

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**THE HONG KONG ORTHOPAEDIC ASSOCIATION LIMITED**

**香港骨科醫學會**

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**Incorporated the 2nd day of November, 1998.**

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**THE COMPANIES ORDINANCE (CAP. 32)**

**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**OF**

**THE HONG KONG ORTHOPAEDIC ASSOCIATION LIMITED**

**香港骨科醫學會**

**1. NAME**

The name of the Company is “THE HONG KONG ORTHOPAEDIC ASSOCIATION LIMITED 香港骨科醫學會” (the “Association”)

**2. REGISTERED OFFICE**

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

**3. OBJECTS**

The objects of the Association are: -

- (a) To promote the science, art and practice of orthopaedic surgery and its allied disciplines ;
- (b) To develop, support, and augment the education of persons engaged in the practice of orthopaedic surgery for the public benefit ;
- (c) To promote, encourage and assist, for the public benefit, research and education on orthopaedic medicine and therapy including the publication

of books, monographs, articles and other writings in connection thereto ;

- (d) To enhance and promote medical training on orthopaedic medicine and therapy in Hong Kong ;
- (e) To draw and to assist to draw the public's awareness of the knowledge of orthopaedic medicine and therapy in Hong Kong ;
- (f) To promote for public benefit the advancement of orthopaedic surgery which includes but is not limited to the investigation, preservation and restoration of the form and function of the extremities, spine, and associated structures by medical, surgical, and physical means with the aim of bringing relief to patients of all ages suffering from the effects of injury or disease of the musculo-skeletal system ;
- (g) To grant scholarships, donate money, provide funds, offer and award prizes, make gifts in kind and promise gifts to or for others whether charitable organisations or not for the purpose of charitable objects being carried out or achieved ;
- (h) To foster the continuing medical education of orthopaedic surgeons who have completed their training for the public benefit ;
- (i) To undertake research into the special problems arising from orthopaedic surgery and its allied disciplines and into methods of alleviating suffering arising therefrom and to publish the results of such research ;
- (j) To carry out and perform all and any other acts, works, enterprises or things as are of a charitable nature ;
- (k) To apply for, invite and collect from members of the Association or from any other persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance and to apply or donate any money, services or facilities for the purpose of achieving any of the foregoing objects ;
- (l) For the furtherance of the objects of the Association, to acquire by purchase, gift or otherwise, any real or personal property whether subject

to any special trust or not ;

- (m) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects ;
- (n) For the furtherance of the objects of the Association, to undertake and execute any trusts which may lawfully be undertaken by the Association ;
- (o) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets, rights and privileges of the Association in furtherance of its objects;
- (p) To obtain any ordinance, enactment or order for enabling the Association to carry any of its objects into effect or for effecting any modification of the Association's constitution or for any other purpose which may seem expedient ;
- (q) To borrow or raise money for the purposes of the Association and on such security as may be thought fit ;
- (r) In so far as the same are necessary to further the charitable objects of the Association, to lend money to such persons, companies or associations and on such terms as may seem expedient and to guarantee the performance of contracts by any such persons companies or associations ;
- (s) Subject to Clause 4 of this Memorandum to employ and remunerate and, from time to time if thought fit, dismiss and replace with others such clerks or servants or other employees as the Association may think fit, lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as may be considered expedient ;
- (t) For the furtherance of the objects of the Association, to invest the moneys of the Association not immediately required for its purposes in or upon such investments, or to subscribe for or acquire or hold any shares, stocks, debentures on any other securities as may be thought fit ;

- (u) For the furtherance of the objects of the Association, to draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments ;
  
- (v) For the furtherance of the objects of the Association, to establish or promote or concur in establishing or promoting any company or companies which may seem directly or indirectly calculated to benefit the Association provided that such entities shall have objects similar to those of the Association and prohibit the distribution of their income and property to their members to an extent at least as great as is imposed by Clause 4 of this Memorandum ;
  
- (w) For the furtherance of the objects of the Association, to subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other association or company having objects altogether similar to those of the Association or carrying on any enterprise or operation capable of being conducted so as directly to benefit the Association, provided that such entities shall have objects similar to the Association and prohibit the distribution of their income and properties to their members to an extent at least as great as is imposed by Clause 4 of this Memorandum ;
  
