

# HONG KONG LA SALLE COLLEGE OLD BOYS' ASSOCIATION - TORONTO

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## **BY-LAW**

A by-law relating generally to the transaction of the business and affairs of

### **HONG KONG LA SALLE COLLEGE OLD BOYS' ASSOCIATION - TORONTO**

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BE IT ENACTED as a by-law of the Association as follows:

#### **SECTION ONE**

##### Interpretation

1.01 Definitions. In the by-laws of the Association, unless the context otherwise requires:

“Act” means the Ontario Not-For-Profit Corporations Act, 2010, or any status that may be substituted therefor, as from time to time amended;

“appoint” includes 'elect' and vice versa;

“Articles” means the articles on which is endorsed the certificate of Articles of Association as from time to time amended or restated;

“Association” means the association incorporated under the Corporations Act by the said certificate endorsed on the articles and named “HONG KONG LA SALLE COLLEGE OLD BOYS' ASSOCIATION - TORONTO”;

“board” means the board of directors of the Association and “director” means a member of the board;

“by-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;

“cheque” includes a draft;

“meeting of members” includes an annual general meeting of members and a special meeting of members; and

“recorded address” has the meaning set forth in section 9.06.

Save as aforesaid, words and expressions defined in the Act have the same means when used herein. Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual and a natural person in his capacity.

## SECTION TWO

### General

2.01 Association Seal. Until changed by resolution of the board, the seal of the Association shall be in the form impressed on the schedule annexed.

2.02 Financial Year. Until changed by the board, the financial year of the Association shall end on the last day of September in each year.

2.03 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by two persons, one of whom holds the office of president, vice-president or a director and the other of whom is a director or holds one of the said offices or the office of secretary, treasurer, assistant secretary or assistant treasurer or any other office created by by-law or by the board. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument may or shall be signed. Any signing officer may affix the common seal of the Association to any instrument requiring the same.

2.04 Banking Arrangements. The banking business of the Association including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe.

2.05 Books and Records. The directors shall see that all necessary books and records of the Association required by the by-law of the Association or by any applicable statute or law are regularly and properly kept.

2.06 Membership. The membership shall consist of the applicants of the Association and such other individuals who have studied at La Salle College or La Salle Primary School in Hong Kong as are admitted as members by the board of directors. Members may resign by resignation in writing which shall be effective upon acceptance by the board of directors. In case of resignation, such members shall continue to be liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to acceptance of his resignation. A member shall be deemed to have resigned upon his death.

2.07 Dues. There shall be no dues as fees payable by members except such, if any, as shall from time to time be fixed by the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The Secretary shall notify the members of the due or fees at any time payable by them, and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated by the board of directors.

## **SECTION THREE**

### **Borrowing and Security**

3.01 **Borrowing Power.** Without limiting the borrowing powers of the Association as set forth in the Act, but subject to the Articles, the board may from time to time on behalf of the Association, with the prior authorization of the members of the Association:

- (a) borrow money upon the credit of the Association; and
- (b) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Association including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Association.

Nothing in this section limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

3.02 **Delegation.** Subject to the Act and the Articles, the board may from time to time delegate to a committee of the board, a director or an officer of the Association or any other person as may be designated by the board all or any of the powers conferred on the board by section 3.01 or by the Act to such extent and in such manner as the board may determine at the time of such delegation provided that the same is subsequently endorsed by the board and approved by members of the Association.

## **SECTION FOUR**

### **Directors**

4.01 **Number of Directors.** The board shall consist of a minimum of three (3) to a maximum of fifteen (15) directors. The number of directors for each bi-annual term shall be fixed by the board prior to the general meeting of the members when the directors are to be elected unless otherwise varied as per section 4.03 below.

4.02 **Qualifications.** No person shall be qualified for election as a director if he is less than 18 years of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A director must be a member of the Association. A majority of the directors shall be resident Canadians.

4.03 **Election and Term.** The term of directors shall be for two years. Each director shall be elected to hold office until the second annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified if there is any dispute or irregularity in such election. The whole board shall be retired at each other annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. Where members by resolution in a meeting duly convened to increase the number or minimum number of directors, the members may at that meeting elect the additional number of directors authorized by the amendment

4.04 Removal of Directors. The members may by ordinary resolution passed at an annual or special meeting of members remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the board.

4.05 Vacation of Office. A director ceases to hold office when he dies; he is removed from office by the members; he ceases to be qualified for election as a director; or his written resignation is received by the Association, or, if a time is specified in such resignation, at the time so specified, whichever is later.

