Memorandum and Articles of Association of Hong Kong Shue Yan University’s Journalism & Communication Department Members Association

30 Mar. 2008
(drafted by Leung Kwok Tung)

MEMORANDUM OF ASSOCIATION
OF
HONG KONG SHUE YAN UNIVERSITY’S JOURNALISM & COMMUNICATION DEPARTMENT MEMBERS ASSOCIATION
(香港樹仁大學新聞及傳播學系學友會)

1. The name of the Company (hereinafter called "the JCMA") is "HONG KONG SHUE YAN UNIVERSITY’S JOURNALISM & COMMUNICATION DEPARTMENT MEMBERS ASSOCIATION LIMITED.
(香港樹仁大學新聞及傳播學系學友會有限公司)".

OR, abbreviated as:

HKSYU-JCMA LIMITED (hereinafter called “the Company”)
(香港樹仁大學新聞及傳播學系學友會有限公司)

2. The Company shall be registered under The Companies Ordinance (Chapter 32) As a Company Limited by Guarantee And Not Having A Share Capital

3. The Registered Office of the JCMA will be situated in Hong Kong.

4. The objects for which the JCMA is established are:-

a. To promote the opportunities of study, internship and job allocation for Members of the Hong Kong Shue Yan University’s Journalism & Communication Department Editorial Board (or hereinafter called “the JCDEB”).

b. To promote the opportunities of academic study and exchange in overseas countries for Members of JCMA.

c. To assist in the future developments of the Hong Kong Shue Yan University’s Journalism & Communication Department (hereinafter called “the JCD”) in order to attract high quality freshmen, to enhance the standing of the JCD and in turn promote and improve the professional standard of the media industry (hereinafter called “the Industry”) in Hong Kong.

d. To establish an interactive platform between the JCD and the Industry in order to mutually-benefit each other and to identify new opportunities and challenges brought by technological advancements.
e. To manage and administer the JCMA for the sole operation of functions related to helping its Members to further their studies and enhance their professional skills as well as assisting the JCD in its future developments. The JCMA shall not participate in any political activities or social movements.

f. To protect the mutual and professional interests of the Members of the JCMA.

g. To receive any or all kinds of donations, gifts and bequests for the purposes of running the JCMA.

h. To print and publish any newspapers, periodicals, journals, books, examination papers, circulars, or leaflets that the JCMA may think desirable for the promotion of its objects.

i. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the JCMA may think necessary or convenient for the promotion of its objects and to construct, alter and maintain buildings convenient or necessary for the work of the JCMA.

j. To let, mortgage, sell, manage, lease, dispose of, or otherwise deal with all or any part of the property or assets of the JCMA as may be deemed expedient with a view to the promotion of its objects.

k. To borrow or raise any money that may be required by the JCMA for the purposes of the JCMA upon such terms as may be deemed advisable and in particular by mortgage or charge of all or any part of the property of the JCMA.

l. To invest any moneys of the JCMA not immediately required for any of its objects in such manner as may from time to time be determined.

m. To undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the JCMA.

n. To grant donations for any charitable purpose, to grant pensions to any person who is or has been a paid officer or employee of the JCMA and to the widow, children and dependants of any such person and to establish and support or contribute to the establishment and support of pension, superannuation, benevolent and other funds, trusts and schemes for his, her or their benefit.

o. To establish and support and to aid in the establishment and support of any other association formed for all or any of the objects of this JCMA, provided that any such association shall be precluded by its constitution from distributing its income or
Property amongst its Members to an extent at least as great as is imposed upon the JCMA by this/her Memorandum.

p. To amalgamate with any association having objects altogether or in part similar to those of this JCMA, subject to the same proviso as in Clause (q).

q. To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies limited by guarantee and having no share capital, institutions, societies, or associations with which this JCMA is authorised to amalgamate.

r. To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them.

5. All incomes of the JCMA whencesoever derived shall be applied solely towards the promotion of the objects of the JCMA as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, gifts, division, bonus or otherwise howsoever by way of profit, to the Members of the JCMA.

6. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the JCMA, or to any Member of the JCMA, in return for any service actually rendered to the JCMA nor prevent the payment of interest at a rate not exceeding 10 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the JCMA, but so that no Member of the Council or Governing Body of the JCMA (as hereinafter mentioned as “the JCMA Council”) shall be appointed to any salaries office of the JCMA or any office of the JCMA paid by fees, and that no remuneration or other benefit in money or money’s worth shall be given by the JCMA to any Member of the JCMA Council except by way of repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or the payment of a reasonable and proper rent for premises demised or let to the JCMA; provided that the provision last aforesaid shall not apply to any company of which a Member of the Council or Governing Body may be a member or shareholder holding not more than one-hundredth part of its capital, and such Member shall not be bound to account for any share of profits he/she may receive in respect of any such payment.

7. In the event of the JCMA being granted a licence under Section 21 of the Companies Ordinance, no addition, alteration or amendment shall be made thereafter to or in this Memorandum and Articles of Association unless the same shall have been submitted to and approved by the Registrar General of the Government of the Hong Kong Special Administration Region in writing.

8. The liability of Members of the JCMA is limited.
9. Every Member of the JCMA undertakes to contribute to the assets of the JCMA in the event of its being wound up while he/she is a Member, or within one year afterwards for payment of the debts and liabilities of the JCMA contracted before he/she ceases to be a Member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK$10.00.

10. If upon the winding up or dissolution of the JCMA 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 JCMA, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the JCMA, 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 JCMA under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the JCMA at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Hong Kong as may have or may acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

11. True accounts shall be kept of the sums of money received and expended by the JCMA, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the JCMA 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 JCMA for the time being in force; such accounts shall be open to the inspection of the Members of the JCMA. Once at least in every year the accounts of the JCMA shall be examined, and the correctness of the balance sheet ascertained by one or more Authorized Auditor or Auditors, on either hired or honorary basis.

ARTICLES OF ASSOCIATION
OF
HONG KONG SHUE YAN UNIVERSITY’S JOURNALISM & COMMUNICATION DEPARTMENT MEMBERS ASSOCIATION
（香港樹仁大學新聞及傳播學系學友會）

12. Qualification of Members

The following persons shall be entitled to be Members of the JCMA, namely:-

a. The Subscribers to the Memorandum of Association

All such persons as -
(i) shall have been elected or admitted to be Members by the Council of the JCMA, in accordance with these presents or the regulations, and also

(ii) shall, by writing under their respective hands in such form as shall from time to time be approved by the Council, have applied to be admitted to Membership and agreed to be bound by this Memorandum and Articles, and

(iii) shall have paid the prescribed fees.

b. The Members of the JCMA (other than Honorary Members as hereinafter mentioned) shall consist of two classes, namely, Fellows and Associates.

Fellow Members

a. The Subscribers of the Memorandum of Association shall be Fellows of the JCMA. No person (except as otherwise provided by these presents) shall be eligible for admission as or to become a Fellow of the JCMA unless he/she:

(i) has attained the age of eighteen years,
(ii) has been a former graduate of the JCD in Hong Kong Shue Yan University or formerly known as Hong Kong Shue Yan College.
(iii) has in all cases satisfied the Council as to his/her general character and suitability.

Associate Members

a. No person (except as otherwise provided by these presents) shall be eligible for admission as an Associate of the JCMA unless he/she:

(i) has attained the age of eighteen years.
(ii) has been a registered student of the JCD in the Hong Kong Shue Yan University.
(iii) has in all cases satisfied the Council as to his/her general character and suitability.

13. Save in the case of the Subscribers to these presents all applications for admission to Membership of the JCMA shall be made to the Council in the form for the time being prescribed by the Council accompanied by such other information as the Council may from time to time determine.

14. The Council shall have full discretion (subject only to these presents and to the regulations of the JCMA) to determine as to the admission of all applicants and its decision shall be final. The Council shall not be bound to give any reason for its decision.

15. Any person eligible for admission as a Fellow of the JCMA may be admitted as an Associate of the JCMA, and any person who has become an Associate may, if
eligible, become a Fellow on payment of the additional fees required by these presents or by the regulations at the time the application is made.

16. Every Member shall be entitled to a certificate of Membership as a Fellow, Associate or Honorary Member, as the case may be; such certificate shall be in the form set out in the schedule to these presents. All certificates issued by the JCMA shall remain the property of the JCMA and the holder of any certificate is bound under these presents to return the said certificate to the JCMA on his/her ceasing to be a Member of the JCMA for any reason whatsoever.

17. Members of each class in the JCMA shall in order to indicate Membership of that class be entitled to such designatory letters as may be prescribed by the JCMA regulations.