- (x) For the furtherance of the objects of the Association, to procure the Association to be registered or recognised in any part of the world ;
  
- (y) For the furtherance of the objects of the Association, to vest any real or personal property, rights or interest acquired or belonging to the Association in any person for the benefit of the Association with a declaration in favour of the Association ;
  
- (z) To pay out of the funds of the Association all expenses which the Association may lawfully pay with respect to the incorporation and registration of the Association ;
  
- (aa) To support or, as the case may require, oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or, as the case may require, prejudice the Association's interest ;

- (bb) Subject to Clause 4 of this Memorandum to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Association and the wives, widows, families and dependents of any such persons and make payments to or towards the insurance of any such persons as aforesaid ;
- (cc) For the furtherance of the objects of the Association, to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or 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, authority, person or company any rights, privileges, charters, contracts, license and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply therewith ;
- (dd) To apply money for any of the purposes hereof in furtherance of the objects of the Association ;
- (ee) Subject to the provisions of Clause 4 hereto to give any remuneration or other compensation (in cash or in any other manner as the Council or governing body may think fit) to any person for services rendered in the conduct or course of the Association's administration and business ;
- (ff) To carry out any other lawful acts or things as are incidental or conducive to the attainment of the above objects or any of them ;

Provided that: -

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such

trusts ;

- (ii) the objects of the Association shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers ;
  
- (iii) the powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

#### **4. USE OF INCOME AND PROPERTY**

- (a) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.
  
- (b) Subject to (d) and (e) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
  
- (c) No member of the Council or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in (e) below) shall be given by the Association to any member of the Council or governing body.
  
- (d) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Council or governing body of the Association in return for any services actually rendered to the Association.
  
- (e) Nothing herein shall prevent the payment, in good faith, by the Association :-
  - (i) to any member of its Council or governing body of out-of-pocket expenses ;

- (ii) of interest on money lent by any member of the Association or its Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (iii) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council or governing body ;
  - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Council or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (d) and (e) above.

5. **LIMITED LIABILITY**

The liability of the members of the Association is limited.

6. **CONTRIBUTION TO ASSETS**

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while such person is a member, or within one year thereafter he ceased to be a member, for payment of the debts and liabilities of the Association contracted before such person ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding HK\$100.00.

7. **APPLICATION OF EXCESS PROPERTY**

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 some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among 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 and, in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) LAU PUI YAU ( 婁培友 )

Flat 4D, Scenery Mansion,  
108 Waterloo Road,  
Kowloon.

Medical Practitioner

(Sd.) LEUNG YUM KWONG ( 梁蔭光 )

13D Lily Court,  
World-Wide Gardens,  
9 Lung Pak Street,  
Shatin,  
New Territories.

Medical Practitioner

(Sd.) CHAN NIK HANG, VINCENT ( 陳力行 )

Department of Orthopaedics & Traumatology,  
Queen Elizabeth Hospital,  
30 Gascoigne Road,  
Kowloon.  
Medical Practitioner

Names, Addresses and Descriptions of Subscribers

(Sd.) LI YUN HOI ( 李閏海 )

Department of Orthopaedics,  
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12 Sandy Bay Road,  
Hong Kong.  
Medical Practitioner

(Sd.) WAI YUK LEUNG ( 韋玉良 )

House 10, 14<sup>th</sup> Street,  
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Tai Po,  
New Territories.  
Medical Practitioner

(Sd.) CHENG CHUN YIU, JACK ( 鄭振耀 )

Flat 7A, Pine Court,  
World-Wide Gardens,  
5 Lung Pak Street,  
Shatin,  
New Territories.  
Professor

Names, Addresses and Descriptions of Subscribers

(Sd.) CHANG YUN PO, ROBERT( 張運波 )  
14C Wealthy Heights,  
35 Macdonnell Road,  
Central,  
Hong Kong.  
Medical Practitioner

(Sd.) CHIEN PING, ERIC ( 錢平 )  
Department of Orthopaedic Surgeons,  
Queen Mary Hospital,  
102, Pok Fu Lam Road,  
Hong Kong.  
Medical Practitioner

