

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

**THE HONG KONG SOCIETY FOR SURGERY OF THE HAND
香港手外科醫學會**

Incorporated the 12th day of November, 1999

COMPANIES ORDINANCE (CAP. 32)

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

**THE HONG KONG SOCIETY FOR SURGERY OF THE HAND
香港手外科醫學會**

1. NAME

The name of the Company is “THE HONG KONG SOCIETY FOR SURGERY OF THE HAND 香港手外科醫學會” (the “Society”).

2. REGISTERED OFFICE:

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

3. OBJECTS

The objects of the Society are:-

- (1) To promote for public benefit the advancement of Hand Surgery which includes but is not limited to the investigation, preservation and restoration of the form and function of the upper extremity and the related parts of the body 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;
- (2) To encourage, cultivate, propagate, popularise and advance the art and science of Hand Surgery.
- (3) To promote and direct the development and exchange of technical, scientific and practical information relating to Hand Surgery and allied disciplines,
- (4) To develop, support, and augment the education of persons engaged in the practice of Hand Surgery for the public benefit;
- (5) To foster the continuing medical education of Hand Surgeons;

- (6) To represent the Hand Surgeons in the above objectives but not otherwise in negotiations and interactions with other societies similar bodies Locally and internationally;
- (7) To carry out and perform all and any other lawful acts works, enterprises or things as are of a charitable nature [for the purpose of the Society](#);
- (8) To apply for, invite and collect from members of the Society 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;
- (9) 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; [provided that any such organization or association which receives money from the Society shall have objects similar to the objects of the Society and prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 of the Memorandum of Association](#);
- (10) Acquire by purchase, gift or otherwise, any real or personal property whether subject to any special trust or not for the purpose of the Society;
- (11) 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 Society in furtherance of its objects;
- (12) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient with a view to the promotion of its objects;
- (13) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be conducive to its objects;
- (14) Borrow or raise money for the purposes of the Society and on such security as may be thought fit;
- (15) To invest the moneys of the Society 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 in the furtherance of the objects of the Society;
- (16) In so far as the same are necessary to further the charitable objects of the Society, 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 provided that such companies or

associations shall have objects similar to those of the Society and prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 of the Memorandum of Association;

- (17) Subject to Clause 4 of this Memorandum of Association 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 Society may think fit lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as may be considered expedient;
- (18) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments in the furtherance of the objects of the Society;
- (19) To obtain any ordinance, enactment or order for enabling the Society to carry any of its objects into effect or for effecting any modification of the Society's constitution or for any other purpose which may seem expedient for the purpose of the Society;
- (20) To vest any real or personal property, rights or interest acquired or belonging to the Society in any person for the benefit of the Society with a declaration in favour of the Society and in the furtherance of [the objects](#) of the Society;
- (21) To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other association or company having objects similar to those of the Society or carrying on any enterprise or operation capable of being conducted so as to benefit the Society provided that [the Society shall not thereby acquire or establish any subsidiary and that](#) such companies or associations shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 of the Memorandum of Association;
- (22) To promote or concur in establishing or promoting any company or companies which may seem calculated to benefit the Society provided that [the Society shall not thereby acquire or establish any subsidiary and that](#) such companies shall have objects similar to those of the Society and prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 of the Memorandum of Association;
- (23) To procure the Society to be registered or recognised in any part of the world;
- (24) 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 Society's interest;
- (25) Subject to Clause 4 of this Memorandum of Association 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 gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Society 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;
 - (26) Subject to the provisions of Clause 4 hereto to give any remuneration or other compensation (in cash or in any other manner the Council may think fit) to any person for services rendered in the conduct or course of the Society's administration and business;
 - (27) To pay out of the funds of the Society all expenses which the society may lawfully pay with respect to the incorporation and registration of the Society;
 - (28) To apply money for any of the purposes hereof in furtherance of the objects of the Society;
 - (29) 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 Society shall take or hold any property which may be subject to any trusts, the Society 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 Society 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 Ordinance Companies Ordinance (Cap.32) are hereby excluded.