4.06 Vacancies. As long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors remaining in office. Whenever there is not a quorum of directors in office, the director or directors then in office shall forthwith call a general meeting of the members to fill the vacancies.

4.07 Action by the Board. The board shall manage or supervise the management of the business and affairs of the Association. The powers of the board may be exercised at a meeting (subject to sections 4.08 and 4.09) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

4.08 Canadian Majority at Meetings. The board shall not transact business at a meeting, other than filling a vacancy in the board, unless a majority of the directors present are resident Canadians, except where

- (a) a resident Canadian director who is unable to be present approves in writing by telephone, electronic, or other communications facilities the business transacted at the meeting; and
- (b) a majority of resident Canadians would have been present had that director been present at the meeting.

4.09 Meeting by Telecommunication. If all the directors of the Association consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given with respect to all meetings to which it relates and may be given with respect to all meetings of the board and of committees of the board. Unless otherwise dissented in writing generally or specifically for any particular meeting, all the directors of the Association is deemed to have given such consent to participate in meeting(s) by telecommunication as provided for in this section.

4.10 Place of Meetings. Meetings of the board may be held at any place within or outside Ontario and in any financial year of the Association a majority of the meetings should be held in Canada

4.11 Calling of Meeting. Meetings of the board shall be held from time to time at such time and at such place as the board, the president or any two directors may determine. In case of conflict, any two directors have the right to requisition meetings of the board with or without prior approval by the president.

4.12 Notice of Meeting. Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Nine to each director not less than 48 hours before the time when and how the meeting is to be held. A notice of the meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business or the general nature thereof to be specified.

4.13 First Meeting of the New Board. Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately, but in any event not more than 30 days after, following the meeting of members at which such board is elected.

4.14 Adjourned Meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.15 Regular Meetings. The board may appoint a day or days in any month or months for regular meetings of the board at a place to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified

4.16 Chairman. The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: president or a vice-president and in case of more than one vice-president, then 1st vice-president and then 2nd vice-president and so on. If no such officer is present, the directors present shall choose one among themselves to be chairman.

4.17 Quorum. Subject to section 4.08, the quorum for the transaction of business at any meeting of the board shall not be less than two-fifth of the number of directors elected for the current year.

4.18 Votes to Govern. At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

4.19 Conflict of Interest. A director who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or transaction or proposed material contract or transaction with the Association shall disclose to the Association the nature and extent of his interest at any time. Such a director shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the same.

4.20 Remuneration and Expenses. The directors shall not be paid any remuneration for their services as the board. The directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof.

4.21 Alternate Director. No person shall act for an absent director at a meeting of directors or in such absent director's capacity.

## **SECTION FIVE**

### **Committees**

5.01 Committees of the Board. The board may appoint from the members of the board with or without other members of the Association one or more committees of the board, however designated, and delegate to any such committee. Any powers of the board, except those which pertain to items which under the Act, a committee has no authority to exercise and subject to the prior approval of the Board before any step(s) to be taken by or on behalf of the Association pursuant to such power conferred.

5.02 Transaction of Business. The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Ontario.

5.03 Advisory Bodies. The board may from time to time appoint such advisory bodies as it may deem advisable.

5.04 Procedure. Unless otherwise determined by the board each committee and advisory body shall have power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

## **SECTION SIX**

### **Officers**

6.01 Appointment. The board may from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority and/or function), a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by-law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Association. An officer must be a director.

6.02 President. The president shall be the chief operating officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Association; and he shall have such other powers and duties as the board may specify.

6.03 Vice President. The president shall be assisted by the vice-presidents, and has the authority to delegate to them such powers as he considers fit, in carrying out his functions and duties. During the absence of the president (according to seniority if so designated and if not by resolution of the Board) the vice-president shall act as, and carry out the duties and functions of the president.

6.04 Secretary. Unless otherwise determined by the board, the secretary shall be the secretary of all meetings of the board, the members and committees of the board that he attends. The secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the board, members and committees of the board, whether or not he attends such meetings; he shall give or cause to be given, as and when instructed, all notices to members, directors, officers, and members of committees of the board; generally used for affixing the seal of the Association and of all books, records and instruments

belonging to the Association, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as otherwise may be specified.

