Past Students Association of Good Hope School

MINUTES FOR EXTRAORDINARY GENERAL MEETING

Date: 15th November 2012 (Thursday)

Venue: Caritas Community & Higher Education Service, 14/F, On Lok Yuen Building,

25-27A Des Voeux Road Central, Hong Kong

Time: 8:00pm - 8:45pm

Present: 38 members (see attachment Attendance List for details)

Proxies Carried: 20 (see attachment Attendance List for details)

In attendance: Mr Paul Chow (Principal of Good Hope School Secondary)

Mr Dominic Lee (Vice Principal of Good Hope School Secondary) Ms Brenda Mau (Vice Principal of Good Hope School Secondary)

Chairperson: June Teng

Quorum: At 7:30 pm, June announced that the required quorum of 10% of the total number of

Life Members was not present. The meeting was therefore adjourned for 15 minutes. At 7:45pm, the required quorum was still not present, the meeting was automatically adjourned for another 15 minutes. At 8:00pm, June declared that since by then 25 Life Members could constitute quorum and since there were 38 members present, a

quorum was present and the meeting commenced.

- 1. June recapped the reasons for the proposals to restructure Past Students Association of Good Hope School as a limited company to be called Good Hope School Past Students Association Limited ("GHSPSA Limited") and to form a new charitable arm with tax exempt status to be called Good Hope School Past Students Association Foundation Limited ("GHSPSA Foundation") and explained a few issues in connection with the restructure:
 - 1.1 The limited company structure would provide members the protection of limited liability and subject ourselves to more stringent governance requirements under the Companies Ordinance, including the provision of annual audited accounts, giving our members and other stakeholders better accountability. Many past students associations had since late '90s adopted this form of governance of higher standards.
 - 1.2 GHSPSA Foundation's mission would be to put in action the core values of our Good Hope education, Love, Hope, Joy and Thanksgiving, through supporting the charitable works of our mother school, the Missionary Sisters of Immaculate Conception and other worthy causes. This Foundation would apply for tax-exempt status to allow donors tax deductions for donations made to it. Many past student associations had their own charitable companies that allow them to more effectively conduct fund raising.

- 1.3 The group of past students who took the initiative to do fundraising for MIC sisters in 2009, known as Friends of MIC Sisters, would no longer independently exist after the formation of GHSPSA Limited but would merge into it.
- 1.4 In order that GHSPSA Foundation could apply for tax-exempt status, it must serve "exclusively" charitable purposes. The objectives of GHSPSA Limited could not qualify as "charitable". We would not be able to obtain the charity status if we combine the objectives GHSPSA Limited and GHSPSA Foundation into one company. Having two separate companies would also give the added benefit of two clear sets of accounts so that money raised from charitable purposes would not be seen as subsidizing the social activities of GHSPSA Limited.
- 1.5 GHSPSA Foundation would be governed by a Board of Directors of 8 persons. Five of them would be PSA representatives. The other three persons shall be one nominated by MIC Sisters, one nominated by the secondary section of Good Hope School and one nominated by the primary section of Good Hope School. This structure had been proposed in order to have some checks and balances.
- 1.6 GHSPSA Foundation would have no members other than its directors. (Directors are also labelled as members because under the Companies Ordinance, certain matters of the company could only be handled by members in general meetings.)
- 1.7 In keeping with the best practices of fund-raising activities, the objectives of each fund raising activity would be spelled out clearly and the Board of Directors of GHSPSA Foundation could not deviate from the purposes so spelled out.
- 1.8 GHSPSA Foundation would be required under its constitution to provide its annual audited accounts to GHSPSA Ltd and they would be tabled at the AGM of GHSPSA Limited. GHSPSA Foundation would also be required to consult GHSPSA Limited on application of its funds.
- 1.9 It was intended that GHSPSA Limited would be the initiator of activities and GHSPSA Foundation's role would be more a custodian of the funds raised. GHSPSA Limited would promote events of GHSPSA Foundation to the members of GHSPSA Limited.
- 2. June explained that the restructure proposal tabled at the meeting was the result of 5 months work and 5 exco meetings, and that the proposal had gone through one month consultation. June reported that only positive and encouraging comments had been received. June therefore invited the members present to consider and if thought fit, to pass the resolutions set out in our notice of meeting. Each of the following resolutions were considered in turn:

