



# Ying Wa Girls' School Alumnae Association Limited

76 Robinson Road, Hong Kong.

Email: alumnae@ywgs.edu.hk Fax: 2858 8669

## **2019 Annual General Meeting** **(Minutes of the 63<sup>th</sup> Council Meeting)**

Date: 29 March 2019 (Friday)  
Time: 6:15 p.m. - 7:00 p.m.  
Venue: 7/F, Hopewell Centre, Wanchai, 183 Queen's Road East,  
Hong Kong  
Attendees: 129 (71 members and 58 proxies)  
President: Miss Chui Wai Shan, Anita  
Secretary: Miss Cheung Siu Ping

### Minutes:

- (1) To confirm the minutes of the last AGM held on 24 March 2018

Proposer of the resolution: Ms Lee Sai Fung, Odetta  
Secunder of the resolution: Ms Lai Yuk Fai, Rosa  
Result: The resolution was passed without objection

- (2) To approve the report of the President of the Council of YWGSAAAL for 2018-2019 (Appendix A)

- 2.1 The President briefed members of the work done in the past year, including outings, Mentorship Programmes, AA newsletter, revamping of the Website, performances of the alumnae choir, YWGSAA Facebook and the giving out of Bibles to S1 students, etc.

Proposer of the resolution: Ms Wang Man Wah  
Secunder of the resolution: Ms Tam Chi Man, Doris  
Result: The resolution was passed without objection

- 2.2 The Vice-Chairman of the AA Charity Trust Fund, Dr Frank Wan, briefed member on activities and projects sponsored by the Charity Trust Fund.  
No question was raised.

- (3) To adopt the accounts of the YWGSAAAL from 1 January 2018 to 31 December 2018 and the related Auditor's Report (Appendix B)



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- 3.1 Ms Lee Sai Fung, Odetta briefed members on the accounts of the association for 2018. No question was raised.
- Proposer of the resolution: Ms Kung Ying Ying  
Secunder of the resolution: Ms Carmen Yuen  
Result: The resolution was passed without objection
- (4) To adopt the accounts of the YWGSAA Charity Trust Fund from 1 January 2018 to 31 December 2018 (Appendix C)
- 4.1 Dr Frank Wan briefed members on the progress of the Fund and student activities subsidised by the Charity Trust Fund. No question was raised.
- Proposer of the resolution: Ms Ching Tak Ying, Kitty  
Secunder of the resolution: Ms Chow Siu Fung  
Result: The resolution was passed without objection
- (5) To approve the appointment of Eric H.L. Chung & Co. Certified Public Accountants as the auditor of the YWGSAAAL from the conclusion of this AGM until the conclusion of the next AGM
- 5.1 The President proposed that Eric H.L. Chung & Co. Certified Public Accountants be re-appointed as our Honorary Treasurer from the conclusion of this AGM to the conclusion of the next AGM. No question was raised.
- Proposer of the resolution: Ms Olivian Wan  
Secunder of the resolution: Ms Carmen Yuen  
Result: The resolution was passed without objection
- (6) To adopt a special resolution that the Articles of Association of the YWGSAAAL, in the form presented to the AGM by the president of the YWGSAAAL, be adopted as the Articles of Association of the YWGSAAAL in substitution for and to the exclusion of the YWGSAAAL's existing Articles of Association. This proposed resolution may only be passed as a special resolution on a show of hands by a majority of at least 75% or the total of the number of YWGSAAAL members who vote on the resolution as duly appointed proxies of members entitled to vote on it. Please refer to the attached "Notice of Special Resolution" for detail (Appendix D)
- 6.1 Before the voting by show of hands, the President briefed members the



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justifications for making such a proposal by the YWGSAAAL Council.

- 6.2 The resolution was passed by a majority of 96% of the total of the number of the members who vote in person on the resolution and the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it (124 out of 129).
- (7) Council member election
- 19 out of the 20 candidates were elected as Council members, they are:
- Ms. Chan Wai Man Carrie
  - Ms. Cheung Siu Ping
  - Ms. Ching Tak Ying
  - Ms. Choy Sai Mui Portia
  - Ms. Chui Wai Shan
  - Ms. Hui Mung Yee
  - Ms. Ip Ka Hei Kelly
  - Mr. Lau Siu Ki Clive
  - Ms. Lee Suet Yee Jessica
  - Ms. Mak Wing Hin Christy
  - Ms. Mak Yin Ping Elke
  - Ms. Moo Shuet Ching Eviza
  - Ms. Pang Fung Lin Florence
  - Ms. Tam Chi Man Doris
  - Ms. Yan Miu Kam Vivian
  - Ms. Chow Siu Fung
  - Ms. Ho Chung Sang
  - Ms. Li Chun Yan Selina
  - Ms. Man Sze Wan

(8) Any Other Business

There was no A.O.B.

Signature

Signature

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Chui Wai Shan, Anita

President

Date:

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Cheung Siu Ping

Hon. Secretary

Date:



Appendix A

# President's Report

**Ying Wa Girls' School Alumnae Association Limited**

Tel.: 2546 3151

Address: 101 Castle Peak Road,

Website: <http://www.ywgsaa.org.hk/eng/global/home.php>

Fax: 2858 8669

Sham Shui Po, Kowloon.

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## **Council Meetings (2018~2019)**

Three Alumnae Association (AA) Council meetings were conducted since the last AGM held on 24 March 2018. We are honoured to have the incumbent School Principal, Mr. Francis KWAN, and five respectful alumnae, namely, Dr. Alison LAM, Mrs. Katherine CHAU, Ms. CHAN Kwok Ying, Ms. KWAN Yeuk Laan, Ms. Winnie YAU and Mrs. Ruth LEE, serving as our Honorary Advisers. School students were also invited to join our council meetings as alumnae assistants.



Council meeting held on 18 May 2018 in Sham Shui Po Decanting Campus

## Interaction with YWGS

### 1. Attending the Topping Out Ceremony



Except the LORD build the house, they labour in vain that build it: except the LORD keep the city, the watchman waketh but in vain (Psalm 127:1). Since the Campus Farewell Day held on 14 July 2012, six years had lapsed for the demolition and redevelopment of the school campus. The AA Council felt very excited and deeply honoured to be invited by the school to the Topping Out Ceremony held on 24 March 2018. Distinguished guests including representatives from the Education Bureau, School Council, School

Redevelopment Committee, parents and alumnae joined the principal, teachers and students in witnessing a milestone in the history of Ying Wa Girls' School. Professor CHIU Lai-har Rebecca, Chairlady of the School Redevelopment Steering Committee, spoke about the grace of God steering them through many an unforeseen challenge.



### 2. Wooden Furniture Conservation Project

The Wooden Furniture Conservation Project was an activity dedicated to the restoration for reuse of YWGS's wooden furniture which were of high historical and school sentimental values. On 28 and





29 July 2018, teachers, students, alumnae, parents and friends of Ying Wa took part in a two-day furniture restoration workshop led by Miss WONG Wai King. Everyone spared no effort in a determined manner in refurnishing antique desk-chair sets so that future Ying Wa generations may still enjoy using them.



### 3. Farewell Shamshuipo

Since the Spring Bazaar in 2016, Ying Wa once again opened its door to the public on 14 July 2018. This time the school was bidding farewell to the community of Sham Shui Po, at her Sixth and final year of stay at this decanting campus.



AA took part in the event in setting up a souvenir sales booth. There were other interesting counters run by the PTA, students and teachers. The memorable day also filled in with variety show performed by students, teachers, neighbouring schools and individuals from the local community.





#### 4. Bible Giving

At the beginning of the school year, the AA sent each S1 student a Bible as a welcoming gift. The names of the



students were hand-written by council members to

add a personal touch.



#### 5. S6 Orientation

The S6 orientation was satisfactorily carried out on the Speech Day on 10 July 2018. Together with three Council Members, the President introduced the AA to the fresh graduates. Cupcakes were sent as gifts to the graduating classes. A total of 126 new members joined YWGSAAAL which represented a sign-up rate of about 85%.

## Liaison

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### 6. Newsletters



Two issues of Alumnae Newsletter were produced and dispatched to members by post and by email since the last AGM. The cover story of the fall issue (October 2018) featured the Farewell Day held on 14 July, 2018 at the Sham Shui Po decanting campus. The spring issue (February 2019) interviewed alumnae who were newly appointed as Honorary Managers of the Incorporated Management Committee (IMC) of YWGS. About 1 600 hard copies of newsletters were sent out.



Two issues of the Overseas Alumnae Newsletter were also published in the past 12 months to report the current news and activities of overseas alumnae groups. Only e-copies were produced and posted on-line. The cover stories of the 7th Issue (October 2018) and 8<sup>th</sup> Issue (February, 2019) were "Winners of MTR STEM competitions touring Sweden MTR" and "New IMC Honorary Managers" respectively.

Special thanks are due to the devoted newsletter editorial team who worked laboriously on producing

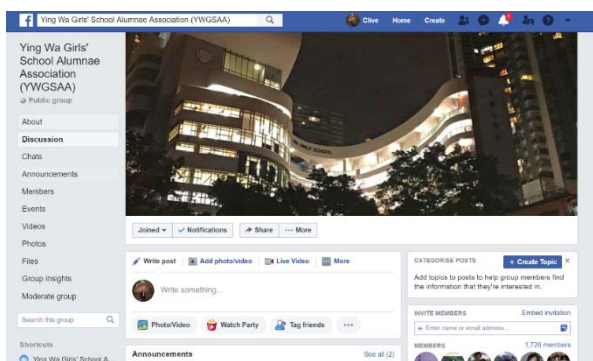
the newsletters which strengthen the ties between alumnae and the school.



## 7. Homepage

The plan to develop an "app" for quick access to AA web pages was dropped because of the high cost of setting up and subsequent maintenance. Gratitude was owed to YWGS's teachers and alumnae who rendered great effort in revamping the old AA website to serve in a mobile-friendly environment. The new AA Homepage was launched on 29 August 2018. Most of original contents were migrated to the new domain. Updating and maintenance is taken up by a new AA Management Team composed of school staff, alumnae and Council members.

