

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION OF  
ST. PATRICK'S SOCIETY OF HONG KONG  
LIMITED.**

**Incorporated the 17th day of September 1991.  
HONG KONG.**

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(COPY)

CERTIFICATE OF INCORPORATION

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**I HEREBY CERTIFY** that

**ST. PATRICK'S SOCIETY OF HONG KONG  
LIMITED**

is this day incorporated in Hong Kong under the  
Companies Ordinance, and that this company is limited.

GIVEN under my hand this Seventeenth day of September  
One Thousand Nine Hundred and Ninety-one.

**(Sd.) Mrs.V.Yam**  
p. Registrar General  
(Registrar of Companies)  
Hong Kong

THE COMPANIES ORDINANCE  
Company Limited by Guarantee  
and Not Having a Share Capital

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MEMORANDUM OF ASSOCIATION  
OF  
**ST. PATRICK'S SOCIETY OF HONG KONG  
LIMITED**

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1. The name of the company is St. Patrick's Society of Hong Kong Limited (hereinafter referred to as the "Society").
2. The registered office of the Society will be situated in Hong Kong.
3. The objects for which the Society is established are:-
  - (i) To take over the whole of the assets belonging to and to undertake all the liabilities of St. Patrick's Society of Hong Kong, an unincorporated association registered with the Registrar of Societies in accordance with the Societies Ordinance.
  - (ii) To promote, foster, improve and advance the interests of members and, for such purposes, to provide assistance, financial or otherwise, in the celebration of the anniversary of St. Patrick and the other festival days of Ireland.
  - (iii) To hold or arrange meetings and events of a social nature or as otherwise determined by the Society.
  - (iv) To cause to be written and printed or otherwise reproduced and circulated periodicals, magazines, books, leaflets, or other documents or films or recorded tapes.

(v) To subscribe to, become a member of, and co-operate with any association, whether incorporated or not, whose objects are altogether or in part similar to those of the Society.

(vi) To enter into any arrangements with any government or authority' local or otherwise, that may seem conducive to the Society's objects or any of them.

(vii) To invest and deal with the money of the Society not immediately required in such manner as may from time to time be determined.

(viii) To receive money on deposit or loan and borrow or raise money in such manner and for such purpose as the Society shall think fit and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Society (both present and future).

(ix) To purchase, take on lease or in exchange, hire or otherwise acquire and to hold for any estate or interest, or sell or otherwise dispose of, any land or other property, real or personal, licences, rights or privileges for any purpose.

(x) To support, and to subscribe to any charitable or public body and any institution, society or club; to give gratuities or charitable aid or to lend money to any person whether or not he has served or is or has been a member of the Society, or to the spouses, widows, widowers and children or other relatives of such persons; to make payments towards insurance; and to form and contribute to the provident and benefit funds of any person employed by the Society.

(xi) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading. Warrants, debentures and negotiable or transferable instruments.

(xii) To sell or dispose of the undertaking of the Society or any part thereof for such consideration as the Society may think fit to accept.

(xiii) To pay for all or any part of the property, rights or interest of any kind purchased or acquired by the Society or for any services rendered to the Society in any such manner whatsoever.

(xiv) To obtain all orders, powers and authorities necessary for enabling the Society to carry any of its objects into effect, or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Societies interests.

4. The liability of the members is Limited.

5. The income and property of the Society howsoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association; 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 the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society.

6. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society 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, but not exceeding \$100.

We the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into Company in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

**(Sd.) Patrick Hurley**

**Patrick Hurley**

26th Floor, Exchange Square, Tower 2,  
8 Connaught Place, Hong Kong.

Banker

**(Sd.) Patrick McMahon**

**Patrick McMahon**

16th Floor, Exchange Square, Tower 3,  
8 Connaught Place, Hong Kong.

Accountant

**(Sd.) Robert Farrell**

**Robert Farrell**

15th Floor,  
Hutchinson House,  
10 Harcourt Road,  
Hong Kong.

Accountant

Dated the 3rd day of Sept, 1991.

WITNESS to the above signatures:-

**(Sd.) Patrick J. Sheehan**

**Patrick J. Sheehan,**

502 China Building,  
29 Queen's Road Central,  
Hong Kong  
Solicitor

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION  
OF  
**ST. PATRICK'S SOCIETY OF HONG KONG LIMITED**

**Definitions**

1. In these Articles, unless the context otherwise requires:-

"General Committee" means those individuals appointed or elected to the General Committee of the Society in accordance with its Articles of Association.