To form an incorporated body to be named Good Hope School Past Students Association Limited ("GHSPSA Limited") to inherit all the functions, membership, assets and liabilities of the Association

June explained that members of current GHSPSA would automatically become members of new GHSPSA Ltd.

June noted name change from Past Students Association of Good Hope School to the shorter version of Good Hope School Past Students Association Limited and that liability of each member would be limited to HK\$10.00

Proposer: Margaret Lau Seconder: Pauline Ng

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

To adopt as the constitution of GHSPSA Limited the regulations contained in the document marked "Document A", submitted to all members and tabled at the meeting, with such amendments as may be required by the Companies Registry and as June Teng, Chairperson of the Association, may in her sole discretion decide to accept

June explained that the draft constitution was based on the current constitution and changes were largely to add those provisions required of a limited company and to add those provisions requiring no distribution to members, no salary for officers, etc like those required of charitable companies.

June drew members attention to other changes from current constitution which included:

- 1. Objectives expanded to include the following:
 - o to support the MIC Sisters in their charitable works and ministries;
 - o to support the Good Hope School Past Student Association Foundation Limited in its charitable works;
 - o to promote the Christian values of Love, Hope, Joy and Thanksgiving, which are the core values of the teaching of Good Hope School.
 - o To promote education, learning, art, science, technology and research for the benefit of past students, current students, teaching and administrative staff of Good Hope School.
- 2. Two new office bearers from within exco 2 Foundation Coordinators, together with the Chair of GHSPSA Limited, would be directors of GHSPSA Foundation.
- 3. GHSPSA Limited could every two years at AGM elect two other life members (can be exco/non-exco) to be the nominee directors to GHSPSA Foundation.
- 4. Annual Accounts of GHSPSA Foundation would also be tabled to members of GHSPSA Limited at AGM.

June explained that Companies Registry rarely provide comments. Their principal obligation would be to vet the constitution to ensure it does not contravene the relevant laws. If any amendments were proposed, they would only be for improvement of the constitution and for better protection of members.

Proposer: Rosanna Ho Seconder: Sally Sun

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

3 -as special resolution

To dissolve the Association following the formation of GHSPSA Limited

June explained that this needed to be passed as Special Resolution (at least 75% of members present and voting including proxies) as required under our current constitution and dissolution would be effected by way of notice to Registrar of Societies (i.e. police headquarters in Wanchai) and closing bank accounts.

Proposer: Clara Chong Seconder: Lorraine Cheng

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

4 To appoint auditors to prepare a final audit of the books and accounts of the Association before dissolution of the Association

June explained that the audit would be for the period from 28 Dec 2011 - the date of cash handover from previous exco (last AGM was 24th Nov 2011) up to immediately prior to dissolution and that while as a society, we were not required by law to do audited accounts, we recommended it for good order's sake. It was recommended that Morris Mok & Co be appointed as auditor at a fee of HK\$2,000.

Proposer: Kelly Wong Seconder: Winnie Ho

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

5- as special resolution

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To transfer all funds and cash balances held by the Association to GHSPSA Limited before dissolution of the Association, notwithstanding Article 27 of the Articles of Association of the Association which requires all such funds and cash balances to be donated to Good Hope School

June explained that the current constitution was drafted without anticipation that GHSPSA could be dissolved with a successor being formed and had therefore provided that any remaining cash balance or other assets of GHSPSA to be given to Good Hope School on dissolution. In this case where GHSPSA Limited would be formed specifically to take over everything from GHSPSA, it would only be logical that the cash balance be given to GHSPSA Limited.