## 8. Facebook Group

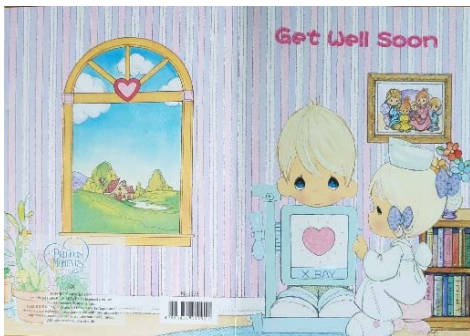


The "Ying Wa Girls' School Alumnae Association" Facebook Group was set up to share the alumnae news and activities. Alumnae, students and parents, teachers, school staff, and honorary members recommended by the AA Council are all welcome to join the Group and share their messages. Since its launch in July 2017, the number

of members had grown to 1 673 towards the end of December 2018.

### 9. Caring Team

The Caring Team aims to provide mutual support and strengthen bonding among alumnae and teaching staff. During the year, the Caring Team had paid a few visits to Rev. LEE Ching Chee after her hospitalization in July 2018 due to minor illness. Get-well messages were sent to our previous teachers, Ms KWAN Yeuk Laan and Mrs. Lindy MOGFORD to wish them a speedy recovery from ill health. The Team also maintained close contact with some overseas alumnae, ex-school teachers and ex-principals.



To express our gratitude to Ying Wa teachers, we have invited a number of ex-teachers to join the AA outing trip in December 2018. We are so pleased to have Mrs Ruth LEE, Mrs FONG LO Sau Chun, Ms Anna



LAM Yee Lai, Mrs HO WONG Pui Yin and Dr YEUNG Kwok Bill joining our excursion to the Hong Kong Geopark on 1 December 2018 and enjoying the joyful moments with some other 100 alumnae.



Sadly, in 2018, two of our Council Members had lost their beloved fathers and a retired teacher had lost her beloved husband. Wreaths were sent to the families to express AA's care and support and the Caring Team had attended the respective funeral services.



The Caring Team also reported on three alumnae who took part in the 2018 Djarkata Asia Game through Facebook. The three Ying Wa sport ladies are Carmen HONG who was the gatekeeper in hockey match, LEE Ka Yi who played squash in Women's team and MA Wing Yu who is a cyclist in the Women's team sprint.

To express our gratitude to serving teachers, friends of the President have made a small donation to treat them congee and Chinese fried churros. Spared funding will be used for second round treatment in due course.



#### 10. Alumnae Database & Membership

The database aims to keep up-to-date information of our alumnae and facilitate communication between the AA and our fellow schoolmates. The database is

regularly updated. As at 28 February 2019, the alumnae database contained 6 303 records of Ordinary Members (3 457) and Associated Members (2 846). Alumnae are encouraged to send emails to [alumnae@ywgs.edu.hk](mailto:alumnae@ywgs.edu.hk) to update their contact details.



## Interest Groups

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### 11. Alumnae Choir



The Ying Wa Girls' School Alumnae Choir usually has biweekly practice on Saturday afternoon. The Choir performed in different school occasions such as the Prayer Day at the Church of Christ in China Hop Yat Church on 19 May 2018, and the Farewell Day on 14 July 2018.



Some coming performance includes singing in the AA Annual Dinner on 29 March 2019 and leading the prayer in the Open Prayer Meeting in our new campus on 13 April 2019.



## 12. Outing Group

A Geo Boat Tour of Sai Kung Islands and Cultural visit to Yim Tin Tsai was organized on 1 December 2018. 93 alumnae and guests attended the event. The weather was gloomy and windy in the morning, yet it turned sunny in the afternoon. On the whole, the event ran smoothly and all participants enjoyed the trip very much.



In the morning, we took a boat to Sai Kung to watch the spectacular hexagonal volcanic columns, diverse morphology of sea caves, sea stacks and sea arches, as well as depositional landforms such as beaches and special geological features such as a tombolo around the region.



The afternoon session was a cultural visit to Yim Tin Tsai. Originally the home of salt farmers, the island's village was abandoned in the '90s when the industry began to decline. Although Yim Tin Tsai's residents have moved away, they have left behind their fish ponds and village houses, most of them still filled with personal belongings. A



short walk around the island gives us a glimpse of the lives of the villagers in the '90s. Standing in the village was the beautiful and Romanesque building of St Joseph's Chapel, a Grade III historic building in Hong Kong.

Activities organized by the outing group are summarized below.

Date	Activity	Target Group	No of Participants
28.1.2018	Tsuen King Circuit > Sham Tseng via Shek Lung Kung (11km)	Outing Group	7
19.2.2018	Shek Pik > Kau Ling Chung > Fan Lau > Yi O > Tai O (15km)	Outing Group	6
17.3.2018	High Junk Peak Country Trail (6.4km) + Seafood Lunch at Po Toi O	All Alumnae	15
5.5.2018	Chuen Long > Kap Lung Ancient Trail > Lui Kung Tin (7.5km) + Visit to Farm Milk Co. Ltd and LKT Ecological Garden	Outing Group	10
1.12.2018	Geo Boat Tour of Sai Kung Islands and Cultural visit to Yim Tin Tsai	All Alumnae	93

## **Projects**

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### **13. School Archives Collection**

The Archives Team works hard on the safekeeping of school archives and collection items of historical values. We are now working intensively on the setting-up of the Archive Room in the new campus.

### **14. Mentorship Programme**

During this year, we welcome Dr CHEUNG Ho Yan, Yannie, (S5 graduate of 1989) to join the Mentorship Programme Committee. Recruitment of Mentors was completed by 15 October 2018. With a good response from students and alumnae we have 52 mentors and 59 mentees this year.

An orientation was organized on 17 November 2018 in the school hall. Careers Expo was held on 12 January 2019 in the school campus with an attendance of 112 S3-S5 students. The programme included Keynote Speech – “超級阿四與職場殺手 - 創業者入門淺談” by Ms Mona CHU Fook Pui (Founder and Director of Sense Connect Ltd.) and sharings by 54 speakers in 19 professional disciplines.

**15. Video Documentary - "Transformation"**

A few shootings were made in the 2018 semester, including local shooting in the United States for a girl who left school in S3. The major shooting is now completed, but a few supplementary shots of the school moving back to the Robinson Campus will be made. Film editing began in January 2019 and the team was working intensively.

## YWGSAA Ltd. Charity Trust Fund

We are grateful to have

- Dr. HUEN Kwai Fun
- Dr. WAN Charn Wing Frank
- Dr. LAM Lai Bing Alison
- Ms. LEUNG Man Ping Priscilla
- Ms. CHUI Wai Shan Anita
- Ms. CHING Tak Ying Kitty
- Ms. LEE Sai Fung Odetta

serving as Trustees of the CTF for a term that lasts until 31 May 2019.

Thanks to their continuous efforts, the CTF ran smoothly in this year.



## Acknowledgement

I wish to take this opportunity to express my sincere gratitude to the Principal and other advisors, Vice-Principals, teachers and school staff, Council members, year coordinators and alumnae assistants who contributed their time and efforts in the past year. Their assistance and hard work have made the running of the AA smooth and efficient. I would also like to thank every alumna who gave us continuous support by giving your valuable views and participating in the alumnae functions and contributing in many other meaningful ways.



Chui Wai Shan, Anita

President

Council of YWGSAA

1 March 2019

**Ying Wa Girls' School Alumnae Association Limited**

(Incorporated in Hong Kong and Limited by Guarantee)

**Directors' Report and Financial Statements**

**For the year ended 31 December 2018**

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**Eric H. L. Chung & Co.**

Certified Public Accountants

Hong Kong

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**Directors' Report**  
**For the year ended 31 December 2018**

The directors submit their report together with the audited financial statements for the year ended 31 December 2018.

**Principal activities**

The principal activities of the association are to foster and promote close relationship and better understanding among the past and present students and staff of Ying Wa Girls' School ("YWGS") as well as to assist YWGS in all its projects and activities when necessary.

**Results**

The income received and expenditure paid by the association for the year ended 31 December 2018 are set out in the Statement of Income and Expenditures on page 5. The state of affairs as at 31 December 2018 is set out in the Statement of Financial Position on page 6.

**Directors**

The directors who held office during the year were:

Ms. Chow Siu Fung  
Ms. Man Sze Wan  
Ms. Li Chun Yan Selina  
Ms. Lee Sai Fung Odetta  
Ms. Wong Ka Wai  
Ms. Mak Wing Hin Christy  
Ms. Chui Wai Shan Anita  
Mr. Lau Siu Ki Clive  
Ms. Ching Tak Ying  
Ms. Chan Wai Man  
Ms. Choy Sai Mui Portia  
Ms. Cheung Siu Ping  
Ms. Mak Yin Ping Elke  
Ms. Pang Fung Lin Florence  
Ms. Tam Chi Man Doris  
Ms. Yan Miu Kam Vivian  
Ms. Ho Chung Sang

In accordance with Article 25 of the association's Articles of Association, all directors shall retire at every bi-yearly Annual General Meeting and shall be eligible for re-election.

**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**Directors' Report**  
**For the year ended 31 December 2018**

**Directors' interests**

No contracts of significance in relation to the activities of the association to which the association was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

**Honorary Auditors**

Eric H.L. Chung & Co. Certified Public Accountants were appointed by the directors as honorary auditors of the association.

A resolution for their re-appointment as the association's honorary auditors for the ensuing year is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**



**Chairman**

28 February 2019



**Independent Auditor's Report to the Members of  
YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED  
(Incorporated in Hong Kong and Limited by Guarantee)**

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**Opinion**

We have audited the financial statements of Ying Wa Girls' School Alumnae Association Limited ("the Association") set out on pages 5 to 11, which comprise the Statement of Financial Position as at 31 December 2018, the Statement of Income and Expenditures, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements of the Association are prepared, in all material respects, in accordance with Hong Kong Small and Medium-sized Entity Financial Reporting Standard ("SME-FRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

**Basis for Opinion**

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") and with reference to Practice Note 900 (Revised), Audit of Financial Statements Prepared in Accordance with the SME-FRS issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Association in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Other information**

The directors are responsible for the other information. The other information obtained at the date of this auditors' report is information included in the directors' report set out on pages 1 to 2, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Directors and Those Charged with Governance for the Financial Statements**

The directors are responsible for the preparation of these financial statements in accordance with the SME-FRS issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable to the preparation of financial statement that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Association or to cease operations, or have no realistic alternative but to do so. Those charged with governance are responsible for overseeing the Association's financial reporting process.



