

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited By Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION
OF
THE UNIVERSITY OF HONG KONG
MEDICAL ALUMNI ASSOCIATION
香港大學醫學院校友會

1. The name of the Company is “The University of Hong Kong Medical Alumni Association 香港大學醫學院校友會” hereinafter referred to as “the Association”.
2. The Registered Office of the Association will be situated in Hong Kong.

Interpretation

3. In these Articles:

“the Association” means the above named Association.

“the Executive Committee” means the Executive Committee of the Association constituted in accordance with the Articles herein.

“the Faculty” means the Medical Faculty of The University of Hong Kong.

“member” means member of the Association.

“member of the Executive Committee” means any person for the time being appointed as a member of the Executive Committee and the person so appointed shall be deemed to be a ‘director’ of the Association for the purpose of the Ordinance.

“the Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“the President” means the President of the Association elected pursuant to the Articles herein.

“Seal” means the common seal of the Association.

“Secretary” means any persons appointed to perform the duties of the Honorary Secretary of the Association pursuant to the Articles herein.

“the University” means The University of Hong Kong.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, or in any other mode or form either on paper or electronically or otherwise and other modes of representing words in a visible form.

Words importing masculine gender shall include feminine gender.

When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Liability of members

4. The liability of the members is limited.
5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before he 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 not exceeding the sum of ten dollars per member.

Objects

6. The objects for which the Association is established are:
 - (1) To promote for the public benefit the advancement of knowledge of the science and art of Medicine;
 - (2) To act as a body for the purpose of consultation in matters of educational or public interest concerning Medicine;
 - (3) To develop and maintain the good practice of Medicine in order to ensure the highest professional standards of competence and ethical integrity aiming to benefiting the public;
 - (4) To institute and provide lectures and demonstrations upon medical subjects for the benefit of the members of the Association and to admit to such lectures

and demonstrations persons who are not members of the Association on such occasions as shall be deemed expedient by the Association;

- (5) To consider all questions affecting the interests of the Association and to promote or oppose any measure relating to medicine or the interests of the Association as may be deemed expedient by the Association;
- (6) To support, promote enhance and/or encourage the development and research of medical science and education that may lead to public benefits;
- (7) To acquire establish print issue and circulate such magazines periodicals circulars calendars or in any other mode or form either on paper or electronically or otherwise or other literary or scientific works as may seem conducive to the promotion of these objects or in any way beneficial to the Association;
- (8) To acquire by purchase donation or otherwise a library of scientific works and to maintain and from time to time extend and improve such a library;
- (9) To raise money by all lawful means for the objects of the Association stated herein in general and in specific, which are approved by the Executive Committee as hereinafter established under the Articles of the Association;
- (10) To apply, administer and manage the money so raised for the objects of the Association stated herein in general and in specific, financing research programs, studies and/or activities which may support, promote, enhance or encourage the development and research of medical sciences and education which are approved by the Executive Committee as hereinafter established under the Articles of the Association;
- (11) To advise on medical matters and to represent a medical review by providing representation from the Association to appropriate medical and health bodies for the public interest;
- (12) To act as a consultation body in educational matters of public interest concerning medical practice in Hong Kong;
- (13) To promote international communication in the field of Medicine;
- (14) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions connected with the purpose of the Association for the furtherance of the objects of the Association but not otherwise provided that the Association shall not amalgamate with any charitable association or institution;
- (15) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will 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 regulation of relations between workers and employers or organizations of workers and organizations of employees.
- (iii) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.

Application of income and property

- 7. (1) The income and property of the Association shall be applied solely towards the promotion of the objects as set out in the Articles of Association.
- (2) Subject to (3) below, none of the income or property of the Association may be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever to any member of the Association.
- (3) The requirement under (2) above does not prevent the payment by the Association:
 - (a) of reasonable and proper remuneration to a member of the Association for any goods or services supplied by him or her to the Association;
 - (b) of reimbursement to a member of the Association for out-of-pocket expenses properly incurred by him or her for the Association;
 - (c) of interest on money lent by a member of the Association to the Association at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
 - (d) of rent to a member of the Association for premises let by him or her to the Association: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association 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.