"Hon Treasurer" and "Hon Secretary" shall mean the persons for the time being performing the duties of their respective offices and the "Hon Secretary" shall constitute the office of Secretary of the Society under Section 154 and other relevant sections of the Ordinance.

"Officers" means the members of the General Committee.

"Ordinance" means the Companies Ordinance, Chapter 32.

"President" means the person appointed for the time being to hold that office in the Society.

"Seal" means the Common Seal of the Society.

"Society" means the company incorporated in Hong Kong under the name "St. Patrick's Society of Hong Kong Limited".

### **Interpretation**

2.1 Words and phrases used in these Articles shall be construed be reference to the Ordinance.

2.2 The principles of interpretation set out in the Interpretation and General Clauses Ordinance Chapter 1, shall apply to these Articles.

2.3 Table C of the Ordinance shall not apply to the society.

### **Membership**

3.1 The Society, for the purpose of section 10 of the ordinance. is declared to consist of an unlimited number of members.

3.2 The members shall consist of the following classes of members:

- (a) Honorary Life Members
- (b) Life Members
- (c) Ordinary Members
- (d) Associate Members

3.3 Honorary Life Members shall be those persons elected on the recommendation of the General Committee by the Society in General Meeting in the recognition of their outstanding service to the Society or to the Irish community in Hong Kong.

### **Life Ordinary and Associate Members**

3-4 All prospective Life, ordinary and Associate members shall complete an application form, which shall be forwarded to the Hon Treasurer or Hon secretary at the Society's address, together with an entrance fee and subscription fee for the current year (refundable in the event of an unsuccessful application), such fees to be advised by the General Committee. All such applications so received shall be submitted to the General Committee which shall determine in its absolute discretion the membership of a prospective member.



3.5 All applicants for Life, Ordinary and Associate membership must be proposed and seconded by two Life or ordinary members or a combination of one Life and one Ordinary Member.

3.6 All applicants for Life or ordinary membership shall have an Irish origin or a connection with Ireland and be either residing or have presence in Hong Kong at the time of their application.

3.7 All applicants for Associate membership shall be those individuals who have demonstrated their interest in and assistance with any of the objects, as stated in the Memorandum of Association, of the Society, and shall be residing or have a presence in Hong Kong at the time of their application.

3.8 (a) The General Committee may on due cause of whatever nature being shown, including cessation of eligibility for membership, suspend any member from membership for such period as it shall think fit or; terminate his membership.

(b) No motion for the suspension or termination of a member's membership shall be considered except at a General committee meeting. Such a motion shall not be deemed carried except by a three-quarters majority vote of the officers holding office on the day that the motion is considered.

(c) A member shall be given not less than 14 day's notice of the meeting at which suspension or termination of his membership is to be considered and of the grounds on which suspension or termination of his membership is sought and such member shall be entitled to submit representations to that meeting either orally or in writing.

### **Membership Fees**

4.1 Subscription Fees for ordinary and Associate membership are payable annually, the first payment of such fees being due at the time that application, is made for such membership of the Society. An entrance fee shall, in addition, be payable at the time of such application provided that if a prospective member was a member of the St. Patrick's Society of Hong Kong immediately prior to its

dissolution an entrance fee in respect of membership of the Society, shall be deemed to have been paid.

4.2 Subscription fees for Life Membership are payable once at the time that application is made for such membership of the Society provided that if a person was a Life member of the St. Patrick's Society of Hong Kong immediately prior to its dissolution such person shall be deemed to be acceptable to the Society as a Life member of the Society and the subscription fee shall be deemed to have been paid.

4.3 The General Committee shall determine from time to time the entrance fees and subscription fees payable by the members and the date upon which such fees shall be payable.

4.4 Where a member has failed to pay his entrance or subscription fees within a period of 30 days of them becoming due and he has during that period been notified by the General Committee that such fees are in arrears he shall automatically cease to be a member of the Society.

### **General Meetings**

5. The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Society and that of the next provided that so long as the Society holds its first annual general meeting within 18 months of its incorporation. The annual general meeting shall be held at such time and place as the General Committee shall appoint.