**Independent Auditor's Report to the Members of**  
**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these of these financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Association to cease to continue as a going concern.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



**Eric H L Chung & Co.**  
**Certified Public Accountants (Practising)**  
**Hong Kong**  
1 March 2019

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
(Incorporated in Hong Kong and Limited by Guarantee)

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**Statement of Income and Expenditures**  
**For the year ended 31 December 2018**

	Notes	HK\$	2018 HK\$	HK\$	2017 HK\$
<b>INCOME</b>					
Membership fee			<u>13,800</u>		<u>12,000</u>
			13,800		12,000
<b>OTHER INCOME</b>					
Bank interest income		2,511		3,022	
Miscellaneous income		4,755		4,030	
Surplus from AA outing 1-12-2018	6	500		-	
Surplus from Founder's day dinner 2018	7	<u>33,816</u>	41,582	<u>-</u>	7,052
<b>EXPENDITURES</b>					
Administrative expenses		24,000		24,000	
Bank charges		44		20	
Bear of thanksgiving dinner		-		2,358	
Deficit of AA outing 2-12-2017	6	-		167	
Legal and professional fee		8,355		4,335	
Postage		9,081		9,952	
Printing and publication		32,884		24,790	
Refreshment for AGM		-		817	
Refreshment for S6 Graduates		2,509		2,232	
Wreath		<u>1,544</u>	<u>(78,417)</u>	<u>-</u>	<u>(68,671)</u>
<b>DEFICIT FOR THE YEAR</b>			<u>(23,035)</u>		<u>(49,619)</u>

The notes on pages 9 to 11 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
(Incorporated in Hong Kong and Limited by Guarantee)

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**Statement of Financial Position**  
**As at 31 December 2018**

	Notes	2018 HK\$	2017 HK\$
<b>NON CURRENT ASSETS</b>			
Property, plant and equipment	9	-	-
<b>CURRENT ASSETS</b>			
Deposit for the Founder's day Dinner 2019		10,000	-
Accrued time deposit interest income		666	353
Cash and cash equivalents	8	424,202	457,550
<b>NET ASSETS</b>		434,868	457,903
<b>REPRESENTING:</b>			
Accumulated Fund	3	457,903	507,522
Deficit for the year		(23,035)	(49,619)
		434,868	457,903

The financial statements were approved by the Board on 28 February 2019 and signed on its behalf by

**Director**

**Director**

The notes on pages 9 to 11 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**Statement of Changes in Equity**  
**For the year ended 31 December 2018**

	<b>HKS</b>
Balance at 1 January 2017	507,522
Deficit for the year	<u>(49,619)</u>
Balance at 31 December 2017 and 1 January 2018	457,903
Deficit for the year	<u>(23,035)</u>
Balance at 31 December 2018	<u><u>434,868</u></u>

The notes on pages 9 to 11 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**Statement of Cash Flows**  
**For the year ended 31 December 2018**

	Notes	2018 HK\$	2017 HK\$
<b>OPERATING ACTIVITIES</b>			
Deficit for the year		(23,035)	(49,619)
Adjustment for:			
Interest income		<u>(2,511)</u>	<u>(3,022)</u>
Operating (deficit) before changes in working capital		(25,546)	(52,641)
(Increase)/decrease in accrued time deposit interest income		(313)	158
(Increase) in Deposit for the Founder's day Dinner 2019		(10,000)	-
Decrease in account receivables		<u>-</u>	<u>16,000</u>
Cash (outflow) from operation		(35,859)	(36,483)
<b>INVESTING ACTIVITIES</b>			
Interest received		<u>2,511</u>	<u>3,022</u>
Net cash inflow from investing activities		<u>2,511</u>	<u>3,022</u>
Net (decrease) in cash and cash equivalents		(33,348)	(33,461)
Cash and cash equivalents at beginning of the year		<u>457,550</u>	<u>491,011</u>
Cash and cash equivalents at end of the year	8	<u>424,202</u>	<u>457,550</u>

The notes on pages 9 to 11 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
**(Incorporated in Hong Kong and Limited by Guarantee)**

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**Notes to the Financial Statements**  
**For the year ended 31 December 2018**

**1. INCORPORATION DETAILS AND MEMBERS' LIABILITY**

Incorporation details

The Association was incorporated under the Laws of Hong Kong on 1 March 2006 as limited by guarantee.

The objects for which the Association is established are to acquire and take over the whole of the assets and liabilities of the existing unincorporated institution known as Ying Wa Girls' School Alumnae Association ("YWGSAA").

Members' liability

The liability of the members is limited.

Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ten Hong Kong dollars (HK\$10).

**2. PRINCIPAL ACCOUNTING POLICIES**

The Association qualifies for the reporting exemption as a small guarantee company under Section 359(1)(a) for the Hong Kong Companies Ordinance (Cap. 622). The Association is therefore entitled to prepare and present its financial statements in accordance with the Small and Medium-sized Entity Financial Reporting Standard (the "SME-FRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The financial statements comply with the SME-FRS and have been prepared under the accrual basis of accounting and on the basis that the Ensemble is a going concern.

The measurement base adopted is the historical cost convention.

The following are the specific accounting policies that are necessary for a proper understanding of the financial statements:

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The depreciation amount of an item of property, plant and equipment is allocated on a systematic basis over its estimated useful life using the straight-line method. The principal annual rates used for depreciation are as following:

Computer equipment	33.33%	straight line
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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
(Incorporated in Hong Kong and Limited by Guarantee)

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**Notes to the Financial Statements**  
**For the year ended 31 December 2018**

**2. PRINCIPAL ACCOUNTING POLICIES (CONT'D)**

Impairment of assets

An assessment is made at each balance sheet date to determine whether there is any indication of impairment or reversal of previous impairment, including items of property, plant and equipment, intangible assets and long-term investments. In the event that an asset's carrying amount exceeds its recoverable amount, the carrying amount is reduced to recoverable amount and an impairment loss is recognized in the income statement. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount, however not to an amount higher than the carrying amount that would have been determined (net of amortization or depreciation), had no impairment losses been recognized for the asset in prior years.

Income recognition

Donation income are recognized on a cash basis.

Membership fee income are recognized on a cash basis.

Interest income are recognized on an accrual basis.

**3. RESERVES**

Of the total reserve HK\$434,868 at the balance sheet date, HK\$798,456 represented the surplus retained in the previous entity, namely Ying Wa Girls' School Alumnae Association ("YWGSAA"), as at 1 March 2006, subsequently brought forward to the Association upon incorporation.

**4. DIRECTORS' EMOLUMENTS**

None of the directors received any remuneration in respect of their services rendered to the Association during the year.

**5. TAXATION**

Under Section 24 (1) of the Inland Revenue Ordinance, where a corporation carries on a club or similar institution which receives from its members not less than half of its gross receipts on revenue account, such corporation shall be deemed not to carry on a business subject to Hong Kong profits tax.

<b>6. SURPLUS/(DEFICIT) OF AA OUTING 1-12-2018</b>	<b>2018</b>	<b>2017</b>
	<b>HKS</b>	<b>HKS</b>
<b>Income</b>	29,400	35,100
<b>Less: Expenses</b>		
Banner, Postage and materials	-	371
Outing fee	28,900	33,696
Printing for the leaflet for outing	-	600
Sponsored the outing fee for Students worker	-	600
	<hr/>	<hr/>
Surplus/(deficit)	500	(167)
	<hr/>	<hr/>

**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
(Incorporated in Hong Kong and Limited by Guarantee)

Notes to the Financial Statements  
For the year ended 31 December 2018

<b>7. SURPLUS FROM FOUNDER'S DAY DINNER 2018</b>	<b>2018</b>	<b>2017</b>
	<b>HKS</b>	<b>HKS</b>
<b>Income</b>		
Table	118,700	-
Donation	<u>32,740</u>	<u>-</u>
	151,440	-
<b>Less: Expenses</b>		
Dinner	111,544	-
Fuji Film	1,200	-
Van	965	-
Travelling	188	-
T-Shirt	874	-
Backdrop	2,200	-
Purchase the paper for invitation card	63	-
Printing the leaflet	<u>590</u>	<u>-</u>
Surplus	<u>33,816</u>	<u>-</u>
<b>8. CASH AND CASH EQUIVALENTS</b>	<b>2018</b>	<b>2017</b>
	<b>HKS</b>	<b>HKS</b>
Saving account	82,340	77,939
Current account	34,036	73,472
Fixed deposits	307,771	305,582
Petty cash	<u>55</u>	<u>557</u>
	<u>424,202</u>	<u>457,550</u>
<b>9. PROPERTY, PLANT AND EQUIPMENT</b>		<b>Computer equipment</b>
		<b>HKS</b>
<b>Cost</b>		
At 1 January 2017 and 31 December 2018		<u>4,055</u>
<b>Depreciation</b>		
At 1 January 2017 and 31 December 2018		<u>4,055</u>
<b>Net book values</b>		
At 31 December 2018		<u>-</u>
At 31 December 2017		<u>-</u>

**Ying Wa Girls' School Alumnae Association Charity Trust Fund**

**Trustees' Report and Financial Statements**

**For the year ended 31 December 2018**

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**Eric H. L. Chung & Co.**

Certified Public Accountants

Hong Kong

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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<b>Auditor's Report</b>	<b>2 – 3</b>
<b>Statement of Income and Expenditures</b>	<b>4</b>
<b>Statement of Financial Position</b>	<b>5</b>
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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Trustees' Report  
For the year ended 31 December 2018**

The Trustees submit their report together with the audited financial statements for the year ended 31 December 2018.

**Principal activities**

The principal activities of the Charity Trust Fund are providing assistance and facilities for the advancement of education of the students of Ying Wa Girls' School.

**Results**

The income received and expenditure paid by the Charity Trust Fund for the year ended 31 December 2018 are set out in the Statement of Income and Expenditures on page 4. The state of affairs as at 31 December 2018 is set out in the Statement of Financial Position on page 5.