18. Every person shall, upon applying for admission, sign an undertaking that he/she shall, if admitted, and so long as he/she is a Member, duly observe these presents and the regulations and all rules and regulations of the JCMA for the time being in force, and that he/she shall not use any designation or designatory letters denoting Membership except while participating in a JCMA programme or activity.

Honorary Members

19. It shall be competent for any duly constituted Meeting of the Council of the JCMA, by resolution passed by half at least of those present, to elect for such period as the Council may determine as an Honorary Member any person who by reason of his/her public status or professional experience appears to the Council to be able to promote and is desirous of promoting the objects of the JCMA.

20. An Honorary Member of the JCMA shall not be liable or be called upon to pay any fee or sum on admission as an Honorary Member, or to pay any annual subscription to the JCMA.

21. An Honorary Member shall be entitled to the ordinary privileges of Membership except the right to vote or to be elected to Membership of the Council.

22. The Council shall have absolute discretion as to the admission of applicants to Honorary Membership of the JCMA, subject, however, to these presents and to the regulations for the time being in force.

Advisers

23. It shall be competent for any duly constituted Meeting of the Council of the JCMA, by resolution passed by at least half of those present and voting, to elect for such period as the Council may determine as an Adviser, any Member who,
by reason of his/her past association or experience in the JCMA's matters and affairs, appears to the Council to be able to assist in promoting the objects of the JCMA.

24. An Adviser of the JCMA shall be entitled to receive Notice of Meeting of the Council, participate in deliberations in the Council meetings, join any committee established by the Council but has no voting rights at any Council meeting.

25. The Council shall have absolute discretion as to the admission of an adviser of the JCMA subject, however, to these presents and to the by-laws for the time being in force.

Rights and Duties of Members

26. All Fellow Members shall have the equal right of vote; to nominate other Fellow Members for Council Member election; to be elected as Council Members and to participate in the JCMA programmes and activities.

27. Save the case of election of Council Members or voting of the JCMA resolutions, all Associate Members shall have the right to participate in the JCMA programmes and activities.

28. All Fellow Members and Associate Members shall have an equal opportunity to be qualified for financial assistance in their professional training or internship programmes.

29. All Fellow Members and Associate Members shall have to pay their Admission Fees; and to observe strictly the JCMA regulations and resolutions during their entire Membership.

30. When participating in the JCMA programmes or activities, all Fellow Members and Associate Members shall fully and completely abide by the regulations, the action plans and all other necessary measures of individual programme or activity as required.

31. All Fellow Members and Associate Members shall not make use of the JCMA to profit for their own purposes. Subject to the seriousness of such acts, he/she shall receive a written warning; suspension of membership for two years; ungracefully discharged of his/her membership; or be reported to police for investigation.

Address of Members

32. Every Member shall from time to time notify in writing and send by post, fax, or email to the Secretary of the Council a place of business or residence in Hong Kong to be registered as his/her place of address and the place so registered
from time to time, shall for the purposes of any ordinances these presents and the regulations be deemed his/her registered place of address.

Admission Fees and Annual Subscriptions

33. Persons admitted as Fellows without first becoming Associates shall on admission pay an Admission Fee of Hong Kong Dollars Two Hundred (HK$200).

34. Persons admitted as Associates shall on admission pay an Admission Fee of Hong Kong Dollars One Hundred and Fifty (HK$150).

35. Associates promoted to the status of Fellows shall on admission pay an additional Admission Fee of Hong Kong Dollars Fifty HK$(50).

36. The Admission Fee shall not be refunded if any member shall be involved or committed in any of the activities or offences hereafter mentioned in Article 45 to Article 48.

37. The amount of Admission Fees for Fellow and Associate Members shall be adjusted as determined from time to time by the JCMA by Ordinary Resolution in Annual General Meetings or Extraordinary General Meetings as hereinafter mentioned.

38. Depending on the JCMA’s future development needs, an annual subscriptions to be payable by all members of the JCMA may be considered and introduced upon the successful approval by a resolution in an AGM or EGM.

Use of Admission Fees and Donations

39. All Admission Fees and Donations shall only be used for the sole purpose of the JCMA operations and businesses; programmes and activities for JCMA Members; and/or such others as determined from time to time by the Council and approved at the Annual General Meeting or the Extraordinary General Meeting.

40. No Council Member shall be entitled to get directly any salaries or considerations from Admission Fees and Donations for his/her undertakings of programmes and activities.