4. USE OF INCOME AND PROPERTY

1. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association.
2. Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Society.
3. No member of the Council or governing body of the Society

shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in [sub-clause \(5\)](#) below) shall be given by the Society to any member of the Council or governing body.

4. Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society not being a member of the council or governing body of the Society in return for any services rendered to the Society.
5. Nothing herein shall prevent the payment, in good faith, by the Society:-
 - (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 Society 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 dollars loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Society 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 Society 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.
6. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

5. LIMITED LIABILITY

The liability of the members of the Society is limited.

6. CONTRIBUTION TO ASSETS

Every member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while such person is a member or within one year thereafter, for payment of the debts and liabilities of the Society 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 Society, 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 Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society 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 Society under or by virtue of **clause 4 of the Memorandum of Association**, such institution or institutions to be determined by the members of the Society 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.

8. AMENDMENT

No addition, alteration or amendment shall be made to or in the regulations contained in this Memorandum or the Articles of Association for the time being in force unless the same have been previously submitted to and approved by the Registrar of Companies in writing.

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

Names, Addresses and Descriptions of Subscribers	
(Sd.) Dr. Chang Yun Po (張運波)	Medical Practitioner
(Sd.) Dr. Lam Cho Yee (林祖怡)	Medical Practitioner

(Sd.) Dr. Ho Pak Cheong (何百昌) Medical Practitioner

(Sd.) Dr. Ip Wing Yuk (葉永玉) Medical Practitioner

(Sd.) Dr. Wu Wing Cheung (胡永祥) Medical Practitioner

(Sd.) Dr. Chow Yuk Yin (周育賢) Medical Practitioner

(Sd.) Dr. Ho Sheung Tung (何相東) Medical Practitioner

(Sd.) Dr. Leung Yuen Fai (梁遠輝) Medical practitioner

THE COMPANIES ORDINANCE (CAP.32)

**COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION**

OF

**THE HONG KONG SOCIETY FOR SURGERY OF THE HAND
香港手外科醫學會**

DEFINITIONS

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

“Society”	means the Company incorporated as “THE HONG KONG SOCIETY FOR SURGERY OF THE HAND 香港手外科醫學會”
“Council”	means the Council for the time being of the Society, whose members shall be deemed to be directors for the purposes of the Ordinance.
“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.
“Office”	means the registered office, for the time being, of the Society.
“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 to the Council, to hold the office of President of the Society.
“President-Elect”	means the person, for the time being elected to the

Council, to hold office of President-Elect of the Society.

“Seal” means the common seal of the Society.

“Vice-President” means the person, for the time being elected to the Council, to hold the office of Vice-President of the Society.

References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.

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.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

The Society is established for the purpose expressed in the Memorandum of Association.

MEMBERSHIP

2. The number of members with which the Society proposes to be registered is 20 but the Council may, from time to time, register an increase of Members.

3. Status
Membership of the Society is strictly non-transferable.

4. Categories
There shall be four classes of members, namely Full Members, Associate Members, Honorary Members and Overseas Members and each class of members shall have rights as hereinafter mentioned. [A sub-class of Life Membership is applicable to Full Members and Associate Members. They enjoy the full rights and privileges as Full Members and Associate Members respectively without having to pay biennial subscription.](#)

5. Full Members
A Full Member must be a registered medical practitioner of Hong Kong who ordinarily resides in Hong Kong. The Subscribers to the Memorandum and

Articles of Association of the Society shall be Full Members. Full Members are eligible to apply for Life Full Membership after they have been paid-up Full Members for at least 4 years.

6. Honorary Members

Honorary Membership may be conferred upon an individual who has made outstanding contributions to Hand Surgery or to the Society and such conferment shall be recommended by the Council and approved at a General Meeting of the Society.