Number of members

8. The number of the members with which the Association proposes to be registered is 100,000 but the Executive Committee may from time to time register an increase in members. Notwithstanding the foregoing, the Executive Committee may, if it so considers it necessary under the prevailing circumstances, declares that application for membership will not be accepted for such period of time as it thinks fit.

Membership

9. The subscribers to these Articles of Association and such other persons as the Executive Committee shall admit to membership of the Association in pursuance of these Articles shall be members of the Association.

10. The Association shall have five categories of memberships: Honorary Member, Graduate Member, Staff Member, Associate Member and Student Member.

- (1) Honorary Member – Benefactors of the Association and members of the Association (of the other categories) may be elected to Honorary Member of the Association for a designated period by no less than two thirds of the members of the Executive Committee. An Honorary Member shall enjoy all privileges of members but not, save and except those who would have been entitled to be admitted into a category of membership which would have such rights, the right to vote or be voted into offices of the Association.
- (2) Graduate Member – medical graduates of The University of Hong Kong may be admitted into this category of membership upon their application and approval by the Executive Committee and shall enjoy all privileges of membership including the right to vote and be voted into offices of the Association.
- (3) Staff Member – Current full time teaching and/or research staff of the Medical Faculty of The University of Hong Kong who are not medical graduate of the University may be admitted into this category of membership upon their application and approval by the Executive Committee and shall enjoy all privileges of membership including the right to vote and be voted into offices of the Association.
- (4) Associate Member – graduates of other degree courses, or past teaching, research, administrative and/or clerical staff of the Medical Faculty of the University or persons who are interested in or have contributed to the activities of the Faculty may be admitted into this category of membership upon their application and approval by the Executive Committee and shall enjoy all privileges of membership except the right to vote and be voted into offices of the Association.

- (5) Student Member – students at or above the third year of the medical curriculum of the Faculty may be admitted into this category of membership upon their application and approval by the Executive Committee and shall enjoy all privileges of membership except the right to vote and be voted into offices of the Association.
11.
 - (1) The rights and privileges of a member shall not be transferable or transmissible.
 - (2) The entrance fees and subscriptions payable by the members of different categories of membership and the reduction applicable to those residing overseas for more than one year shall be such as the Executive Committee may determine from time to time and endorsed in general meeting by members.
12. A member shall cease to be a member:
 - (1) If he resigns by notice in writing given to the Executive Committee, such resignation to take effect one month after the receipt of the notice by the Executive Committee or on such earlier date as the Executive Committee may determine.
 - (2) If by resolution of the Executive Committee passed by a majority of at least two-thirds of all the members of the Executive Committee it is declared that his conduct has been prejudicial to the interests and the good name of the Association, and that his membership be terminated, provided that at least 28 days before the meeting of the Executive Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodge with the Honorary Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Executive Committee elect to have the question dealt with by the Association in general meeting and in that event an extraordinary general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be expelled and his name removed from the Register.

Any person who ceases to be a member of the Association shall not be relieved thereby from any liability to the Association in respect of any subscription which shall have become payable by him before the date of his ceasing to be such a member, unless the Executive Committee of the Association shall otherwise determine, and the Executive Committee of the Association may at any time, if they think fit, readmit him as a member.

General meetings

13. Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.

14. The annual general meeting shall be held at such time and place as the Executive Committee shall appoint.

15. In default of a general meeting being so held as provided by Articles 13 and 14 hereinabove, a general meeting may be convened, by no less than one-tenths of all members having the right and privilege to vote, in a manner as similar as practicable, to that in which general meetings are to be convened by the Executive Committee.