41. No individual member shall be entitled to get directly any subsidy from Admission Fees and Donations in his/her participation of the JCMA programmes and activities.

42. One third of the annual Admission Fees shall be allocated for assisting Associate
Members in the form of scholarships. The number of scholarships shall be determined by the Council of JCMA.

43. Consideration shall be given to allocate some funds for assisting Fellow Members in their professional trainings when the annual Admission Fees shall reach such a competent level.

Inspection of Registers

44. The Secretary of the Council shall allow to Members, between the hours of ten in the forenoon and twelve at noon, such inspection of the Register or other registers as is provided by the Company Ordinance.

Retirement From or Forfeiture of Membership

45. The privileges of a Member shall not be transferable and shall cease on his/her death, but without prejudice to the rights of the JCMA to claim from such person on his/her estate any subscription or other sums due from him/her to the JCMA at the date of his/her death.

46. Any member wishing to resign his/her Membership shall tender written notice to the Council, and on its acceptance, but not before, his/her Membership shall cease accordingly. Any member giving notice in accordance with the provisions of this Article shall remain liable to pay any subscription or other sums due from him/her at the date of such notice, but shall not become liable for a further year's subscription solely by reason of the fact that the Council's acceptance of such notice takes place after the end of the year in which it is tendered.

47. Any Member shall ipso facto cease to be a Member in the event of his/her annual subscription or any other sum or sums payable by him/her to the JCMA being in arrear for four months from the date on which such subscriptions or other sum or sums respectively became payable, but shall, nevertheless, be liable to pay the amount of such year's subscription and any other arrears of subscription or other sum due by him/her to the JCMA, and shall be liable otherwise on the footing that his/her Membership continued until the date when all such subscriptions, arrears and other sums were fully paid. The Council shall have power to suspend the operation of this clause in any case in which it is of opinion that it is reasonable to do so. In the case of a person, who has ceased to be a Member under this Article or under Article 30 hereof, the Council may, at its discretion, by Resolution passed by half at least of those present at a meeting of the Council, re-admit him/her to Membership upon such conditions and terms as it may think fit.
48. If any Member shall become bankrupt, or shall either individually or as a partner in a firm make or agree to make an assignment for the benefit of his/her creditors, or shall make any arrangement or composition with his/her creditors, or execute any similar deed or agreement, or shall take or attempt to take the benefit of any statutory provision for arrangement with his/her creditors, he/she shall cease to be a Member, but the Council may, at its discretion, by Resolution passed by half at least of those present at a meeting of the Council, readmit him/her to Membership upon such conditions and terms as it may think fit.

The Council of JCMA

49. The Council (as hereinafter so called) shall comprise a maximum of 7 members elected by Fellow Members of the JCMA at the Annual General Meeting or Extraordinary General Meeting (as hereinafter mentioned) as in the case of replacement of a retired or discharged Council member.

50. The Council shall operate the JCMA affairs on a day-to-day basis under the governance of this Memorandum and Articles of Association and the regulations as determined or revised from time to time by the JCMA by Ordinary/Special Resolution at Annual General Meetings.

51. The Council shall comprise one chairman, one vice-chairman, one secretary and four members. The Head of the JCD shall be the Council’s Honorary Chairman.

52. The Council shall invite one to two Associate Members who shall also be officers of the JCDEB to participate in the Council meetings as when and where deemed appropriate.

53. The Council shall invite Advisers mentioned in Article 22 to join the Advisers Committee to help with the Council’s work. The number of the Advisers Committee shall be five.

54. The Council shall invite a JCMA Member or a former JCD graduate from each year to join the Liaisons Committee for the enhancement of communications between the JCMA and all JCD graduates.

The Council Members

55. All Council Members, except the Honorary Chairman, shall be Fellow Members of the JCMA.
56. All Council Members shall be elected at the Annual General Meeting and take office for a term of three years with an option for a second term or more but to be determined and voted by JCMA Members at the Annual General Meeting.

57. All elected Council Members shall elect amongst themselves the chairman, the vice-chairman, the secretary and the ordinary Council Members at the first Council Meeting.

58. All Council Members shall have equal rights of vote on matters and issues except the Honorary Chairman.

59. All Council Members shall not receive any salaries or considerations, except for out-of-pocket expenses, in any undertaking of positions or jobs in the JCMA operating company.

60. Any Council Member who is medically unfit, declared bankrupt, found guilty of any criminal act, or due to any other personal reason, shall have to resign from the Council immediately. His/her position shall be replaced by another Council Member or Fellow Member elected at an EGM.