7. Associate Members

Associate Members are persons who show interest in Hand Surgery and practise relevant service in relation to the care of hand conditions. Associate Members are eligible to apply for Life Associate Membership after they have been paid-up Associate Members for at least 4 consecutive years.

8. Overseas Members

Overseas Members are medical practitioners who actively practise Hand Surgery and resides outside Hong Kong.

9. Admission of Members

Applications for Membership must be submitted to the Honorary Secretary of the Society on forms to be prescribed provided by the Society from time to time. The application must be supported by two Full Members of the Society. Admission to Full Membership shall be by a majority vote of at least two-thirds of the members of the Council present and voting at a Council meeting of the Society. Admission to Life Membership is also subjective to an entrance fee and the majority vote of at least two-thirds of the members of the Council present.

RIGHTS AND PRIVILEGES

10. Save as hereinafter provided, all categories of membership have the right to enjoy the privileges and facilities of the Society. Only Full Members who have duly paid up their biennial subscriptions and Life Full Members will have the right to vote at General Meetings of the Society and the right to be elected to the Council of the Society. Honorary Members, Associate Members and Overseas Members shall not have the right to vote at and receive the notice of the General Meetings of the Society and shall not be eligible for election to the Council.

SUBSCRIPTION AND OTHER FEES

11.
 - (a) All Members of the Society except the Honorary Members and Life Members are required to pay an entrance fee and a biennial subscription. The amount of these fees will be determined by the Council and to be reviewed from time to time as deemed necessary. In addition, the Council may impose such fees for a particular service or event if and when it deems necessary.
 - (b) Life members are subject to an entrance fee of 10 years of the current subscription fee at the time of application. Once the Life Membership is conferred, the biennial subscription is waived.
12. Subscriptions are due on 1st of July of the relevant year and are payable in advance every year.

TERMINATION OF MEMBERSHIP

13. A member shall cease to be member of the Society under the following circumstances :
 - (a) If he resigns by written notice to the Council, provided that such resignation shall not take effect until the expiration of 6 calendar months from delivery of such notice, or the earlier acceptance by the Council of the resignation.
 - (b) If in the opinion of the Council he ceases to hold any of the qualifications rendering him eligible for membership of the Society.
 - (c) 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 Society 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 an opportunity of giving any explanation or defence he may think fit.
 - (d) If by two written notices of payment of outstanding biennial subscriptions he fails to make payment of the said outstanding biennial subscriptions within 14 days after the posting of the second written notice.

A member who is expelled from the Society shall have the right to appeal to

the Society within six months of receiving notice of his termination of membership.

GENERAL MEETINGS

14. The Society 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 notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Society holds its first general meeting within 18 months of incorporation, it need not hold an annual general meeting in the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.
15. Any general meeting, other than the annual general meeting, shall be called an extraordinary general meeting.
16. The Council may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. An extraordinary general meeting shall also be convened on a requisition of the Full Members in accordance with the Ordinance.

NOTICE OF GENERAL MEETINGS

17. 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 day's notice in writing and any other general meeting shall be called by not less than 14 day's 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, date and time of the meeting and in the case of special business, the general nature of that business and shall be given in any manner specified in the articles of the Society or in such other manner if any as may be prescribed by the Society in general meeting to such persons as are, under the articles of the Society entitled to receive notices from the Society.
18. A meeting of the Society shall, notwithstanding that it is called by shorter notice than prescribed in Article 17, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as annual general meeting, by all the Full Members and, in the case of any other meeting, by a majority in number of the Full Members being a majority together representing not less than 95 per cent of the total voting rights of all the Full Members.