**Trustees**

The Trustees who held office during the year were:

Dr. Huen Kwai Fun  
Dr. Wan Charn Wing Frank  
Ms. Lam Lai Bing, Alison  
Ms. Leung Man Ping, Priscilla  
Ms. Lee Sai Fung, Odetta  
Ms. Chui Wai Shan Anita  
Ms. Ching Tak Ying Kitty

In accordance with the Deed of Trust, the total number of Trustees shall at least be five, but not more than nine, and shall always be an odd number.

On 25 March 2017, the council meeting of the Settlor, Ying Wa Girls' School Alumnae Association Limited, approved that all the Trustees would continue their term of office until 31 May 2019.

**Honorary Auditors**

Eric H.L. Chung & Co. Certified Public Accountants were reappointed as honorary auditors of the Charity Trust Fund.

On behalf of the Trustees

**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**



**Dr. Huen Kwai Fun**  
**Chairman**  
28 February 2019





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**Independent Auditor's Report to the Trustees of  
YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Opinion**

We have audited the financial statements of Ying Wa Girls' School Alumnae Association Charity Trust Fund ("Charity Trust Fund") set out on pages 4 to 9, which comprise the Statement of Financial Position as at 31 December 2018, the Statement of Income and Expenditures, the Statement of Changes of Accumulated Surplus and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements of the Charity Trust Fund are prepared, in all material respects, in accordance with Hong Kong Small and Medium-sized Entity Financial Reporting Standard ("SME-FRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

**Other information**

The Trustees are responsible for the other information. The other information obtained at the date of this auditors' report is information included in the Trustees' report set out on pages 1, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Trustees and Those Charged with Governance for the Financial Statements**

The Trustees are responsible for the preparation of these financial statements in accordance with the SME-FRS issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the Trustees determine is necessary to enable to the preparation of financial statement that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustees are responsible for assessing Charity Trust Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustees either intend to liquidate Charity Trust Fund or to cease operations, or have no realistic alternative but to do so. Those charged with governance are responsible for overseeing Charity Trust Fund's financial reporting process.

**Independent Auditor's Report to the Trustees of  
YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these of these financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Charity Trust Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Trustees.
- Conclude on the appropriateness of the Trustees' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Charity Trust Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Charity Trust Fund to cease to continue as a going concern.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



**Eric H L Chung & Co.**  
**Certified Public Accountants (Practising)**  
**Hong Kong**  
1 March 2019



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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Statement of Income and Expenditures  
For the year ended 31 December 2018**

	Notes	2018		2017	
		HKS	HKS	HKS	HKS
<b>INCOME</b>					
General donation			2,000		36,292
<b>OTHER INCOME</b>					
Gain on exchange		-		93,180	
Bank interest income		<u>85,917</u>	<u>85,917</u>	<u>64,555</u>	<u>157,735</u>
			87,917		194,027
<b>EXPENDITURES</b>					
Loss on exchange		12,052		-	
Miscellaneous – Bank charges		2,200		1,830	
Subsidy payment	5	<u>393,617</u>	<u>(407,869)</u>	<u>284,679</u>	<u>(286,509)</u>
<b>DEFICITS FOR THE YEAR</b>			<u>(319,952)</u>		<u>(92,482)</u>

The notes on pages 8 to 9 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Statement of Financial Position  
As at 31 December 2018**

	Notes	2018 HK\$	2017 HK\$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	4	4,299,167	4,621,281
Interest income receivables		<u>6,499</u>	<u>4,337</u>
		<u>4,305,666</u>	<u>4,625,618</u>
<b>NET ASSETS</b>			
		<u>4,305,666</u>	<u>4,625,618</u>
<b>REPRESENTING:</b>			
Accumulated surplus		<u>4,305,666</u>	<u>4,625,618</u>

The financial statements were approved by the Trustees on 28 February 2019 and signed on their behalf by



**Dr. Huen Kwai Fun**  
Trustee



**Ms. Leung Man Ping Priscilla**  
Trustee

The notes on pages 8 to 9 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Statement of Changes of Accumulated Surplus  
For the year ended 31 December 2018**

	<b>HKS</b>
Balance at 1 January 2017	4,718,100
Deficits for the year	<u>(92,482)</u>
Balance at 31 December 2017 and 1 January 2018	4,625,618
Deficits for the year	<u>(319,952)</u>
Balance at 31 December 2018	<u><u>4,305,666</u></u>

The notes on pages 8 to 9 form an integral part of these financial statements

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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Statement of Cash Flows**  
**For the year ended 31 December 2018**

	Notes	2018 HK\$	2017 HK\$
<b>OPERATING ACTIVITIES</b>			
Deficits for the year		(319,952)	(92,482)
Adjustment for:			
Interest income		<u>(85,917)</u>	<u>(64,555)</u>
<b>Cash used in operations</b>		(405,869)	(157,037)
(Decrease) in account payables		<u>-</u>	<u>(227,251)</u>
		(405,869)	(384,288)
<b>INVESTING ACTIVITIES</b>			
Interest received		85,917	64,555
(Increase) / decrease in interest accrued		<u>(2,162)</u>	<u>3,663</u>
<b>Net (decrease) in cash and cash equivalents</b>		(322,114)	(316,070)
<b>Cash and cash equivalents at beginning of the year</b>		<u>4,621,281</u>	<u>4,937,351</u>
<b>Cash and cash equivalents at end of the year</b>	4	<u>4,299,167</u>	<u>4,621,281</u>

The notes on pages 8 to 9 form an integral part of these financial statements

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## YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND

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### Notes to the Financial Statements For the year ended 31 December 2018

#### 1. ESTABLISHMENT DETAILS AND TRUSTEES' LIABILITY

##### Establishment details

The fund is a charitable trust and was established by a Deed of Trust dated 26 May 2006 under the Laws of Hong Kong. It was deemed to have taken effect as from 1 March 2006. The settlor is Ying Wa Girls' School Alumnae Association Limited.

##### Trustees' liability

No Trustee shall be liable to any loss to the Fund arising by reason of any investment made in good faith, or due to the negligence or fraud of any employee or agent retained by the Trustees, or by reason of any mistake or omission made in good faith by any Trustee, or by reason of any other matter or thing, except willful and fraudulent act or omission on the part of the Trustee who is sought to be made liable.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Charity Trust Fund qualifies for the reporting exemption as a small guarantee company under Section 359(1)(a) for the Hong Kong Companies Ordinance (Cap. 622). The Charity Trust Fund is therefore entitled to prepare and present its financial statements in accordance with the Small and Medium-sized Entity Financial Reporting Standard (the "SME-FRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The financial statements comply with the SME-FRS and have been prepared under the accrual basis of accounting and on the basis that the Ensemble is a going concern.

The measurement base adopted is the historical cost convention.

The following are the specific accounting policies that are necessary for a proper understanding of the financial statements:

##### Income recognition

Donation income is recognized on a cash basis.

Bank and bond interest income are recognized on an accrual basis.

##### Taxation

The Charity Trust Fund is exempted from Hong Kong profit tax in accordance with provisions of Section 88 of the Inland Revenue Ordinance.

#### 3. TRUSTEES' REMUNERATION

None of the Trustees received any remuneration in respect of their services rendered to the Fund during the year.



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**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION CHARITY TRUST FUND**

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**Notes to the Financial Statements  
For the year ended 31 December 2018**

**4. CASH AND CASH EQUIVALENTS**

	<b>2018</b>	<b>2017</b>
	<b>HKS</b>	<b>HKS</b>
Fixed deposit accounts	3,603,773	3,966,084
Current account	143,556	28,960
Saving account	551,838	626,237
	<u>4,299,167</u>	<u>4,621,281</u>

**5. SUBSIDY PAYMENT**

	<b>2018</b>	<b>2017</b>
	<b>HKS</b>	<b>HKS</b>
AA Council Agreed Clerical Support to School	24,000	24,000
Alumnae Association Scholarship	7,300	7,300
Bible giving to S1 students	10,500	10,680
End-term activities	-	48,521
Farewell day	60,000	-
Mentorship program	3,925	3,983
Pre-approved subsidy to school	25,079	38,837
Production of Video Documentary	254,503	151,358
S4 Outward bound course	8,310	-
	<u>393,617</u>	<u>284,679</u>





## Ying Wa Girls' School Alumnae Association Limited

101 Castle Peak Road, Sham Shui Po, Kowloon.  
 Email: alumnae@ywgs.edu.hk Fax: 2858 8669

### **Annual General Meeting** **Notice of Special Resolution**

The Annual General Meeting (AGM) of the Ying Wa Girls' School Alumnae Association Limited (YWGSAAL) will take place at 18:00 on Friday 29 March 2019 at Cuisine Royale (Shop 701, 7/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong). All members of the YWGSAAL are invited to attend.

One key agenda item (Item No. 6) is to consider the following Special Resolution proposed by the Council of the YWGSAAL. If thought fit, members and duly appointed proxies of members in attendance and entitled to vote at the meeting are invited to pass the Special Resolution.

### **SPECIAL RESOLUTION**

*“That the Articles of Association of YWGSAAL, in the form presented to the Annual General Meeting by the President of the YWGSAAL, be adopted as the Articles of Association of YWGSAAL in substitution for and to the exclusion of the YWGSAAL's existing Articles of Association.”*

### **Explanatory Message to Members regarding the proposed Special Resolution**

1. Office bearers of the Ying Wa Girls' School Alumnae Association Limited (“AA”), plays an important role in steering the operation of the Association. Article 21(b)(i) of the Articles of Association which came into effect on 1 March 2006, 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 a different post) for more than two terms in his/her lifetime. Article 21(b)(ii) limits council member remaining in office for no more than three consecutive terms.
2. The purpose of setting up such rule 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 long term planning of work, team building, implementation of programmes, provision of support to Ying Wa



## Ying Wa Girls' School Alumnae Association Limited

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Girls' School, collaboration with different stakeholders, succession arrangement as well as smooth operation of the council activities. To overcome the drawbacks of short serving period of the office bearers, while balancing the need for healthy turnover of office holders, the YWGSAA Council, at its meeting held on 21 September 2018, adopted a proposal to extend the "two-terms" limit in Article 21(b)(i) to "three-terms".