(Sd.) HSU YUN CHIANG, STEPHEN ( 許源昌 )

Flat C, 7/F., Block 8,  
Pristine Villa,  
Shatin,  
New Territories.  
Medical Practitioner

Names, Addresses and Descriptions of Subscribers

(Sd.) LAM, DICKY ( 林迪 基 )

alias LAM TIC KEI  
House 39, 26<sup>th</sup> Street,  
Hong Lok Yuen,  
Tai Po,  
New Territories.  
Medical Practitioner

(Sd.) WU WING CHEUNG, STEPHEN ( 胡永祥 )

Department of Orthopaedics & Traumatology,  
Pamela Youde Nethersole Eastern Hospital,  
3 Lok Man Road,  
Chai Wan,  
Hong Kong.  
Medical Practitioner

Dated the 9th day of October, 1998

WITNESS to the above signatures :

(Sd.) Dr. Dicky Lam alias Lam Tic Kei  
Medical Practitioner,  
House 39, 26th Street,  
Hong Lok Yuen,  
Tai Po, New Territories.

WITNESS to the signature of Dr. Dicky Lam

(Sd.) Paul Ng  
Paul Ng & Company,  
Solicitors & Notaries,  
7/F., Luk Hoi Tong Building,  
31 Queen's Road, Central,  
Hong Kong.

**THE COMPANIES ORDINANCE (CAP. 32)**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**OF**

**THE HONG KONG ORTHOPAEDIC ASSOCIATION LIMITED**

香 港 骨 科 醫 學 會

**DEFINITIONS**

1. In these Articles, except where the context otherwise requires :

“Association” means the Company incorporated as “The Hong Kong Orthopaedic Association 香港骨科醫學會”.

“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.

“Fellow”	means a member who attained an orthopaedic specialist status and admitted by Council as fellow of the Association.
“Honorary Secretary”	means the person for the time being holding the office of Honorary Secretary.
“Honorary Treasurer”	means the person for the time being holding the office of Honorary Treasurer.
“member”	means a person admitted to membership of the Association by the Council and whose name appears on the Register of Members for the time being.
“Office”	means the registered office, for the time being of the Association.
“Ordinance”	means the Companies Ordinance, Chapter 32 of the laws of Hong Kong, and any modifications thereto.
“President”	means the person, for the time being elected by the members, after serving as President-Elect for a term, then to hold the office of President of the Association.
“President-Elect”	means the person, for the time being elected by the members, to hold the office of President-Elect of the Association and will take the office of President of the Association in the next term of the Council.
“Register”	means the Register of Members of the Association to be kept pursuant to Section 95 of the Ordinance.
“Seal”	means the common seal of the Association.
“Vice-President”	means the person, for the time being elected by the members, in Annual General Meeting or Extraordinary General Meeting, to hold the office of Vice-President of the

Association.

“Council Member” means the person for the time being elected a member of the Council by the members to hold the office

2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
3. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Cap. 32, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.
4. The Association is established for the purpose expressed in the Memorandum of Association.

## **MEMBERSHIP**

5. The number of members with which the Association proposes to be registered is 400, but the Council may, from time to time, register an increase.
6. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Association.
7. Categories

The following membership shall have voting rights: -

- (a) Life Fellows - who may be elected from Fellows who have paid the life membership subscription.
- (b) Fellows - who may be elected from orthopaedic surgeons resident in Hong Kong who:
  - (i) possess the Diploma of Fellowship of The Hong Kong College of Orthopaedic Surgeons, or
  - (ii) have practised orthopaedic surgery for a minimum of 5 years.
- (c) Ordinary Members - who may be elected from applicants who are Medical Practitioners registrable in Hong Kong and who show an active interest in

orthopaedic surgery.

The following membership do not have voting rights :-

- (a) Honorary Fellows - who may be elected from men or women of distinction who have made outstanding contribution to the progress of orthopaedic surgery.
- (b) Senior Fellows - who may be those fellows who have retired from active practice but are still interested in the activities of the Association.
- (c) Associate Members - who may be elected from persons of allied disciplines who show an active interest in orthopaedic surgery.
- (d) Corresponding Fellows - who may be elected from distinguished orthopaedic surgeons resident abroad. Local Fellows resident overseas must apply for their fellowships to be transferred to Corresponding Fellows by written application to the Honorary Secretary.