16. The above mentioned general meetings shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings.

17. The Executive Committee may, if they think fit, call a general meeting. If the members of the Executive Committee are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If they do not call a general meeting in accordance with section 567 of the Ordinance, the members of the Executive Committee who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

Notices of general meetings

18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. 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, the day and the hour of the meeting and in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such 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 such notices from the Association: Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in these Articles be deemed to have been duly called if it is so agreed:

- (1) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (2) in the case of a meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights of all the members entitled to attend and vote at that meeting.

19. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person shall not invalidate the proceedings at any meeting.

Proceedings at general meetings

20. All business transacted at an extraordinary general meeting, and at an annual general meeting shall be deemed special. With the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee and the election of the members of the Executive Committee in place of those retiring and the determination of the remuneration, if any, of the auditors.

21. Twenty members personally present shall be a quorum. 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 throughout the meeting; save as herein otherwise provided.

22. 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 members present shall be a quorum.

23. The President shall preside as chairman at every general meeting of the Association.

24. If at any general meeting the President shall not be present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the members of the Executive Committee present may choose one of their members to be the chairman of the meeting.

25. 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.

26. At any general meeting a resolution put to the vote of the meeting shall either be proposed or seconded by a member of the Executive Committee and then be decided on a show of hands, unless a poll is (before or on the declaration of the show of hands) demanded:

- (1) by the Chairman; or
- (2) by at least 2 members present in person or by proxy; or
- (3) by any member or members present in person or by proxy representing at least 5% of the total voting rights of all the members having the right to vote at the meeting,

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

27. If a poll is duly demanded, it shall be taken in such manner as the President (or other person presiding at such meeting) directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands or 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.

29. A poll demanded on the election of a chairman of the meeting, 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.

Votes of members

30. Every member in such category of membership eligible to vote shall have one vote.

31. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

32. On a poll votes may be given either personally or by proxy.

33. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Association.

34. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than 48 hours before the time holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default of the instrument of proxy the vote shall not be treated as valid.

35. An instrument appointing a proxy may be in any form which the Executive Committee may from time to time approve.

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

37. 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, 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.

Patrons and Advisors

38. The Executive Committee may from time to time, with the approval of no less than two-thirds of all of its members, appoint Patrons, Vice Patrons, Honorary Presidents, Honorary Vice-Presidents, all of whom shall not be entitled to vote at any meeting and shall not have any executive function or power.

39. The Executive Committee may also, from time to time in its discretion and on such terms as it thinks fit, appoint persons, of any nationality and/or locality, competent in and/or concerned with matters of interest to the Association and further of good repute to be Advisors of the Association to advise the Association and/or the Executive Committee, generally or specifically on any issue, subject or matter. Such Advisors shall not be entitled to vote in any meeting and shall not have any executive function or power other than those delegated, if any, by the Executive Committee.

The Executive Committee

40. The Association shall have an Executive Committee. The number of members sitting on the Executive Committee shall not be less than 7 and not more than 16. Save for the first Executive Committee which shall be formed pursuant to Article 42 herein, and the Executive Committee shall be elected in the manner set out hereinbelow and shall consist of the following members, namely:

- (1) The President, who shall ex-officio be a member of the Executive Committee. The President shall either be proposed or seconded by a member of the Executive Committee in the nomination form, and be elected by the Association in general meeting from among those members eligible to be voted into offices and who, except for the President in the first and the second Executive Committee, shall have been a member of not less than two years. The President shall retire from office at the second annual general meeting next after that at which he is elected or, for the President in the first Executive Committee, appointed. He shall be eligible for re-election.
- (2) Two Vice-Presidents of the Association, who shall ex-officio be members of the Executive Committee. The Vice-Presidents shall either be proposed or seconded by a member of the Executive Committee in the nomination form, and be elected by the Association in general meeting from among those members eligible to be voted into offices and who, except for the Vice-President in the first and the second Executive Committee, shall have been members for not less than one year. The Vice-Presidents shall retire from office at the second annual general meeting next after that at which they are elected or, for the Vice-President of the first Executive Committee, appointed. They shall be eligible for re-election.
- (3) One Honorary Secretary of the Association, who shall ex-officio be a