6.05 Treasurer. The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; he shall render to the board whenever required an account of all the transactions as treasurer and of the financial position of the Association; and he shall have other powers and duties as otherwise may be specified;

6.06 Powers and Duties of Officers. The powers and duties of all officers shall be such as the terms of their engagement all for the Association as the board or (except for those whose powers and duties are to be specified only by the board) the chief executive officer may specify. The board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

6.07 Term of Office. The board, in its discretion, may remove any officer of the Association. Otherwise each officer appointed by the board shall hold office until his successor is appointed or until his earlier resignation or until he ceases to be a director or until he ceases to meet the qualification requirement.

6.08 Agents and Attorneys. The Association, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Association in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

6.06 Conflict of Interest. An officer shall disclose his interest in any material contract or transaction or proposed material contract or transaction with the Association in accordance with section 4.19.

## **SECTION SEVEN**

### **Protection of Directors, Officers and Others**

7.01 Limitation of Liability. Every director and officer of the Association in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the Act for non-conformity thereof, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any *error*, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that the duties of his office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

7.02 Indemnity. Subject to the Act, the Association shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as a director or officer, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Association, if (a) he acted honestly and in good faith with a view to the best interests of the Association; and (b) in case of a criminal monetary penalty, he had reasonable grounds for believing that his conduct was lawful. The Association shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnify to claim indemnify apart from the provision of this by-law.

7.03 Insurance. Subject to the Act, the Association may purchase and maintain such insurance for the benefit of any person referred to in section 7.02 hereof as the board may from time to time determine.

## **SECTION EIGHT**

### **Meetings of Members**

8.01 Annual Meetings. An annual meeting shall be held not later than eighteen months after incorporation and subsequently not more than fifteen months after the holding of the last annual meeting at such time and, subject to section 8.03, at such place as the board or the president may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing auditor, if necessary, and for the transaction of such other business as may properly be brought before the meeting or in lieu of the annual meeting the matters may be dealt with pursuant to section 8.18.

8.02 Special Meetings. The board or the president shall have power to call a special meeting of members at any time.

8.02A Members Requisitioned Meetings. The members who hold at least 10 per cent of votes that may be cast at a meeting of the members sought to be held, may requisition the directors to call the meeting for the purposes stated in the requisition.

8.03 Place of Meetings. Meetings of members of the Association shall be held at such place in Ontario as the directors determine or, in the absence of such a determination, at the place where the registered office of the Association is located.

8.04 Notice of Meetings. Notice of the time and place of each meeting of members shall be given in the manner provided in Section Nine not less than 15 days before and no more than 50 days before the date of the meeting to each director, the auditor, if any, and to each member who at the close of business on the record date for notice is entered in the member register as member carrying the right to vote at the meeting. Notice of meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any special resolution or by-law to be submitted to the meeting.

8.05 List of Members Entitled to Notice. For every meeting of members, the Association shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order and showing the membership status and eligibility to vote at the meeting. If a record date for meeting is fixed, the members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held.

8.06 Record Date for Notice. The board may fix in advance a date, preceding the date of any meeting of members by not more than 50 days and not less than 21 days, as a record date for the determination of the members entitled to be given notice of the meeting, and such record date shall be announced not less than 7 days before such record date, by any method reasonably intended to give actual notice such as but not limited to email notification and website posting. If no such record date is so fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, shall be day on which the meeting is held.

8.07 Meetings Without Notice. A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or any otherwise consent to such meeting being held, and (b) if the auditor, if any, and the directors are present or waive notice of or otherwise consent to such meeting being held; so long as such members, auditors, if any, or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Association at a meeting of members may transact.

8.08 Chairman, Secretary and Scrutineers. The chairman of any meeting of members shall be first mentioned of such of the following officers as have been appointed and who is present at the meeting: president or a vice-president. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the secretary of the Association is absent, similarly a member shall be chosen as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairman with the consent of the meeting.

8.09 Persons Entitled to be Present. The only persons entitled to be present at a meeting of members shall be those entitled to vote thereof, the directors and auditor, if any, of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or by-laws to be present at the meeting. Any other person may be admitted only on invitation of the chairman of the meeting or with the consent of the meeting.

8.10 Quorum. A quorum for the transaction of business at any meeting of members shall be three persons present in persons, each being a life member or a member of good standing, entitled to vote thereat. If a quorum is present at the opening of any meeting of members, the members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time thereafter as the members may determine, the members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

8.11 Right to Vote. Every person named in the list referred to in section 8.05 shall be entitled to vote at the meeting provided that (a) the member is a life member who has fully paid the amount of life membership fees as determined by the Association, or (b) the member is in good standing and has fully paid his annual membership fees as determined by the Association.