3. It is difficult for an alumna who never serves on the AA Council before to serve directly as an officer bearer. Thus, Article 21(b)(i) currently allows an office bearer to serve maximum two terms while 21(b)(ii) allows a council member to remain in the office for 3 consecutive terms. Such arrangement allows an alumna to first serve one term as an ordinary Council member to get familiar with the operation of the Council before becoming an office bearer. Since it was proposed that that the maximum terms of an office bearer in Article 21(b)(i) be extended to a maximum of three terms in a lifetime, the YWGSAA Council, at its meeting held on 21 September 2018, also adopted another proposal to amend Article 21(b)(ii) to enable a Council member to remain in office for four consecutive terms instead of three.

### **Amendments made in the new Articles of Association**

The original texts of Articles 21(b)(i) and 21(b)(ii) read as follows:

21. (b) Subject to the exception stated in the below paragraph of this Article 21(b):

(i) 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 life time;  
 and

(ii) no member of the Council shall remain in the office for more than **three** consecutive terms.

Unless under special circumstances it is deemed necessary and sanctioned by the General Meeting.

A maximum of four alumnae who are serving as teachers in the School can be appointed as Council members. No limitation on the terms of service shall apply to these appointees.

(Article (21(b) was amended with effect from **1 April 2009**)



## Ying Wa Girls' School Alumnae Association Limited

101 Castle Peak Road, Sham Shui Po, Kowloon.  
 Email: alumnae@ywgs.edu.hk Fax: 2858 8669

The proposed amended texts of Articles 21(b)(i) and 21(b)(ii) read as follows:

21. (b) Subject to the exception stated in the below paragraph of this Article 21(b):

(i) 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 **three** terms in his/her life time; and

(ii) no member of the Council shall remain in the office for more than **four** consecutive terms.

Unless under special circumstances it is deemed necessary and sanctioned by the General Meeting.

A maximum of four alumnae who are serving as teachers in the School can be appointed as Council members. No limitation on the terms of service shall apply to these appointees.

(Article (21(b) was amended with effect from **29 March 2019**)

*All other parts of the Articles of Association remain unchanged save as the suggestions mentioned above.*

### **Note to Members**

1. To be passed, the Special Resolution must receive votes in favour by a majority of at least 75%.
2. The resolution passed at the Annual General Meeting on a show of hands is passed by a majority of at least 75% if it is passed by at least 75% of the total of the following:
  - (a) the number of the members who vote in person on the resolution;
  - (b) the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
3. The Special Resolution will be considered as a whole and will not be altered by motions from the floor of the meeting.



## Ying Wa Girls' School Alumnae Association Limited

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4. Members should read the Explanatory Message to Members following the Special Resolution, which explains the amendments made to the Articles of Association of the YWGSAAAL.
5. The full text of the proposed new Articles of Association is attached to this notice and is available for inspection on the YWGS website [www.ywgsaa.org.hk](http://www.ywgsaa.org.hk).
6. Please direct any questions or concerns to Ms. Anita Chiu, the President of the YWGSAAAL at [alumnae@ywgs.edu.hk](mailto:alumnae@ywgs.edu.hk).

**By order of the Council**  
**Anita Chiu**  
**President, YWGSAAAL**  
**25 January 2019**

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION**

OF

**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
〔英華女校校友會有限公司〕

-----  
Incorporated the 1<sup>st</sup> day of March 2006  
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THE COMPANIES ORDINANCE (CHAPTER 32)

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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**MEMORANDUM OF ASSOCIATION**  
**OF**  
**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
〔英華女校校友會有限公司〕

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NAME

1. The name of the Association is "YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED 〔英華女校校友會有限公司〕".

REGISTERED OFFICE

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

OBJECTS

3. (1) The objects for which the Association is established are to acquire and take over the whole of the assets and liabilities of the existing unincorporated institution known as YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION (英華女校校友會); foster and promote close relationship and better understanding among the past and present students and staff of Ying Wa Girls' School ("YWGS"); assist YWGS in all its projects and activities when necessary; afford to its members all the usual privileges, advantages, conveniences



and accommodation of a club; promote education by such means as the Association may think fit.

(2) Within the limits of the objects set out in Clause 3(1) above to do all or any of the under-mentioned things :-

- (a) to raise funds for causes related to the objects;
- (b) to enquire into the needs of those who may be benefited hereunder and to further promote the objects aforesaid;
- (c) to promote the holding of seminars, courses, colloquia, programmes, conferences, exhibitions, workshops, meetings or other events;
- (d) to publish, co-operate in or promote the publication of books, films, tapes, pamphlets, journals, news-sheets, records or other publications whether by sale, donation or otherwise;
- (e) to collect and make available information on all matters affecting or relating to the said objects and to exchange such information with other bodies having related objects, wheresoever;
- (f) to do whatever may be necessary to effect any of the objects of the Association, and so that for that purpose the Association may employ and remunerate such persons as may be necessary, and may subscribe to pension funds for the benefit of employees or provide pensions or allowances for such employees on their retirement, and may make grants to widows and dependants of employees;
- (g) for the purposes of the Association, or in the course of the execution of any trusts undertaken by it, to acquire and hold any real and personal property, and to sell, improve, manage, demise, let, mortgage, dispose of or otherwise deal with the same, and to construct, maintain, or alter any buildings or works;
- (h) to accept (with or without conditions) and hold gifts, demises, and bequests of real and personal property, and to exercise in relation thereto any of the powers specified in the last preceding sub-clause hereof;

- (i) to undertake and execute or to create any charitable trust and to support or subscribe to any charitable or education fund or institution and to co-operate and collaborate with voluntary bodies and statutory authorities operating in similar fields and to exchange information and device;
- (j) to invest the moneys of the Association not immediately required for its purpose in or upon such investments, securities or property as the Association from time to time thinks fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law (and subject also as hereinafter provided);
- (k) to issue appeals for and collect money and goods in kind, and to organize concerts, exhibitions, conferences, sports, entertainments or events of any kind for the purpose (wholly or partly) of raising funds for carrying out the objects of the Association, or for making known the objects and activities of the Association, and for developing public opinion in favour of or support for those objects;
- (l) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the objects of the Association or the trade is temporary and ancillary to the objects aforesaid;
- (m) to apply for and obtain any authority necessary or expedient in order to enable the Association to attain any of its objects, or modification of its constitution in order better to attain any of such objects;
- (n) to give financial support to promote education, including without limitation by the provision of scholarships or subsidies for students or by the organization of lectures, classes and seminars;
- (o) to promote and hold either alone, or jointly with any other associations, clubs or persons, meetings, competitions and matches for all kinds of sports or pastimes, and to offer gifts or contribute towards prizes, medals and awards therefor and to promote, give or support dinners, balls, concerts and other entertainments as the Association may think fit;
- (p) to establish or endow any new charitable organization or organizations (corporate or non-corporate) having the same or similar objects to those of the Association;

- (q) to enter into any arrangements or contracts with any governments or authorities, supreme, municipal, local or otherwise or with any person or company that may seem conducive to the objects of the Association or any of them and to obtain from any such government or authority, person or company any rights, privileges and concessions which the Association may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions;
- (r) to bring or defend any litigation proceedings or other court application that the Association deems necessary to assert and/or protect its legal rights and/or interest, to enable, assist or permit the Association to attain any of the objects of the Association herein expressed and/or any lawful thing incidental or conducive to the attainment of those objects, and/or to vindicate the good name of the Association;
- (s) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

#### PROTECTION OF ASSETS

- 4. (1) The income and property of the Association, wheresoever derived, shall be applied solely towards the promotion of the objects of the Association 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 Association.
- (2) Notwithstanding the provisions of Clause 4(1) above nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a reasonable and proper rate per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association;

DEFINITIONS ETC.

5. (1) References in this Memorandum of Association to words or phrases defined in the Articles of Association shall (unless otherwise expressly indicated) bear the same meaning as the defined meanings.
- (2) Clause headings are indicative only and are to be ignored for the purposes of interpretation.

LIABILITY OF MEMBERS

6. (1) The liability of the members is limited.
- (2) Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding ten Hong Kong dollars (HK\$10.00).

WINDING-UP

7. If upon the winding-up or dissolution of the Association 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 of the Association, but shall be given or transferred to Ying Wa Girls' School or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof, by such Judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in the manner, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

ACCOUNTS

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and 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 Association for the time being, shall be open to the inspection of the members. Once at least, in every year, the accounts of the Association shall be examined, and the correctness of the income and expenditure account and the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

POWERS

9. The powers set forth in the Seventh Schedule of the Companies Ordinance (Chapter 32) are hereby excluded.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

<p>Dr. Huen Kwai Fun 禰桂芬          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Chief of Service &amp; Consultant.</p>
<p>Ms. Lai Yuk Fai 黎育輝          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Educational Technology Developer</p>



Ms. Chow Siu Fung 周小鳳 Ying Wa Girls' School 76 Robinson Road, Hong Kong Teacher
Ms. Wong Choi Fong, Fanny 黃賽芳 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife
Ms. Liu Suk Ling, Florence 廖淑玲 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife
Ms. Shek Yuk Yu, Ruth 石玉如 Ying Wa Girls' School, 76, Robinson Road, Hong Kong. Headmistress
Ms. Lam Lai Bing, Alison 林麗冰 Ying Wa Girls' School, 76 Robinson Road, Hong Kong Housewife

-----  
DATED the 19<sup>th</sup> day of November 2005.

WITNESS to the above signatures :-

\_\_\_\_\_  
Samia Fung Lai Yee  
25th Floor, Devon House  
Taikoo Place, 979 King's Road  
Quarry Bay, Hong Kong  
Solicitor

THE COMPANIES ORDINANCE (CHAPTER 32)

-----

COMPANY LIMITED BY GURANTEE AND  
NOT HAVING A SHARE CAPITAL

-----

**ARTICLES OF ASSOCIATION**  
**OF**  
**YING WA GIRLS' SCHOOL ALUMNAE ASSOCIATION LIMITED**  
〔英華女校校友會有限公司〕

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PRELIMINARY

1. The Articles contained in Table C of the First Schedule of the Companies Ordinance (Chapter 32) shall not apply to the Association, save where the content herein otherwise provides or requires.