### **ELECTION**

8. Election of Member : -

- (a) Applications for election as Fellows, Ordinary Members or Associate Members must be made on an official form (supplied on request by the Honorary Secretary), and be supported by two Fellows.
- (b) Election of Fellows, Ordinary Members and Associate Members shall be by the vote of a majority at a Council Meeting.

### **SUBSCRIPTION**

9. Honorary Fellows shall pay no subscription.

10. Subscription are due on 1 January of each biennium and are payable in advance. The biennial subscription of Fellows, Ordinary Members, Corresponding Fellows, and Associate Members will be decided at the first Council Meeting each biennium by each new Council. Members who are admitted into the Association during the second year of the biennium shall pay half the biennial subscription.

11. No member shall be entitled to any of the privileges of the Association whilst his subscription is in arrears and in the event the subscription remains unpaid for one year, he shall automatically cease to be a member of the Association. Re-election may be granted by the Council if all arrears be paid and an application in writing

is made to the Honorary Secretary.

12. The subscription payable by Life Fellows shall be a sum equal to 5 times the prevailing biennial subscription payable by Fellows.
13. The funds of the Association shall be used for the purpose of carrying out the objects of the Association.

### **RIGHTS AND PRIVILEGES**

14. Save as hereinafter provided, all members have the right to enjoy the privileges and facilities of the Association. The rights and privileges of a member shall not be transferable or transmissible.

### **TERMINATION OF MEMBERSHIP**

15. A member shall cease to be member of the Association under the following circumstances :
  - (a) Notice of resignation shall be forwarded to the Honorary Secretary in writing.
  - (b) If by a resolution of the Council passed by a majority of at least two-thirds of the members of the Council for the time being it is declared that his conduct has been prejudicial to the interests and the good name of the Association and it be resolved that his membership be terminated Provided that at least 28 days before the Council meeting at which such a resolution is passed the member shall have been sent written notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting have had an opportunity of giving any explanation or defense he may think fit.

A member who is expelled from the Association shall have the right to appeal to the Association within six months of receiving notice of his expulsion.

### **GENERAL MEETING**

16. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the

meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the members of Council shall appoint.

17. Any general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. A minimum of 30 Life Fellows, Fellows or Ordinary Members shall form a quorum at any general meeting.
18. The Council may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on such requisition as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Life Fellows, Fellows or Ordinary Members capable of acting to form a quorum, any member of the Council or any two fellows may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

#### **NOTICE OF GENERAL MEETINGS**

19. Subject to Section 116C of the Ordinance, an annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, day and time of the meeting and, in the case of special business, the general nature of that business shall be given, in any manner specified in the Articles of the Association or in such other manner if any as may be prescribed by the Association in general meeting, to such persons as are, under the Articles of the Association, entitled to receive notices from the Association.
20. A meeting of the Association shall, notwithstanding that it is called by shorter notice than prescribed in Article 19, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as an annual general meeting, by all the members and, in the case of any other meeting, by a majority in number of the members being a majority together representing not less than 95 per cent of the total voting rights of all the members.
21. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceeding at any meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

22. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting except for consideration of the accounts, balance sheets and the reports of the Council and auditors, the election of members of the Council in place of those retiring and appointing and fixing the remuneration of the auditors.
23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, a minimum of 30 Life Fellows, Fellows or Ordinary Members present in person shall be a quorum.
24. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Life Fellows, Fellows or Ordinary Members present shall be a quorum.
25. The President, if any, of the Council shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association for his intention not to attend the meeting, the Vice-President shall take the chair. If the Vice-President is not present or is unwilling to act as chairman, the members of the Council present shall elect one of their number to be chairman of the meeting.
26. If at any meeting no member of the Council is willing to act as chairman or if no member of the Council is present within 15 minutes from the time appointed for the meeting, the members shall choose one of the Fellows of the Association to be chairman of the meeting .
27. The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or

of the business to be transacted at an adjourned meeting.

28. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- (a) by the chairman of the meeting ; or
  - (b) by any fellow or member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a simple majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

The demand for a poll may be withdrawn.