member of the Executive Committee. The Honorary Secretary shall be nominated by the President from among the members eligible to be voted into offices for appointment by the Executive Committee and who, except for the Honorary Secretary in the first and the second Executive Committee, shall have been members for not less than one year. The Honorary Secretary shall retire from office at the second annual general meeting next after he is appointed. He shall be eligible for re-appointment.

- (4) One Honorary Treasurer of the Association, who shall ex-officio be a member of the Executive Committee. The Honorary Treasurer shall be nominated by the President from among those members eligible to be voted into offices for appointment by the Executive Committee and who, except for the Honorary Treasurer in the first and the second Executive Committee, shall have been members for not less than one year. The Honorary Treasurer shall retire from office at the second annual general meeting next after he is appointed. He shall be eligible for re-election.
- (5) The retiring President of the outgoing Executive Committee, who shall ex-officio be a member of the Executive Committee without election. Such ex-officio member shall retire from the Executive Committee upon the retirement of the President for the current term, and if such President shall be re-elected and continue to hold the office of President then such ex-officio member shall be entitled to remain in office until the ultimate retirement of such President. Further during the period that the first President of the Association is serving in the Executive Committee, there then being no such ex-officio member, there shall be a vacancy which shall exist for such period or periods up to the first time the President of an outgoing Executive Committee does retire.
- (6) The Dean of the Faculty, who shall ex-officio be a member of the Executive Committee without election. Such ex-officio member shall retire from the Executive Committee upon his retirement from the office of the Dean of the Faculty.
- (7) For the purpose of this paragraph, the Dean of the Faculty includes person acting in the position of the Dean of the Faculty when the office of the Deanship is vacant.
- (8) Nine members, who shall either be proposed or seconded by a member of the Executive Committee in the nomination form, and be elected by the Association in general meeting from among the members eligible to be voted into offices. Such members of the Executive Committee shall retire from offices at the third annual general meeting next after that at which he is elected except for those elected in a general meeting to fill a vacancy arising from a member of the Executive Committee not completing his normal term for whatever reason under which circumstances, the elected one will retire from office after the annual general meeting at which the original member of Executive Committee not completing the term and giving rise to such vacancy would have retired and further except for those appointed by the subscribers of

the Articles of Association herein to take up the nine offices of the membership herein to the first Executive Committee for which three of such members shall retire after the first annual general meeting after their appointments with another three and the remaining three such members shall retire after the second and the third annual general meeting respectively next after their appointments as prescribed by the said subscribers or in the absence of that upon agreement among the nine or further failing that, to be determined by lot, but all of whom shall be eligible for re-election on retirement.

41. The Executive Committee has the power to appoint any member who are in a category of membership eligible to be elected into the Executive Committee to fill any casual vacancy occurring by death or resignation or a member of the Executive Committee ceasing during his term of office to be a member or a member eligible to be elected into the Executive Committee or any other reason, to hold office for such period as determined by the Executive Committee which shall not be beyond the next annual general meeting of the Association. If the Association has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, the member appointed to fill the casual vacancy shall retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the member was appointed is to be determined.

42. Membership of the first Executive Committee including the appointment of the President, the two Vice-Presidents, the Honorary Secretary and the Honorary Treasurer shall be determined by the subscribers to the Articles of Association.

43. Upon the appointment of the first Executive Committee as set out in Article 42 hereinabove, the Honorary Secretary of the Executive Committee, at the time, shall be the secretary of the Association for the purpose of company registration.

44. Retiring members of the Executive Committee shall be eligible for re-election or re-appointment, as the case may be, except that the President and the Vice-Presidents may not serve in the same office for more than two terms consecutively.

