

**Proposed Amendment to the
Articles of Association of
the Ying Wa Girls' School Alumnae Association Limited
to Extend the Service Period of Office Bearers of the Council**

Introduction

1. Office bearers of the Ying Wa Girls' School Alumnae Association Limited ("AA"), plays an important role in steering the operation of the Association. According to the Article 21(b)(i) of the Articles of Association which came into effect on 1 March 2006, which stated that unless under special circumstances, it is deemed necessary and sanctioned by the General Meeting, no person may serve as an office bearer of the Council, namely, the President, Vice-President, Honorary Secretary and Honorary Treasurer (even in different post) for more than two terms in his/her lifetime. With the experience of operation for over a decade, it is now proposed that for the enhancement of long-term planning of AA, the term of office of office bearer to be extended to a maximum of THREE terms instead of two.

Background & Justifications

2. According to Article 21(a) of the Articles of Association (the Articles) of the Ying Wa Girls' School Alumnae Association Limited (the Association), the governing body of the Association shall be vested in the Council which consists of the President, Vice-President, two Honorary Secretaries, Honorary Treasurer and twelve members.
3. Article 21(b)(i) of the Articles states that unless under special circumstances, it is deemed necessary and sanctioned by the General Meeting, no person may serve as an office bearer of the Council, namely, the President, Vice-President, Honorary Secretary and Honorary Treasurer (even in different post) for more than two terms in his/her lifetime. Each AA Council term lasts 2 years (exactness depends on the date of the AGM). At the same time, Article 21(b)(ii) allows other council members to serve at most 3 consecutive terms.
4. The original purpose of setting up such rule in 2006 is to ensure a healthy turnover of members for the key posts in the Council. Throughout the past decade, experience reveals that the maximum serving period for office bears for only two terms does not favour the Council in the smooth transition in the change of office bearers, team building, planning and implementation of programmes, provision of support to Ying Wa, collaboration with different stakeholders, succession arrangement as well as long-term planning.

The Proposals

5. To overcome the drawbacks of short serving period of the office bearers, while balancing the need for healthy turnover of office holders, it is suggested adopting "Six-year Rule" by replacing the word "two" with "three" in Article 21(b)(i) so that it will read:
"no person may serve as an office bearer of the Council, namely, the President, Vice President, Honorary Secretary and Honorary Treasurer (even in different post) for more than ~~two~~ three terms in his/her life time; and"
6. It is also proposed that the above amendment will take immediate effect upon its adoption.
7. The proposals given in paragraphs 5&6 above were raised during the 4th Meeting of 2017-2019 AA Council (dated 19 January 2018) and supported unanimously by Council members and office bearers. The AA Council has decided to put forward the proposal to the coming General Meeting to be held on 24 March 2018 for adoption by consensus or a majority vote.
8. Alumnae attending the General Meeting of 24 March 2018 are invited to consider adopting this Council proposal and inform the Council the decision during the General Meeting.
9. Following the amendment to the articles, specified forms and documents, including a notice of alteration and a certified copy of the articles as altered, shall be delivered to the Companies Registry within 15 days after the alteration takes effect.

**YWGSAA Council
30 January, 2018**