29. Except as provided in Article 31, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
31. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **VOTES OF MEMBERS**

32. Every Life Fellow, Fellow and Ordinary Member shall have one vote.
33. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may not vote.
34. No Life Fellow, Fellow and Ordinary Member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as members, and which have been outstanding for more than 1 month

after they fell due for payment, have been paid.

35. On a poll votes may be given either personally or by proxy.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a member of the Association.
37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

“I \_\_\_\_\_ of \_\_\_\_\_, being a Life Fellow/Fellow/Ordinary Member of the Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ .”

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

“I \_\_\_\_\_, of \_\_\_\_\_, being a Life Fellow/Fellow/Ordinary Member of the Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_.”

This form is to be used \*in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not desired.”

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

41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **OFFICERS**

42. There shall be five Officers of the Association, consisting of the President, the Vice-President, the President-Elect, the Honorary Secretary and the Honorary Treasurer.

43. The President shall preside at all meetings of the Association.

44. The Vice-President shall deputise for the President on all occasions when the President is absent and, if the President ceases to hold office during his term, the Vice-President shall become President for the remainder of the term.

45. The Honorary Secretary shall be responsible for the organization of all meetings and keeping the minutes of all meetings. He shall conduct all correspondence and arrange for the publication of an annual report of the affairs of the Association. He shall maintain an up-to-date list of names and addresses of all members of the Association.
46. The Honorary Treasurer shall collect all monies due to the Association and shall be the custodian thereof. He shall inform each member when his subscription for the forthcoming year is due. He shall present the accounts to the Association at the Annual General Meeting.
47. The President-Elect shall become the President in the immediate next term of the Council.

### **COUNCIL**

48. The Association shall have a Council. The Council shall consist of the five Officers and six Council Members. The immediate Past President shall be an ex-officio member of the Council.
49. The Council members and officers shall be nominated from amongst the Fellows. Nominations shall be called from amongst Life Fellows, Fellows and Ordinary Members, the period of nomination shall be at least 14 days, and nominations shall be made in writing and be reached the Honorary Secretary at least 14 days before the annual general meeting.
50. At the second annual general meeting of the Association all the members of the Council shall retire from office. A member of the Council shall retire at the conclusion of the second annual general meeting held after the annual general meeting at which he is elected; provided that the member of the Council shall not be subject to retirement at any general meeting at which he is the President of the Association. The Council members and officers shall serve for a term of two years and, with the exception of the President and President-Elect, shall be eligible for re-election to a second term.
51. In the event of resignation of an Officer (except the President and President-Elect) or a Council member, the Council shall have the power to co-opt a member to the office provided that the remaining period of office is six months or less, otherwise an Extraordinary General Meeting shall be called to elect a new officer or a new Council member.

52. In the event of resignation of the President, the Vice-President shall become the President. If the Vice-President does not wish to take the office, an Extraordinary General Meeting shall be called to elect a new President.
53. In the event of resignation of the President-Elect, an Extraordinary General Meeting shall be called to elect a new President-Elect.
54. The Council shall have power at any time, and from time to time, to appoint any person who is a Fellow to be a member of the Council to fill a casual vacancy, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these articles. Any member of the Council so appointed shall hold office only until the next annual general meeting when election of members of the Council is taken place and shall then be eligible for re-election.
55. The Association may by special resolution remove any member of the Council before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such member of the Council.
  
56. The Association may by ordinary resolution appoint another person who is a Fellow in place of a member of the Council removed from office under the immediate preceding article. Without prejudice to the powers of the Council under Article 55 the Association in general meeting may appoint any person who is a Fellow to be a member of the Council to fill such a vacancy. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member of the Council in whose place he is appointed was last elected a member of the Council.

#### **POWER AND DUTIES OF THE COUNCIL**

57. The business and affairs of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association.
58. The Council may exercise all such powers and do all such things as are not required by the Ordinance or these Articles 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.

59. 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, by at least two members of the Council.
60. The members of 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, and other securities whether outright or as security for any debt liability or obligation of the Association.
61. The members of the Council shall cause minutes to be made in books provided for the purpose :
  - (a) of all appointments of officers made by the members of the Council;
  - (b) of the names of the members of the Council present at each meeting of the Council and of any committee or sub-committee of the Council;
  - (c) of all resolutions and proceedings at all meetings of the Association, and of the Council and of any committee or sub-committee of the Council.