45. A retiring President shall act as the chairman of the meeting throughout the meeting at which he retires and shall continue to act as President until his successor shall have been elected.

46. Commencing with the first annual general meeting after incorporation of the Association at which three members of the Executive Committee shall be elected by the members, vacancies in memberships of the Executive Committee shall be filled by elections by the members at the annual general meetings to be convened annually.

Powers and Duties of the Executive Committee

47. The business of the Association shall be managed by the Executive Committee, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the

provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the members of the Executive Committee which would have been valid if that regulation had not been made.

48. (1) The Executive Committee shall have the power to make, alter or repeal, from time to time, all such byelaws as they may deem fit necessary, expedient or convenient for the proper conduct and management of the Association.
- (2) The Executive Committee may delegate any of its powers to sub-committees to be appointed by it consisting of such persons as it shall think fit, and may, from time to time, revoke such delegation or revoke the appointment of and discharge any such sub-committee either wholly or in part and either as to persons or purposes, but every sub-committee so appointed shall, in the exercise of the powers so delegate, conform to any regulations that may from time to time be imposed on it by the Executive Committee.
- (3) The Executive Committee may from time to time, with the approval of no fewer than two-thirds of all the Executive Committee members, co-opt other person or persons who may or may not be a member of the Association to assist the Executive Committee in carrying out its duties, powers and functions for so long the Executive Committee shall think fit and appropriate. Those co-opt committee members do not have any voting rights and are subject to removal either by the Executive Committee members or by the members at the meetings of the Association.
- (4) The maximum number of the co-opt committee members sitting on the Executive Committee should not be more than 3.
49. The Executive Committee shall cause minutes to be made in books for the purpose:
- (1) of all appointments of officers made by the Executive Committee;
- (2) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee of the members of the Executive Committee;
- (3) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of committees of members of the Executive Committee,

and every member of the Executive Committee present at any meeting of the Executive Committee or committee of the members of the Executive Committee shall sign his name in a book to be kept for that purpose.

Proceedings of the Executive Committee

50. The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, and proceedings as they think fit. A quorum of no less than five members of the Executive Committee must be present throughout the meeting.

Provided that if no sufficient quorum is present for two consecutive meetings of the Executive Committee for which due notice of meeting has been given, then two members of the Executive Committee will be sufficient to form a quorum in the meeting of the Executive Committee called next after.

51. The President may, at any time, and shall upon the request in writing of two members of the Executive Committee or of 10% of the members of the Association convene a meeting of the Executive Committee. A member of the Executive Committee who is at any time not in Hong Kong shall not during such time be entitled to notice of any such meeting.

52. The President shall be entitled to take the chair at every meeting of the Association and the Executive Committee. In the absence of the President, one of the two Vice-Presidents shall, by agreement among them, and if not, by lot, preside over the meeting. If at any meeting neither the President nor the Vice-Presidents are present within 15 minutes after the time appointed for holding the same, or is unwilling to act, the members of the Executive Committee present shall choose one amongst themselves to be chairman of the meeting.

53. A meeting of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the regulations of the Association for the time being vested in or exercisable by the Executive Committee generally.

54. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

55. The Executive Committee may act and continue to act, notwithstanding any vacancy in their body.

Disqualification of members of the Executive Committee

56. The office of a member of the Executive Committee shall be vacated:

- (1) if he becomes bankrupt or suspends payment or compounds with his creditors;
or
- (2) if he becomes of unsound mind; or
- (3) if he ceases to be a member of the Association; or
- (4) if by notice in writing to the Association he resigns his office; or
- (5) if he is removed by a resolution of a general meeting of the members of

the Association.

By-laws

57. Save so far as determined by these Articles, the constitution and mode of government of the Association, the rights and obligations of the members and the appointment, duties, powers and privileges of all officers and of the Executive Committee, and of all Committees and Sub-committees, shall be such as may from time to time be prescribed or determined by or in accordance with the By-laws.