Annual General Meeting/Extraordinary General Meeting

61. The Annual General Meeting and the Extraordinary General Meeting (hereinafter called “the AGM” and “the EGM”) shall convene once a year for the former and whencesoever necessary for the latter at a time and place deemed appropriate by the Council.

62. A 14-day advance written notice of the AGM and the EGM shall be sent by the Council to all JCMA Members by mail, fax, email, or posting on the JCMA website.

63. The AGM and the EGM shall convene as a quorum and be deemed legitimate with 1/5 of the Fellow Members or 25 Fellow Members (whichever is lower) present or represented by signed proxy.

64. The Council Chairman shall announce the AGM or the EGM adjourned or aborted when the quorum is not present after 30 minutes of the meeting convenes. The adjourned or abortive AGM or EGM shall convene again within 30 days.

65. All resolutions shall be voted and be passed with half of the total Members present or represented by proxy as mentioned in Article 63.
Organization and Operation of JCMA

66. Outlines of organization and operation of the JCMA as a company limited by guarantee and not having a share capital are described in the attached Appendix 1 and the Preparatory JCMA Council is in Appendix 2.

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Appendix 1: Outlines of Organization and Operation of HKSYU-JCMA Limited

Organization

1. The JCMA shall be registered under the Company Ordinance (Chapter 32) as a company limited by guarantee and not having a share capital and named as:

HKSYU-JCMA LIMITED
(香港樹仁大學新傳系學友會有限公司)

2. The Company shall at the start comprise of:

   a. Finance & Administration Department;
   b. Marketing & Public Relations Department; and
   c. Membership Services Department

3. The Board of Directors of the Company shall be acted for and on behalf of by the JCMA Council. The Board of Directors is organized as follows:

   a. Chairman of the Board of Directors shall be the Chairman of the JCMA Council whilst the Managing Director of the Company shall be the Vice-Chairman of the JCMA Council.

   b. The other three departments of the Company shall be headed by the other JCMA Council Members.

   c. The Finance & Administration Department shall be headed by a Council Member who at the same time shall be an existing staff employed by the JCD.

Operation

4. All Council Members undertaking offices in the Company shall be abided by the relevant laws of the Hong Kong Special Administration Region.

5. The Company shall operate for the time being in the offices of the JCD where all financial and administration documents shall also be kept.

6. All the accounts of the Company shall be audited by an independent auditor and the Company’s Financial Statement shall be submitted to the Inland Revenue Department and tabled at the AGM for JCMA Members’ reference and record.

7. All Company payments shall be made payable by cheques signed by either the Chairman or the Vice Chairman together with the Head of the Finance Department.
8. All expense reimbursements shall be applied and submitted with original invoice and screened by the Head of the Finance Department prior to the JCMA Council’s approval.

9. The Company shall solicit consulting businesses in recruitment, recommendation, project support, market research and so on from media, public relations, advertising and other industries; and whereby creating revenues for the JCMA.

10. All the Company’s staff, either permanent or temporary, shall be recruited with priority from former graduates or current students of the JCD.

**Estimated Expenditure Budgets**

11. It is estimated the setup fees of the Company shall be approximately HK$10,000, including the Business Registration Fee.

12. The annual basic expenses for Business Registration, accounting and auditing is approximately HK$15,000. In case an honorary account and an auditor shall be identified to provide a free service, this annual expense should be reduced to approximately HK$10,000.

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**Appendix 2: The Preparatory JCMA Council**

1. Honorary Chairman: Mr. Leung Tin Wai 梁天偉
2. Chairman: Mr. Leung Kwok Tung 梁國棟
3. Vice-Chairman: Li Chi Kin, Earnest 李志堅
4. Secretary: Ms. Hung Hiu Lan, Helen 洪曉嵐
5. Finance & Administration: Lam Wun Sum, Sam 林援森
7. Membership Services: Ho Man Chun, Jony & Mok Pui Kwan, Sophia 何文俊和莫佩筠

Advicers:
Mr. Godwin Chan 陳志雄 (Honorary Legal Adviser)
Mr. Fong Chi Yuen, Jeremy 方志遠
Mr. Sin Hok Leung, Tommy 洗學良
Mr. Andy Poon 潘錫欽

JCD Student Helper:
Koo Tin Wai, Judy 古天惠

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