### **PROCEEDINGS OF THE COUNCIL**

62. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote. A member of the Council

may, and the Honorary Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from Hong Kong.

63. The quorum for a meeting of the Council shall be three members of the Council present at the time when the meeting proceeds to business and continuing to be present until the conclusion of the meeting provided that if, within 30 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting the members of the Council present shall be a quorum.
64. The members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum, the continuing members of the Council or member of the Council may act for the purpose of increasing the number of members of the Council to that number, or of summoning a general meeting of the Association, but for no other purpose.
65. The members of the Council may meet by communicating with each other by telephone or by other means of communication by which all persons participating in the meeting are able to hear and see and be heard and seen by all other participants.
66. The President of the Council shall preside as chairman at all Council meetings. If at any meeting the President is not present within 30 minutes after the time appointed for holding the same, the Vice-President shall be the Chairman. If both the President and Vice-President are not present within 30 minutes of the time appointed as aforesaid, the members of the Council present may choose one of their members to be chairman of the meeting.
67. The members of the Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
68. A committee may elect a chairman of its meeting, if no such chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their

members to be chairman of the meeting.

69. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
70. All acts done at any meeting of members of the Council or of a committee or sub-committee of the Council or by any person acting as a member of the Council shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any 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 and was qualified to be member of the Council.
71. A resolution in writing (which shall include a facsimile letter or telex) signed by all members of the Council for the time being shall be as effective as a resolution passed at a meeting of the Council duly convened and held and may consist of several documents, each signed by one or more of the members of the Council.

#### **DISQUALIFICATION OF COUNCIL MEMEBERS**

72. The office of a member of the Council shall be vacated if such member : -
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (b) becomes of unsound mind; or
  - (c) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance ; or
  - (d) shall for more than 6 months have been absent without permission of the Council from meetings of the members held during that period ; or
  - (e) ceases to be a Fellow of the Association ; or
  - (f) 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 his interest in the contract is material, fails to declare the nature of his 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 he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

### **ACCOUNTS**

73. The Council shall cause proper books of account to be kept with respect to : -
- (a) all sums of moneys received and expended by the Association and the matters in respect of which the receipt and expenditure takes place ;
  - (b) the assets and liabilities of the Association;
  - (c) all sales and purchases of goods by the Association ; and
  - (d) all other matters necessary to show a true and fair view of the financial state and condition of the Association.
  - (e) The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Association.
74. The Council shall determine the extent to which the accounts and books of the Association or any of them shall be open to the inspection of members, not being members of the Council, and no member (not being a member of the Council) shall have any right of inspection of any account, book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
75. The members of the Council shall from time to time in accordance with the sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as referred to in those sections.

76. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting, together with a copy of the Council Members' report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Association Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.
77. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

### **NOTICES**

78. A notice may be served by the Association upon any member by personal delivery at or by sending it through the post to the address of the member appearing in the Register (which shall be an address in Hong Kong) or by telex or facsimile transmission. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of a telex or facsimile transmission and shall be deemed to have been served at the time of despatch, In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this article and sent as a prepaid letter that, in the case of a notice sent by telex, the correct answer back was given and in the case of a facsimile transmission that the facsimile number used was that of the member being served with such notice.

### **WINDING UP**

79. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

### **INDEMNITY**

80. Subject to the provisions of Section 165 of the Ordinance, every member of the Council, and any officer, servant or agent for the time being of the Association

shall be indemnified out of assets of the Association against any liability incurred by him in the proper and reasonable discharge of his duties in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the court, provided however none of such assets of the Association shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

### **THE SEAL**

81. The Council shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by authority of a resolution of the Council. Every instrument to which the Seal is affixed shall be signed by the President and shall be countersigned by the Honorary Secretary or by a member of the Council or by some other person appointed by the Council for this purpose.

### **AMENDMENT**

82. No addition, alteration or amendment shall be made to or in the Memorandum of Association or these Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved by the Registrar of the Companies in writing

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Dated the 9th day of October, 1998

WITNESS to the above signatures :

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