall be responsible for the efficient management and utilisation of the funds of the Association within the scope and for the purposes of furthering the aims and objects of the Association as defined by these Articles;
- (b) The Committee may from time to time make, repeal and amend all such regulations (not inconsistent with these Articles) as they shall think expedient for the management and well-being of the Association. All regulations made by the Committee under this Article shall be binding upon the members until replaced by the Committee, or set aside by a resolution of a General Meeting of the Association;
- (c) The Committee shall have the power to collect and to receive any gifts, fees, properties or donations and to raise funds for any or any specific programme;
- (d) The Committee may from time to time set up and appoint from among their members such Sub-committee or Sub-committees consisting of such number of persons as they may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine. All Sub-committees shall periodically report their proceedings to the Committee, and shall conduct their business in accordance with the directions of the Committee;

In the event of any member ceasing to be a member of the Committee, she shall also automatically cease to be a member of the Sub-committee and another member of the Committee shall be appointed in her place. The Committee shall have the power to dissolve any Sub-committee at its sole discretion;

- (e) The Committee shall have power to appoint any Life member of the Association to fill any casual or permanent vacancy in the Committee until the next Annual General Meeting or until dismissed by the Committee by reason of any serious misconduct. Any member of the Association so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Committee at such Meeting;
- (f) The Committee shall have such other powers and duties as shall be conferred by these Articles and by the resolutions in the General Meetings.

(7) Meetings of the Committee

- (a) The Committee shall meet at least 3 times in every calendar year for the despatch of business. Meetings of the Committee may be convened on request of the President or by a requisition in writing signed by 2 or more members of the Committee stating the objects for which such meetings are to be convened and forwarded to the Honorary Secretary;
- (b) At least 7 days' notice shall be given for the convening of a meeting of the Committee but any member of the Committee who is absent abroad shall not be entitled to notice of a meeting;
- (c) 5 members of the Committee shall constitute a quorum for a meeting of the Committee. A meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and duties for the time being vested in the Committee;
- (d) The President or in her absence any other member of the Committee shall preside at meetings of the Committee;
- (e) Any business of the Committee or any questions arising at any meeting of the Committee (except that herein otherwise mentioned) shall be transacted or decided by a majority on a show of hands and in case of an equality of votes the President of the meeting (in accordance with Article 7(7) (d)) shall have a second or casting vote;
- (f) The Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing signed by all the members thereof shall be valid and effectual as if it had been passed at a meeting of the Committee;
- (g) All acts done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such 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 member of the Committee.

**Article 8 General Meetings**

(1) Annual General Meetings

The Association shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year.

(2) Extraordinary General Meetings

All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Committee may convene an Extraordinary General Meeting at such time and for such purpose as the Committee may deem necessary and Extraordinary

General Meetings shall also be convened on the requisitions of not less than 15 members of the Association who have the right to vote and have signed requisitions to that effect.

(3) Notice of General Meetings

14 days' notice at the least (exclusive of the day on which the notice is served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the General Meeting shall be given to such members of the Association as are under these Articles, entitled to receive such notice of a meeting from the Honorary Secretary.

(4) Omission of notice shall not invalidate meeting

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member of the Association entitled thereto shall not invalidate the proceedings at any meeting.

(5) Agenda

The General Meetings only consider matters which are set out in the Agenda. The Agenda is set and sent by the Committee to each member of the Association at the same time as the notice convening the General Meeting is despatched. The Agenda shall be approved at the beginning of the Meeting.

(6) Matters to be included

Members of the Association who are desirous of having particular questions inserted in the Agenda to be considered in any General Meeting must communicate in writing the text of such matters to the Honorary Secretary at least 7 days before such meeting.

(7) Quorum

20 Life Members of the Association present in person or by proxy shall constitute a quorum for any General Meeting.

(8) Functions of Annual General Meetings

Annual General Meetings shall be held for the following purposes :

- (a) To receive the annual report from the President;
- (b) To receive the annual statement of accounts from the Honorary Treasurer;
- (c) To appoint a "Honorary Auditor";
- (d) To elect members of the new Committee when the tenure of office of the existing members of the Committee expires;

- (e) To add to, repeal or amend by resolution the constitution of the Association and these Articles PROVIDED THAT no such resolution shall be deemed to have been passed unless it is caused by a majority of at least 3/4 of the members who have the right to vote present or by proxy in the meeting;
- (f) To decide on any resolution which may be duly submitted to the Annual General Meeting under these Articles.

#### Article 9 Proceedings at General Meetings

##### (1) Chairman of General Meetings

At all General Meetings of the Association the President and in her absence a member save and except Student members and Life Associate members selected by the Committee, shall take the chair.

##### (2) Vote

Every Life member present or by proxy shall be entitled to one vote upon every motion. Except for the election of committee members which shall be done on secret ballot, a resolution put to the vote of the meeting shall be decided on a show of hands.

##### (3) Majority

Any resolution of the General Meeting (except as provided by Article 8(8) and Article 11(1)) shall be carried if it has been passed by a majority of votes.

##### (4) Casting vote

In the case of an equality of votes, the chairman of the Meeting at which the show of hands takes place shall not be entitled to a second or casting vote.

##### (5) No member shall be entitled to vote at any General Meeting unless all subscriptions presently payable by her have been paid.

##### (6) Adjournment if no requisite quorum

If within an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to another time within 14 days therefrom. If at the adjourned meeting a quorum is not present all members who are entitled to vote present in person or by proxy thereat shall be a quorum.

##### (7) Adjournment

The Chairman of any General Meeting may with the consent of the meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time.



#### Article 10 The Accounts

(1) Accounts

The Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Association.

(2) Keeping of Accounts

The books of account shall be kept by the Honorary Treasurer at the address of the Association or such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.

(3) Presentation of Accounts

The Committee shall cause to be prepared and to be laid before the Association in Annual General Meeting an audited account of income and expenditure and a balance sheet.

#### Article 11 Winding up

(1) Resolution to dissolve

An Extraordinary General Meeting shall be convened for the purpose of passing a resolution to wind up and dissolve the Association. Resolution for the dissolution of the Association must be carried by a majority of 70% of the members of the Association who are present or by proxy and entitled to vote at such meeting.

(2) Winding up

The Committee shall thereupon, or at such future date as shall be specified in such resolution, proceed to realise the property of the Association and to discharge all liabilities of the Association.

(3) Distribution

After the discharge of the liabilities of the Association, the Committee shall have the power at its sole discretion to donate all or any such part of the funds left to the College or an approved charity and in default of such exercise the same shall be divided rateably in proportion to the amount each member save and except Life Associate member and Student member for the time being has paid in entrance fee or subscriptions among all the members save and except Life Associate members and Student members for the time being.

(4) Contribution

If the assets of the Association is not sufficient to cover any debts and liabilities, the Committee shall have the power to request voluntary contribution from the members or among themselves.

(5) Dissolution

Upon the completion of the matters aforesaid, the Association shall be dissolved.

009-94/wl