June explained that this resolution needed to be passed as a special resolution (at least 75% of members present and voting including proxies) because this proposal was contrary to the strict wording of the current constitution.

Proposer: Eva Lau Seconder: Clara Chong

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

The current 16 members of the Executive Committee of the Association be the first directors of GHSPSA Limited until the first Annual General Meeting of GHSPSA Limited

June explained that this is in line with the concept of Executive Committee's two-year term from last AGM.

Proposer: Margaret Lau Seconder: Kelly Wong

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

To form an incorporated body to be named Good Hope School Past Students Association Foundation Limited ("GHSPSA Foundation") to engage in charitable activities and to apply to the Inland Revenue Department for tax exemption under S. 88 of the Inland Revenue Ordinance

June explained that once GHSPSA Foundation's application to Inland Revenue Department for tax exempt status is granted, donations to GHSPSA Foundation would qualify as approved charitable donations under the Inland Revenue Ordinance and GHSPSA Foundation would issue receipts for donations of more than \$100 and subject to other conditions a tax payer would be required to fulfil, she would be entitled to deductions against salaries tax, personal assessment or profits tax under the Inland Revenue Ordinance.

Proposer: Clara Chong Seconder: Eva Lau

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

To adopt as the constitution of GHSPSA Foundation the regulations contained in the document marked "Document B", submitted to all members and tabled at the meeting, with such amendments as may be required by the Inland Revenue Department and Companies Registry, and as June Teng, Chairperson of the Association, may in her sole discretion decide to accept

June explained that while our focus would be to support our mother school and the MIC sisters, the objectives of GHSPSA Foundation had been drafted wide to embrace other objectives common to charitable organization, e.g. relief of poverty, promotion of education, relief for victims of natural disasters, etc.

June further explained that IRD's amendments would be mostly in the nature of confining activities to charitable ones only, no distribution of assets to members/directors, directors not promoting self interest, etc

Proposer: Rosanna Ho Seconder: Polly Lam

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

June Teng, Navens Tse, Sandra Li, Pauline Ng and Kelly Wong be the first directors of GHSPSA Foundation

June explained that the draft constitution already provided that they would only hold positions until first AGM so that their re-election would take place together with the election of the new executive committee of GHSPSA Limited.

June introduced Navens Tse as the founder and first Chair of GHSPSA and mentioned that June Teng, as chair of GHSPSA Ltd, would also be chair of GHSPSA Foundation. Pauline Ng and Kelly Wong were introduced as the intended Foundation Coordinators from GHSPSA Limited. Sandra Lee was introduced as the ex Permanent Secretary of Food and Health.

June explained that the 3 other directors, one nominated by MIC sisters, one nominated by GHS Primary, one nominated by GHS Secondary would come on board after GHSPSA Foundation is formed.

Sr. Pauline explained that Good Hope School Primary section and Kindergarten had formed themselves as a separate entity with the name Good Hope Primary School cum Kindergarten.

Proposer: Margaret Lau Seconder: Clara Chong

Vote Count: For -58, Against -0

June declared the resolution passed with unanimous vote.

- 3. Karina Lam asked if the proposed board structure for GHSPSA Foundation were laid out in its constitution. June answered that they were and Eva Lau showed Karina Lam the relevant sections in Document B.
- 4. Sr Pauline thanked GHSPSA for their work and announced that there would be a fun fair at Good Hope School on 22nd December 2012 for the purpose of fundraising for Good Hope School Primary and invited past students to attend.
- 5. Paul Chow expressed his thanks to GHSPSA becoming more active in helping out currents students with their career talk and mentorship program. Paul Chow said past students would always be welcomed to visit Good Hope School and participate in school heritage plan.
- 6. There being no other business, the meeting ended at 8:45pm.

June Teng

Chairperson of Meeting