DEFINITIONS

2. In these Articles, unless there be something in the subject or context inconsistent therewith :-

“Article” or “Articles” refers to these Articles of Association or other regulations of the Association for the time being in force.

“The Association” means the above-named Company.

“Associate Members” means current students, teachers, principals and parents of YWGS and honorary members recommended by the Council, all of whom shall enjoy the same rights and benefits of Ordinary Members save and except for the right to vote at General

Meetings or the right to be elected as member of the Council or committee of the Association or incorporated management committee of YWGS.

“Council” means the Council for the time being of the Association, whose members shall be deemed to be directors for the purposes of the Ordinance.

“The President” and “The Vice President” mean respectively the President and Vice President of the Council for the time being (as the case may be).

“General Meeting” means a meeting of Members of the Association.

“Member” means member of the Association which word shall bear the same meaning as in the Ordinance and including Ordinary Members and Associate Members.

“The Ordinance” means the Companies Ordinance, Chapter 32.

“Ordinary Members” means past YWGS student members all of whom shall have the right to vote at General Meetings and to be elected as members of the Council or committee of the Association or incorporated management committee of YWGS.

“Registered Office” means the registered office of the Association for the time being.

“The Secretary” means the Honorary Secretary of the Association and the Council for the time being.

Expressions referring to writing shall be construed as including references to printing and other modes of representing or reproducing words in visible form.

Words importing the singular number only include the plural and vice-versa, words importing the masculine include the feminine, and words importing persons include corporations.

Words or expressions defined in the Ordinance shall bear the same meanings in these Articles.

References to persons shall include bodies corporate, partnerships, unincorporated associations and societies.

Clause headings are indicative only and are to be ignored for the purposes of interpretation.

### MEMBERS

3. For the purposes of registration the number of Members is declared to be unlimited.

### MEMBERSHIP

4. Membership of the Association shall be restricted to :-
  - (a) The members of the Ying Wa Girls' School Alumnae Association according to the members' register at the date hereof shall become Ordinary Members of the Association.
  - (b) From and after the date hereof, all former students of YWGS shall be eligible for ordinary membership.
  - (c) Any category of people recommended by the Council e.g. teachers, principals, current students, honorary members etc. shall be eligible for Associate membership.

### SUBSCRIPTION

5. Membership shall be for life. Upon payment of a fee as prescribed from time to time by the Association in the General Meeting, all persons referred to in Article 4 shall be eligible for membership.

GENERAL MEETINGS

6. An Annual General Meeting shall be held in every calendar year 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 determined by the Council. Such General Meetings shall be called Annual General Meetings, and shall be so described in the notices convening the meetings, and all other meetings shall be called Extraordinary General Meetings.
7. The Council may, whenever they think 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 Companies Ordinance.
8. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' written notice, and any other General Meeting shall be called by at least fourteen days' written notice, and the notice shall be exclusive both of the day upon which it is served or deemed to be served and of the day for which it is given. A notice 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 manner hereinafter mentioned to the Auditors and to all Members. With the consent in writing of all the Members for the time being or (in the case of a meeting other than an Annual General Meeting) of such proportion of the Members as prescribed by the Companies Ordinance a General meeting may be convened on shorter notice than that specified above, and in such manner as such Members may think fit.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. The business of an Annual General Meeting shall be to receive and consider the accounts presented by the Council and the reports of the Council and of the Auditors, to elect members of the Council in place of those retiring by rotation, the appointment and

- remuneration of the Auditors, and any other business which under the Ordinance or these Articles is required to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
11. No business shall be transacted at any General Meeting unless a quorum of Members of the Association is present at the time when the meeting proceeds to business; save as herein otherwise provided, such number of Members as shall constitute not less than one third of the paid up members of the Association or fifty paid up Members, whichever is the less, entitled to vote at such date present in person or by proxy shall be a quorum.
  12. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of or by Members, shall be dissolved. In any other case it shall stand adjourned to such day in the next week, and to such time and place as the Chairman may appoint. At any adjourned meeting the Members present, whatever their number, shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
  13. The President of the Council shall preside as Chairman at every General Meeting of the Association. The President, or in his absence the Vice President (if any), shall be entitled to take the chair at every General Meeting, or if there be no President or Vice President, or if at any meeting neither the President nor the Vice President shall be present at the time appointed for holding such meeting, or if neither of them shall be willing to act as Chairman, the Members present shall choose another member of the Council as Chairman, and if no member of the Council be present, or if all the members of the Council present decline to take the chair, then the Members present shall choose one of their members to be the Chairman.
  14. The Chairman may, with the consent of the meeting, adjourn any General 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.
  15. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in case of an equality of votes, the Chairman shall both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be



entitled as a Member.

16. At any General Meeting, unless a poll is duly demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded by the Chairman, or by at least two Members personally present.
17. If a poll is demanded as aforesaid, it shall be taken (subject to Article 20) in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment not exceeding seven days, or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
19. Any poll duly demanded on the election of a Chairman of a meeting, or on any question of adjournment, shall be taken at the meeting without adjournment.

#### VOTES OF ORDINARY MEMBERS

20. (a) Every Ordinary Member shall have one vote, whether on a show of hands or on a poll.
- (b) Section 114C of the Ordinance shall apply so that every Ordinary Member shall be entitled to vote by proxy in respect of which the formalities set forth in Table C of the First Schedule to the Ordinance shall also apply.
- (c) Every instrument of proxy shall, as nearly as circumstances shall permit, be in the form or to the effect as appeared in the Appendix.

GOVERNING BODY

21.

(a) 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.

(b) Subject to the exception stated in the below paragraph of this Article 21(b):

(i) no person may serve as an officer bearer of the Council, namely, the President, Vice President, Honorary Secretary and Honorary Treasurer (even in different post) for more than three terms in his/her life time; and

(ii) no member of the Council shall remain in office for more than four consecutive terms,

unless under special circumstances it is deemed necessary and sanctioned by the General Meeting.

A maximum of four alumnae who are serving as teachers in the School can be appointed as Council members. No limitation on the terms of service shall apply to these appointees.

*(Article 21(b) was amended with effect from 29 March 2019)*

(c) The Council shall have power to appoint Honorary Adviser(s) to the Association as the Council see fit. The current Principal of the School shall be the Designated Honorary Adviser of the Council.

(d) Functions

(i) The function of the Council shall be to formulate the policies of the Association in accordance with its purposes and to carry out resolutions of the Annual and Extraordinary General Meetings.

(ii) The Council shall have power to appoint sub-committees when necessary to carry out the work of the Association.

- (iii) The Council shall be responsible to the Annual and Extraordinary General Meetings for all its actions.
  - (iv) The Council have the power to suspend or dismiss any member of the Association.
- 22. Unless otherwise determined by the Association in General Meeting, the number of members of the Council shall not be less than 10 nor more than 30 and shall be elected by the Ordinary Members in General Meeting and rotate in office as hereinafter provided.
- 23. The continuing members of the Council may act notwithstanding any vacancy in their body, provided always that if their number is reduced below 10, the continuing members may act for the purpose of increasing their number to 10 or of convening a General Meeting but not for any other purpose.
- 24. The first members of the Council shall be determined in writing by the subscribers to the Memorandum and thereafter shall be elected at each Annual General Meeting.
- 25. All members of the Council shall retire at every 2-yearly Annual General Meeting and shall be eligible for re-election.
- 26. Any vacancy occurring in the Council may be filled up by the Council, and the Council shall further have power at any time, and from time to time, to appoint any person as an additional member of the Council. Any member so appointed shall retain his office only until the end of the current term of the Council member replaced, but shall then be eligible for re-election.
- 27. The Association may by special resolution remove any member of the Council before the expiration of his period of office and may by ordinary resolution appoint another person in his stead. Any member so appointed shall retain his office only until the end of the current term of the Council member replaced, but shall be eligible for re-election.
- 28. A member of the Council shall be indemnified out of the funds of the Association in respect of traveling and other expenditure properly incurred in and about the affairs of the Association but shall receive no salary or remuneration.

DISQUALIFICATION OF COUNCIL MEMBERS

29. The office of a member of the Council shall be vacated :-
- (a) if she becomes bankrupt, or suspends payments, or compounds with her creditors;
  - (b) if she becomes of unsound mind;
  - (c) if by notice in writing to the Association she resigns her office;
  - (d) if she is prohibited from acting by any order made under any law;
  - (e) if she is removed from office by a resolution duly passed pursuant to Section 157B of the Ordinance;
  - (f) if she absents herself for a period of twelve calendar months from the meetings of the Council without special leave of absence from the Council and the Council resolves to remove her;
  - (g) if she is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if her interest in the contract is material, fails to declare the nature of her interest in manner required by Section 162 of the Ordinance.

A member of the Council shall not vote in respect of any contract in which she is interested or any matter arising thereout, and if she does so vote her vote shall not be counted.

PRESIDENT AND VICE PRESIDENT

30. The President shall be the Chairman at all meetings at which she shall be present, but if there be no such President or Vice President or if at any meeting neither the President nor the Vice President is present at the time appointed for holding the same, the members of the Council present shall choose someone of their members to be Chairman of such meeting.

POWERS OF THE COUNCIL

31. The Council may exercise all such powers and do all such things as are not required by the Ordinance or these Articles or to be exercised or done by the Association in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Association in general meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
32. All cheques drawn on the Association's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Association, all receipts for moneys paid to the Association and all other contracts entered into by the Association in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Council shall from time to time by resolution determine.
33. The Council may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.
34. The Council shall have power to employ and dismiss staff of the Association and to make provision for pensions, gratuities, retirement and other benefits for such staff.
35. The Council may delegate in writing any of its powers to committees or sub-committees to be appointed by it, consisting of such persons as the Council may think fit, and may from time to time revoke such delegation or revoke the appointment of and discharge any such committee or sub-committee either wholly or in part and either as to persons or purposes.
36. The meetings and proceedings of any committees or sub-committees, consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under the last preceding clause.