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The General Committee may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance.

### **Notice of General Meetings**

8. 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 Society 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 deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Society in general meeting, to such persons as are, under the articles of the Society, entitled to receive such notices from the Society.

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

- (a) in the case of a meeting called as the first annual general meeting' by the subscribers to the memorandum and articles of association.
- (b) in the case of all other meetings called as annual general meetings by 10 members entitled to attend and to vote thereat: an
- (c) in the case of any other meeting, by 25 of the members having the right to attend and vote at the meeting.

9. The accidental omission to give notice of a meeting, or the non receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Proceedings at General Meetings**

10. The following business shall be transacted at every annual general meeting:-

- (a) Consideration of (i) the accounts and balance sheets of the Society; (ii) reports of the Officers and of the auditors;
- (b) the election of Officers;
- (c) the appointment of, and the fixing of the remuneration of the auditors.

Any business other than that set out at (a) to (c) above transacted at annual general meeting and all business transacted at an extraordinary general meeting shall be deemed to be special business.

11. No business shall be transacted at any general meeting unless the quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting: save as herein otherwise provided, 20 members present in person shall be a quorum

12. The President of the Society shall preside as chairman at every general meeting or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, the Officers present shall choose another Officer as chairman. If no Officer is so available, the members present shall choose one of their number to be chairman of the meeting.

13. The chairman may, with the consent of any 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 meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Saving 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.

14. At any general meeting every 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; or (b) by at least 10 members present in person or by proxy.

The poll shall be conducted in such manner as the chairman directs.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or lost shall be conclusive evidence of the fact and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

The demand for a poll may be withdrawn.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the 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.

### **Votes of Members**

16. Every member shall have one vote.

17. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Society in his capacity as a member and which have been outstanding for more than one month after they fell due for payment, have been paid.

18. On a poll, votes may be cast either personally or by proxy.

19. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Society.

20. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the

meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

21. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:

"I (Name), of (address) being a member of the above named Society, hereby appoint (name) of (address) or failing him (name) of (address) as my proxy to vote for me on my behalf at the (annual or extraordinary as the case may be) general meeting of the Society to be held on the (date) day of (year), and at any adjournment thereof:

Signed this (Date)."

22. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing the proxy shall be in the following form or as near thereto as circumstances admit:-

"I (name) being a member of the above named Society, hereby appoint (name) of (address) or failing him (name) of (address) to vote for me on my behalf at the (annual or as the case may be) general meeting of the Society to be held on the day of 20(year), and at any adjournment thereof.

Signed this day of 20(year).

This form is to be used\* in favour of / against the resolution.  
Unless otherwise instructed, the proxy will vote as he thinks fit.  
\*Strike out whichever is not desired."

23. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

24. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as

aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

25. No member shall be prevented from voting by reason of his being personally interested in the result of the voting.

### **General Committee**

26. The number of Officers and the names of the first Officers shall be determined in writing by the subscribers of the memorandum of association or a majority of them.

27.1. The first Officers shall form the General Committee and shall elect from among themselves a President, Honorary Secretary and Honorary Treasurer.

27.2 The first Officers as aforesaid shall hold office until the election of incoming Officers at the first annual general meeting to be held after the date of incorporation of the Society where they shall be eligible for re-election.

28.1 Subject to Clauses 26 and 27, the Officers shall be elected at the annual general meeting. No person shall be elected to more than one office at any one time.

28.2 Each Officer shall serve as an Officer of the Society and thus as a member of the General Committee for a maximum term of two years: there upon he shall be deemed to have resigned and may, if he so wishes, offer himself for re-election as an Officer. For the purposes of this clause a year shall be defined as the period of time between an annual general meeting and the annual general meeting following immediately thereafter.

29. Each Officer shall remain an Officer of the Society until the date upon which he resigns or is deemed to have resigned his position or until the date upon which he is removed from office in accordance with these articles.

30. (i) Any casual vacancy arising among the Officers may be filled by the General Committee but any person so chosen shall retain his office only until the next following annual general

meeting of the Society and shall then be eligible for election by the Society.

(ii) Any person who has filled a casual vacancy shall not for the purposes of Clause 28 be deemed to be an Officer of the Society.