58. The first By-laws shall be those adopted by the Association at its first General Meeting.

59. The By-laws may from time to time be added to, amended, altered or repealed by the Association in General Meeting in the manner prescribed by the By-laws.

Seal

60. The Executive Committee shall provide for the safe custody of the Seal of the Association which shall not be affixed to any instrument except by the authority of the Executive Committee.

61. All deeds or instruments requiring the Seal of the Association shall be signed by any member of the Executive Committee elected pursuant to Article 40(1), (2), (3) and (4).

62. All cheques drawn on the Association's banking account and all orders for payment, promissory notes, and other negotiable instrument made or issued by the Association shall be signed by the Honorary Treasurer or the Honorary Secretary together with the President or the Vice-President and all the contracts and instruments entered into by the Association shall be signed by the President or the Vice-President together with the Honorary Secretary or the Honorary Treasurer provided the President, Vice-President, Honorary Treasurer or Honorary Secretary so signing must be members of the Executive Committee.

Accounts

63. (1) Members of the Executive Committee must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.

(2) Members of the Executive Committee must keep accounting records as required by the Ordinance.

64. The books of account shall be kept at the registered office of the Association or, subject to the applicable statutory requirements, at such other place or places as the Executive Committee shall think fit.

65. The Executive Committee shall from time to time determine to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Association or any of them, shall be open to the inspection of the members; and no member, save and except members of the Executive Committee, shall have any right of inspecting any account or book of the Association except as conferred by the Ordinance or authorised by the Executive Committee or by a resolution of the Association in general meeting.

66. At the annual general meeting in every year, the Executive Committee shall lay before the meeting an income and expenditure account, and a balance sheet, containing a summary of the assets and liabilities of the Association made up to a date not more than nine months before the meeting, from the time when the last preceding account and the balance sheet were made up, and in the case of the first account and balance sheet from the incorporation of the Association, and such balance sheet and account shall be made in accordance with the requirements of sections 358(1), 379, 387, 388, 405, 429 and 357(2) of the Ordinance and sections 78 and 107 of Schedule 11 to the Ordinance.

67. Every such account and balance sheet shall be accompanied by a report of the auditors and the Executive Committee as to the state and condition of the Association and the account, report and balance sheet shall be signed by the President and at least one other member of the Executive Committee.

Audit

68. Subject to the provisions of the Ordinance, the accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure take place, and of the properties, credits, and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the income and expenditure account and balance sheet shall be ascertained by one or more qualified auditor or auditors.

69. The Association at each annual general meeting shall appoint an auditor or auditors to hold office until the next general meeting, and their appointment, remuneration, rights and duties shall be governed by the relevant provisions of the Ordinance.

70. Every account of the Executive Committee when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and henceforth shall be conclusive.

Notices

71. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered place of address as appearing in the Register of Members.

72. Any member whose registered place of address is not in Hong Kong, may from time to time notify in writing to the Association an address in Hong Kong, which shall be deemed to be his registered place of address within the meaning of the last preceding Article.

73. All members must provide the Association with an address for notice.

74. Any notice sent by post shall be deemed to have been served if the letter containing the notice was properly addressed and put into the post office as a prepaid letter, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

75. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address in Hong Kong) have not supplied to the Association an address in Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

76. Notice required to be given by advertisement should be advertised in English once in such English newspapers and in Chinese once in such Chinese newspapers as the Secretary for Home Affairs may approve for the purpose of giving notice.

Winding up and Dissolution

77. 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 institutions or institution, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of the Article 7 hereof and this Article, such institution or institutions to be determined by a resolution of the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the 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.

Indemnity

78. Every officer, servant or agent (other than the members of the Executive Committee) for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him 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 connection with any application under section 903 or 904 of the Ordinance in which relief is granted to him by the Court.

Amendments to Articles of Association

79. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

Restriction on Formation of Subsidiary

80. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.