SUB-COMMITTEE

37. The Council shall nominate a sub-committee whose members may be appointed either for a fixed term or without limitation as to the period for which each of them is to hold office.
38. The Council may remove or dismiss a member of a sub-committee from office.
39. The Council shall nominate another member to replace a member of a sub-committee who has been removed or dismissed or whose term of office has expired.
40. A member of a sub-committee may be but need not necessarily be a member of the Council.
41. The Council may delegate any of their powers to the sub-committee as they think fit. Any committee so formed shall in the exercise of the power so delegated conform to any regulations that may be imposed on them by the Council.

FORMAL DEFECTS

42. All acts done at any meeting of the Council, or of a sub-committee of the Council, or by any person acting as a member of the Council shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such member of the Council, 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 had duly continued in office and was qualified to be a member of the Council.

PROCEEDINGS OF THE COUNCIL

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, five shall be a quorum. The President of the Council may at any time, and the Secretary, upon the request of any three members of the Council, shall convene a meeting of the Council. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.



44. A resolution in writing signed or agreed to by letter or by means of facsimile communication or electronic mail by all the members for the time being of the Council or of a sub-committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council, or of such sub-committee duly called and constituted.

#### HONORARY APPOINTMENTS

45. The Council shall be entitled to elect as sponsors, patrons, supporters or consultants of the Association such other persons as it shall think fit but such election shall not give any such person the status of a Member and no sponsors, patrons, supporters or consultants of the Association shall have any executive power or function.

#### ACCOUNTS

46. The Council shall in conformity with the requirements of Sections 122, 123, 124 and 129D of the Companies Ordinance, cause true and sufficient accounts to be kept on the sums of money received and expended by the Association, and the matters in which such receipt and expenditure take place, of all sales and purchases of goods by the Association and of the assets, credits and liabilities of the Association. The books of account shall be kept at the registered office of the Association or at such other place or places as the Council think fit.
47. The Association may from time to time in General Meeting make or impose reasonable conditions or restrictions as to the time and manner at and in which the accounts and books of the Association shall be open to the inspection of the Members, and subject to any such conditions or restrictions the accounts and books of the Association shall be open to the inspection of the Members at all reasonable times during the usual business hours.
48. At the Annual General Meeting in every year, the Council in accordance with the Ordinance shall cause to be prepared and laid before the Association an income and expenditure account, group accounts (if any) and balance sheet made out up to the 31<sup>st</sup> day of December immediately preceding the date of the meeting from the time when the

last preceding account and balance sheet were made out.

49. Every such balance sheet shall be accompanied by a report of the Council as to the state and condition of the Association. A printed copy of such accounts, balance sheet and report together with a copy of the Auditors' report shall not less than twenty-one clear days prior to the meeting be served on the Auditors and on all members who are entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

#### THE SEAL

50. The Council shall provide for the safe custody of the Seal of the Association, which shall only be used by the authority of the Council, or of a committee of the Council authorized by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the office bearers and countersigned by the current principal of YWGS or by some person appointed by the Council for that purpose.

#### ALUMNI MANAGER ELECTION

51. An alumnus who is not a teacher of the school shall be eligible to be elected as the alumni manager of the Incorporated Management Committee ("IMC") of YWGS upon its establishment in accordance with the Education Ordinance provided that he or she meets the registration requirements of managers set out in section 30 of the Education Ordinance and is not serving in the IMC in more than one capacity.
52. The President of the Council or his designate shall be the Returning Officer to monitor the nominations, issue of ballot papers and counting of votes in accordance with the constitution of the IMC. The Returning Officer must not be a candidate for the alumni manager.
53. The period for nomination of the alumni manager shall be 21 days after written notice inviting such nomination has been issued by the IMC.

54. When two or more candidates obtained the same number of votes, a second round of votes shall be conducted.
55. The Returning Officer shall inform all Members the result of the alumni manager election. An unsuccessful candidate may, within one week of the announcement, appeal to the Council in writing together with supporting reasons. The Council shall by special resolution based on principles of fairness consider the appeal and deliver its decision within 21 days. The decision of the Council in this regard shall be final.
56. Procedures and administrative logistics relating to the election of the alumni manager shall be established by the Returning Officer after consultation with the Council.

#### AUDIT

57. Auditors shall be appointed, and their duties shall be regulated, in accordance with the Ordinance.

#### NOTICES

58. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter, envelope or wrapper, or by facsimile communication or electronic mail, addressed to such Member at his last known address.
59. Any notice if served by post shall be deemed to have been served on the third day following that on which it was posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepared and posted.
60. The signature to any notice to be given by the Association may be written or printed.

#### OBSERVANCE

61. Every Member shall observe and be bound by all the provisions of the Memorandum and Articles of Association, regulations and by-laws of the Association for the time being in

force.

62. Any Member who shall fail in the observance of any of the provisions of the Memorandum and Articles of Association or of regulations or by-laws of the Association or whose acts or omissions are in the opinion of the Council obstructive or harmful to the interests, activities or objects of the Association shall be liable to expulsion from the Association upon a resolution to such effect being passed by a majority of three-quarters of all the members of the Council. A Member so expelled may (within fourteen days after notice the said resolution has been given to him by the Secretary for the time being of the Association) appear against such expulsion to the Association in General Meeting, in which case the Council shall with all reasonable dispatch convene a General Meeting to consider the matter; and in the event of the expulsion of the Member shall be (and shall be deemed to be) void ab initio.

#### INDEMNITY AND RESPONSIBILITY

63. Subject to relevant provisions of the Ordinance, every Officer, member of Council and servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay, all costs, losses and expenses (including traveling expenses) which any such Officer, member of Council or servant may incur or become liable for by reason of any contract entered into or any act or deed done by him in the proper course of his duties as such Officer, member of Council or servant or in any way in the discharge of his duties.

#### WINDING-UP

64. The provisions of Clauses 6(2) and 7 of the Memorandum of the Association relating to the winding-up and dissolution of the Association shall have the same validity and effect as if the same were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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<p>Dr. Huen Kwai Fun 禰桂芬          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Chief of Service &amp; Consultant.</p>
<p>Ms. Lai Yuk Fai 黎育輝          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Educational Technology Developer</p>
<p>Ms. Chow Siu Fung 周小鳳          Ying Wa Girls' School 76 Robinson Road, Hong Kong          Teacher</p>
<p>Ms. Wong Choi Fong, Fanny 黃賽芳          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Housewife</p>
<p>Ms. Liu Suk Ling, Florence 廖淑玲          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Housewife</p>
<p>Ms. Shek Yuk Yu, Ruth 石玉如          Ying Wa Girls' School, 76, Robinson Road, Hong Kong.          Headmistress</p>
<p>Ms. Lam Lai Bing, Alison 林麗冰          Ying Wa Girls' School, 76 Robinson Road, Hong Kong          Housewife</p>

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DATED the 19<sup>th</sup> day of November 2005.

WITNESS to the above signatures :-

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Samia Fung Lai Yee  
25th Floor, Devon House  
Taikoo Place, 979 King's Road  
Quarry Bay, Hong Kong  
Solicitor





## Ying Wa Girls' School Alumnae Association Ltd.




Tel: 2546-3151

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### Election of Council Members ( 1/4/2019 – 31/3/2021 )

### == INTRODUCTION TO CANDIDATES ==


	Yr of Grad	Name	Photo	Career / Occupation	Brief Introduction
1.	1996 S5	Chan Wai Man Carrie 陳慧敏		Civil Servant	I was privileged with the opportunity to serve in the Alumnae Choir and other AA events during the term of office from 2017 to 2019. I cherished the bonding and synergy with other AA Council members during our delivery of service and in our personal encounters. We shared support, love and care and valued the chance to maintain a close relationship with YW. I look forward to the opportunity to devote myself into serving YW again in the Council in the coming term.
2.	1980 S5	Cheung Siu Ping 張小屏		Senior Medical Technologist	It is my great honor to serve in Ying Wa. I'm the coordinator of the Alumnae Choir, the organizing Committee member of the Mentorship Programme. In the past 2 years, I was working with AA council members as a family, it was full of joy and happiness.
3.	2005 S5	Ching Tak Ying 程德盈		Hospital Administrator	I am currently a hospital administrator working at the Queen Elizabeth Hospital. During my last two terms in the AA, I'm so delighted to meet a lot of alumnae who are so devoted to Ying Wa! I would like to have the opportunity to serve one more term.

	Yr of Grad	Name	Photo	Career / Occupation	Brief Introduction
4.	1977 S5	Choy Sai Mui Portia 蔡細梅		Housewife	With God's blessing, I serve.
5.	1992 S7	Chui Wai Shan 徐慧珊		Housewife	I have been teaching in Ying Wa and serving in the Alumnae Association for 12 years, ever since I graduated from the university. Then I become a housewife after I have 2 daughters, but my connection with Ying Wa never stopped. 4 years ago, I had the chance to serve in the Alumnae Association again, and the feeling was just like coming home after a long journey. In the past 4 years, I am so glad to have the chance to get connect with many old girls from different careers and from different parts of the world and can feel that all of us love Ying Wa so much. Now, after 6 years in Sham Shui Po, we are moving back to Robinson Road, an old site, but a brand new campus, and with the upcoming 120th anniversary, it would surely turn a new page of Ying Wa. I sincerely wish I can continue to contribute my time and talent to serve my beloved mother school, especially at this crucial stage, to help to preserve our Ying Wa tradition and spirit, to advance to a better future, and to witness all the blessings we are going to have.
6.	2006 S5	Hui Mung Yee 許夢怡		Advertising/ Media	I was an active member back in the time in Ying Wa, connecting particularly the SA and was keen to explore new opportunities to expand the exposure for schoolmates. Riding on this characteristic and the inspiration in Ying Wa, I am now working in the dynamic digital media field and would be able to share more effective communications channels on digital to connect with alumnae. My interest is traveling, photography and yoga.