31. The Society in general meeting may from time to time increase or reduce the number of Officers.

32. Within one month of their election at an annual general meeting the members of the General Committee shall meet and elect from their number two vice presidents.

33. No person shall be eligible for election to the General Committee at any general meeting unless he or some other member intending to propose him has, at least fourteen clear days before such meeting, left at the office of the Society a notice in writing under his hand signifying his candidature for the office or the intention of such member to propose him.

#### **Powers of the General Committee**

34. The management of the Society shall be vested in the General Committee which, save as provided otherwise by law, may exercise all such powers and do all such things as may be exercised or done by the Society.

#### **Proceedings of the General Committee**

35. The General Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business but until otherwise determined, 5 Officers shall be a quorum.

36. An Officer may at any time or some other person appointed by the General Committee shall, upon the request of an Officer, convene a meeting of the General Committee.

37. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.



38. The President of the Society shall be the chairman of the meetings of the General Committee but if at any meeting the President is not present at the time appointed for holding the meeting the Officers present shall choose one of their number to be chairman of such meeting.

39. It shall not be necessary to give notice of a meeting of the General Committee to an Officer who is not at such time in Hong Kong.

40. A meeting of the General Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion for the time being vested in or exercisable by the General Committee generally.

41. The General Committee may delegate any of its powers to any sub-committee comprising such members of the Society as the General Committee thinks fit. Any sub-committee so formed shall in exercising its power conform to any instructions, which may from time to time be given to it by the General Committee.

42. The meetings and proceedings of any sub-committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the General Committee, in so far as such provisions are applicable and are not superseded by the instructions of the General Committee.

43. A resolution in writing, signed by all the Officers for the time being entitled to receive notice of a meeting of the Officer, shall be as valid and effectual as if it had been passed at a meeting of the Officers duly convened and held.

44. Any Officer who is in any way, directly or indirectly, interested in a contract or proposed contract with the Society shall declare the nature of his interest by letter to the President as soon as is reasonably practicable.

### **Minutes**

45. The General Committee shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of Officers.

- (b) of the name of the Officers present at each meeting of the General Committee and any sub-committee thereof;
- (c) of all resolutions, proceedings and instructions of the General Committee, any sub-committee thereof and of the Society;

and every Officer present at any meeting of the General Committee or sub- committee thereof or of the Society shall sign his name in a book to be kept for that purpose.

### **The Seal**

46. The General Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the Officers or of a committee of the Officers authorised by the Officers in that behalf, and every instrument to which the Seal shall be affixed shall be signed by any two Officers or by some other person appointed by the Officers for the purpose.

### **Accounts**

47. The General Committee shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Society; and
- (c) the assets and liabilities of the Society.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

48. The books of account shall be kept at the registered office of the Society or, subject to section 12(3) of the Ordinance, at such other place or places as the General Committee thinks fit, and shall always be open to the inspection of the Officers.

49. The General Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts of the Society or any of them shall be open to the inspection of members not being Officers, and no member (not being an Officer) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the General Committee or by the Society in general meeting.

50. The officers shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, or income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections and so far as came are applicable.

51. Notice of every general meeting shall be given in any manner herein before authorised to:-

- (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Society an address within Hong Kong for the giving of notices to them; and
- (b) the auditors for the time being of the Society

No other person shall be entitled to receive notices of general meetings.

### **Audit**

52. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

### **Notices**

53. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Society for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by

properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

### **Indemnity**

54. Every Officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in relation to the Society 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 any application under section 358 of the Ordinance in which relief is granted to him by the court.

Names, Addresses and Descriptions of Subscribers

**(Sd.) Patrick Hurley**

**Patrick Hurley**

26th Floor, Exchange Square, Tower 2,  
8 Connaught Place, Hong Kong.

Banker

**(Sd.) Patrick McMahon**

**Patrick McMahon**

16th Floor, Exchange Square, Tower 3,  
8 Connaught Place, Hong Kong.

Accountant

**(Sd.) Robert Farrell**

**Robert Farrell**

15th Floor,  
Hutchinson House,  
10 Harcourt Road,  
Hong Kong.

Accountant

Dated the 3rd day of Sept, 1991.

WITNESS to the above signatures:-

**(Sd.) Patrick J. Sheehan**

**Patrick J. Sheehan,**

502 China Building,  
29 Queen's Road Central,  
Hong Kong  
Solicitor