8.12 Proxyholders and Representatives. Every member entitled to vote at a meeting of members may appoint a proxyholder, or one or more alternate proxyholders, as his nominee to attend in person and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his attorney. Any such proxyholder or representative must be member of the Association. Voting by mail or by telephonic or electronic means is not permitted.

8.13 Time for Deposit of Proxies. The board may fix a time not exceeding 48 hours preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Association; any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Association or an agent thereof specified in such notice if a time period for depositing proxies has been fixed by the board and included in the notice, and if no time period for depositing proxies is provided in the notice calling the meeting, it has been received by the secretary of the Association, the chairman of the meeting or any adjournment thereof, or an agent thereof, prior to the time of voting.

8.14 Votes. At any meeting of members every question shall unless required by the Articles or by-laws or by-law, be determined by a majority of votes upon a show of hands or upon a poll, the chairman of a meeting shall not be entitled to a second or casting vote.

8.15 Show of Hands. Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided, and upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.16 Ballots. On any question proposed for consideration at a meeting of members and whether or not a show of hands has been taken thereon, the chairman may require a ballot or any person who is present and entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to taking of the ballot. If a ballot is taken each member present in person or by proxy shall be entitled to one vote. The result of the ballot so taken shall be the decision of the members upon the said question.

8.17 Adjournment. The chairman at a meeting of members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting other than by announcement at the earlier meeting that is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

8.18 Action in Writing by Members. A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act, (a) in the case of resignation or removal of a director, or the appointment or election of another person to fill the place of such director, a written statement is submitted to the Association by the director giving the reasons for his resignation or the reasons why he opposes any proposed action or resolution for the purpose of removing him from office or the election of another person to fill the office of such director; or (b) in the case of the removal or resignation of an auditor, if any, or the appointment or election of another person to fill the office of auditor, representations in writing are made to the Association by that auditor concerning his proposed removal, the Association by that auditor concerning his proposed removal, the appointment or election of another person to fill the office of auditor, or his resignation.

## **SECTION NINE**

### **Notices**

9.01 Method of Giving Notice. Any notice (which term includes any communication of document) to be given (which term includes sent, delivered or served) to a member, director officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is given, mailed to him at his last recorded address by prepaid mail, emailed to him at his last recorded email address, or by public announcement published on the Association official website. A notice so delivered shall be deemed to have been effectively given (a) when it is delivered personally, (b) on the fifth day after it is deposited in a post office or public letter box if so mailed, (c) on the fifth day after it is sent if so emailed, or (d) on the fifth day after it is published on the Association official website. The secretary may change or cause to be changed the recorded address of any member, director, auditor or member of a committee of the board in accordance with any information believed by him to be reliable.

9.02 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days for giving notice of any meeting or other event, both the day of giving notice and the day of the meeting or other event shall be excluded.

9.03 Undelivered Notice. If any notice be given to a member pursuant to section 9.01 is returned on three consecutive occasions because he cannot be found, the Association shall not be required to give any further notices to such member until he informs the Association in writing of his new address.

9.04 Omissions and Errors. The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.05 Waiver of Notice. Any member, proxyholder or other person entitled to attend a meeting of members, director, officer, auditor or member of a committee of members, may at any time waive any notice, nor waive or abridge the time regulations thereunder, the articles, the by-laws or otherwise, meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or a committee of the board which may be given in any manner.

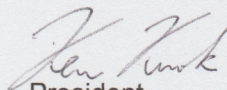
9.06 Recorded Address. In this by-law, 'recorded address' means in the case of a member his address and/or email address as recorded in the member register; in the case of an officer, auditor or member of a committee of the board, his latest address as recorded in the records of the Association; and in the case of a director, his latest address as recorded in the most recent notice filed under the Act, whichever is the more current.

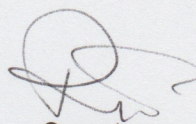
## SECTION TEN

### Effective Date

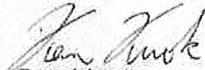
10.01 Effective date. This by-law shall come into force when made by the board in accordance with the Act.


Made by the board on the 11th day of April, 2023.

  
President  
KEVIN KWOK

  
Secretary  
RAYMOND DAY

The above By-law is enacted by the Board of Directors as aforesaid and confirmed by the members at the Annual General Meeting held on the 15th day of May, 2023.

  
President  
KEVIN KWOK

  
Vice-President  
Chris Fong (Shi Hany)

  
Secretary  
RAYMOND AU

**THE SCHEDULE ABOVE REFERRED TO**

The Specimen of the Seal of the Association

**HONG KONG LA SALLE COLLEGE OLD BOYS' ASSOCIATION – TORONTO**