	Yr of Grad	Name	Photo	Career / Occupation	Brief Introduction
7.	2005 S5	Ip Ka Hei Kelly 葉嘉希		Business Development Manager	I am very happy to participate in this year's AA mentorship programme. Meeting a group of energetic mentees triggered me to reminisce the good old days in Ying Wa. As a mother of a newborn girl, I want to start to get more contact and understand more about our next generation. I believed I can apply my strong event and project management skills to serve YWGS.
8.	1979 S7	Lau Siu Ki Clive 劉紹基		Civil Servant	I've been the Vice-Chair of the Alumnae Association since March 2015 and sure had a whale of a time serving in the AA. It is such as a privilege to work with the principal, school teachers, advisors, the President of AA, other council members and many other alumnae to organize events to foster friendship among Ying Wa girls and to assist in the long term development of YWGS. My wish is to continue my sharing of knowledge and experience in support of our fellow alumnae, current and future students, and the Ying Wa community.
9.	1977 S5	Lee Sai Fung Odetta 李細鳳		Finance & Accounting	I am a qualified accountant and have been in finance and accounting in my career. I am serving at the AA Council as treasurer and would like to continue on the contribution. My strength is in problem solving. My passion on serving YW AA starts when I was very active in school and was the student council President. I enjoy reading, movie watching and travelling. I really enjoy serving the AA with the existing council members.
10.	2008 S5	Lee Suet Yee Jessica 李雪怡		Finance & Accounting	I was grateful to have been elected as a one of the committee members of the Student Association during my studies in Ying Wa. I wish that I can continue to serve our school and alumnae by taking part in the Alumnae Association. As a young alumna, I hope I can bring in more new ideas and a better bonding with the younger generations. I majored in Business Administration during university and am currently working in the Finance and Accounting field. I like hiking, traveling and watching movies.

	<b>Yr of Grad</b>	<b>Name</b>	<b>Photo</b>	<b>Career / Occupation</b>	<b>Brief Introduction</b>
11	2008 S5	Mak Wing Hin Christy 麥穎軒		Doctor	It has been my pleasure to serve our school in the past 4 years in the council. Our council has always been a happy place where I witness how enthusiastic and energetic our alumni are. I hope I will have the chance to serve our school in the coming 2 years with my devotion and experience. As a young alumna, I wish to promote our council in the younger generation of Ying Wa and vice versa, to bring voices from the younger generation into the council.
12	1987 S5	Mak Yin Ping Elke 麥燕萍		Information Technology	I joined the HKSAR Government as an Information Technology (IT) professional after graduation from the City University of Hong Kong. Over the years, I have participated in large-scale application development projects and provided strategic oversight of IT activities across various government departments. Currently, I'm serving in the Industry Development Division of the Office of the Government Chief Information Officer, responsible for the implementation of digital inclusion initiatives to help needy groups, including elderly people and persons with disabilities, enhance their quality of lives, unleash their potential and lead a smarter living. Among the initiatives was the flag-ship "Web / Mobile App Accessibility Campaign" that promoted wider adoption of accessibility design in websites and mobile apps in the Government, non-governmental organisations and business enterprises. I'm now in charge of the initiatives to encourage more elderly people and persons in need to use ICT in their daily lives. Besides, I actively participate in the fund raising activities of the School Redevelopment Project of YWGS, i.e. her alma mater. I'm a mentor for the City University Professional Mentorship Programme since its inception, and a regular volunteer alumni speaker at the University Information Day and related events for prospective students. I have spent over 10-years volunteering with government volunteer teams, in particular serving singleton elders and persons with visual impairment.



	Yr of Grad	Name	Photo	Career / Occupation	Brief Introduction
13	1998 S5	Moo Shuet Ching Eviza 毛雪貞		Tutor	I am a tutor of my own education centre which mainly to teach primary school students. I am a cheerful, extroverted and communicative person. In the past few years, I've been actively involved in volunteer activities at my kids' schools. From which I've established good organizational and cooperation skills. I like to party with friends and go outings with my family in my spare time. In addition, I like reading and making some crafts at home. I'd like to contribute and serve our alumnae and become a council member of YWGSAA for the next two years.
14	1978 S5	Pang Fung Lin Florence 彭鳳連		Administrator	I was graduated from YWGS in 1978 (F5). I am a quite stable, simple and an ordinary person and has been working for a company over 20 years. I like watching TV sports such as tennis & badminton; travelling. I'm a council member of YWGSAAAL for 2017 to 2019 and I'm happy to be invited as nominees this year.
15	1978 S5	Tam Chi Man Doris 譚智敏		Assistant Co-ordinator (Market Special Duties) in Food and Environmental Department, HKSAR	I work as an Assistant Co-ordinator responsible for administration & coordination of market improvement projects and market modernization programme to improve the overall operational environment and flow of customers. My area of interest includes sports, travelling and voluntary work. My strengths are good communication, problem solving and leadership skills. I enjoy the experience of working in AA (1.4.2017 – 31.3.2019) and have prepared to continue serving AA in future, assist the school towards returning to our home site and celebrate 120 <sup>th</sup> Anniversary of YWGS.

	<b>Yr of Grad</b>	<b>Name</b>	<b>Photo</b>	<b>Career / Occupation</b>	<b>Brief Introduction</b>
16	1990 S5	Yan Miu Kam Vivian 甄妙琴		Senior Executive Officer (Civil Servant)	I graduated from YWGS in 1992 and entered the University of Hong Kong to study translation. Upon completion of my Bachelor Degree, I immediately joined the Government and am now a Senior Executive Officer. My interests are language studies and travelling. To me, YWGS is my hometown and where I have been nurtured as a responsible adult to love my family and friends and serve the community and where I came to know the God. I have the fondest memories here and am ready to serve YWGSAA for bridging the school and the alumnae.

### Serving Teachers in YWGS

	<b>Yr of Grad</b>	<b>Name</b>	<b>Photo</b>	<b>Career / Occupation</b>	<b>Brief Introduction</b>
17	1982 S5	Chow Siu Fung 周小鳳		Ying Wa Teacher	Appointed Council Member
18	1998 S5	Ho Chung Sang 何頌笙		Ying Wa Teacher	Appointed Council Member



	<b>Yr of Grad</b>	<b>Name</b>	<b>Photo</b>	<b>Career / Occupation</b>	<b>Brief Introduction</b>
19	2005 S5	Li Chun Yan Selina 李晉欣		Ying Wa Teacher	Appointed Council Member
20	1989 S5	Man Sze Wan 文詩韻		Ying Wa Teacher	Appointed Council Member



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APPENDIX F

### **2018 Annual General Meeting** **(Minutes of the 59<sup>th</sup> Council Meeting)**

Date: 24 March 2018 (Saturday)  
Time: 6:30 pm - 7:00 pm  
Venue: Jade Garden, 3/F Causeway Bay Plaza 2, 463-483,  
Causeway Bay, Hong Kong  
Attendees: 142 members (see the name list in Appendix A)  
3 proxies (see proxy forms in Appendix B)  
President: Miss Chui Wai Shan, Anita  
Secretary: Miss Cheung Siu Ping

#### Minutes:

(1) To confirm the minutes of the last AGM held on 25 March 2017

Proposer of the resolution: Ms Chow Siu Fung

Seconder of the resolution: Ms Tsang Kit Man

Result: The resolution was passed without objection

(2) To approve the report of the President of the Council of YWGSAAAL for 2017-2018

2.1 The President briefed members of the work done in the past year, including outings, Mentorship Programmes, AA newsletter, revamping of the Website, performances of the alumnae choir, YWGSAA Facebook and the giving out of Bibles to S1 students, etc.

2.2 The Chairman of the AA Charity Trust Fund, Dr Huen Kwai Fun, briefed member on activities and projects sponsored by the



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APPENDIX F

Charity Trust Fund. No question was raised.

Proposer of the resolution: Ms Man Sze Wan, Alice  
Secunder of the resolution: Ms Chan Wai Man, Carrie  
Result: The resolution was passed without objection

- (3) To adopt the accounts of the YWGSAAAL from 1 January 2017 to 31 December 2017 and the related Auditor's Report

3.1 Ms Lee Sai Fung, Odetta briefed members on the accounts of the association for 2017. No question was raised.

Proposer of the resolution: Ms Lai Yuk Fai, Rosa  
Secunder of the resolution: Ms Tsang Kit Man  
Result: The resolution was passed without objection

- (4) To approve the accounts of the YWGSAA Charity Trust Fund from 1 January 2017 to 31 December 2017

4.1 Dr Huen Kwai Fun briefed members on the progress of the Fund and student activities subsidised by the Charity Trust Fund. No question was raised

Proposer of the resolution: Ms Wang Man Wah  
Secunder of the resolution: Ms Ng Mei Han  
Result: The resolution was passed without objection

- (5) To approve the appointment of Eric H.L. Chung & Co. Certified Public Accountants as the auditor of the YWGSAAAL from the conclusion of this AGM until the conclusion of the next AGM

5.1 The President proposed that Eric H.L. Chung & Co. Certified Public Accountants be re-appointed as our Honorary Treasurer from the conclusion of this AGM to the conclusion of the next AGM. No question was raised.

Proposer of the resolution: Ms Chan Wai Man, Carrie



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Seconder of the resolution: Ms Man Sze Wan, Alice

Result: The resolution was passed without objection

(6) To adopt the Council's proposed amendment to Article 21(b)(i) of the Articles of Association regarding the maximum terms of office of the office bearers

6.1 The President briefed members the justifications for making such a proposal by the YWGSAA Council and informed members that shortly before the commencement of the AGM, a member feedback was received proposing an amendment to revise also 21(b)(ii) so that a council member could remain in the office for 3 consecutive terms instead of 2.

6.2 The Council accepted the suggestion but did not have sufficient lead time to include such proposal in a written notification sent to all members prior to the AGM.

6.3 To such end, the President decided to postpone the amendments of Articles 21(b)(i) and 21(b)(ii) by a special resolution at the next AGM. The floor had no objection.

(7) Any Other Business

To amend Article 21(b)(ii) so that a council member can remain in office for at most four instead of three consecutive terms.

7.1 The amendment proposals of Article 21(b)(i) and Article 21(b)(ii) were interrelated and should be considered together. For the reason given in para. 6.2 above, the President decided to postpone the amendments by a special resolution at the next AGM. The floor had no objection.

Signature

Chui Wai Shan, Anita

President

Date: 24/3/2019

Signature

Cheung Siu Ping

Hon. Secretary

Date: 24/3/2019