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

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at the 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.
21. No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 12 Full Members present in person shall be a quorum.
22. If within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of Full Members, shall be dissolved but, in any other case, it shall be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Council may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Full Members present shall be a quorum.
23. The President shall preside as chairman at every general meeting but if at any meeting he is not present within 15 minutes from the time appointed for the meeting, or is unwilling to preside, or is absent from Hong Kong or has given notice to the Council of 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 choose one of their member to preside as chairman of the meeting.
24. 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 Full Members present shall choose one of their number to be 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 be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) :-

(a) by the chairman of the meeting ; or

(b) by at least 2 Full Members present in person.

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 or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

27. Except as provided in Article 29, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting shall direct, 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 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.

29. 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

30. Every Full Member [or Life Full Member](#) shall have one vote. No other class of members shall have the right to vote.

31. A Full Member or Life Full Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction lunacy, may not vote.
32. No Full Member shall be entitled to vote at any general meeting unless all moneys outstanding and payable by him to the Society in his capacity as Full Member have been paid.
- 32a. On a poll votes can only be made personally.

COUNCIL

33. There shall be 8 members of the Council, 5 of whom shall be the President, the Vice-President, the President-Elect, the Honorary Secretary and the Honorary Treasurer of the Society.
34. The names of the first members of the Council shall be determined in writing by the subscribers to these Articles.
35. Subject to Clause 4 of the Memorandum of Association, Members of the Council may be paid travelling, hotel and other expenses properly incurred by them in attending meetings or executing duties on behalf of or in connexion with the business of the Society

TERMS OF OFFICE AND ELECTION TO COUNCIL

36. There shall be five Officers of the Society, consisting of the President, the Vice-President, President-Elect, the Honorary Secretary and the Honorary Treasurer.
37. The President shall preside at all General Meetings and Council Meetings of the Society. The President shall have full executive powers in conducting the business of the Society and shall sign all papers in the name of the Society, subject to approval by the Council. The President shall represent the Society in the International Federation of Societies for Surgery of the Hand or any other similar international organisations.
38. The Vice-President shall deputize for the President in case of the President being absent from Hong Kong or for any reason cannot duly discharge his duties as the President. If the President ceases to hold office during his term, the Vice-President shall ipso facto become the President for the remainder of the term, provided that the remaining period of office is one year or less, the President-Elect shall become the President.

The Vice-President shall be the alternative or the second representative of the Society in the International Federation of Societies for Surgery of the Hand or any other similar international organisations.

39. The President-Elect shall be the President of the next Council automatically without further election.
40. The Honorary Secretary shall be responsible for the general correspondence of the Society, the drafting of agenda, minutes of proceedings and all meetings of the Society, circulation of notices, keeping of all books, documents, records and papers, and any other duties and functions of a secretary.
41. The Honorary Treasurer shall be responsible for all financial matters of the Society including but not limited to the collection of all subscriptions, donations, or other moneys due to the Society, and shall be the custodian thereof. He shall inform those members paying biennial subscription fees when his subscription is due or past due. He shall make all disbursements approved by the Council. He shall submit an annual statement of the accounts and balance sheet to the annual general meeting. He shall prepare and submit financial statements at any time that the Council deems expedient.
42. At the second annual general meeting of the Society 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 a member of Council shall not be subject to retirement at any general meeting at which he is the President or President-Elect. A retiring Council member shall be eligible for re-election, except that the President shall not hold office for a term covering more than 2 consecutive terms.
43. The Society at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a Full Member thereto, and in default the retiring member of the Council shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Council shall have been put to the meeting and lost.
44. Nomination of candidates to the office of member of Council shall be left at the Office not less than 5 weeks before the date appointed for the meeting. Such nominations shall be in writing in such form as the Honorary Secretary

may prescribe from time to time, signed by two Full Members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to proposed to fill, and also notice in writing signed by that person of his willingness to be elected. The names of all nominees and those of their proposers, and the offices to which each nominee is proposed to fill, shall be circulated to all Full Members by the Honorary Secretary not less than 21 days before the date of the annual general meeting at which the results of the election conducted by ballot shall be announced.

45. The Council may by ordinary resolution in general meeting appoint any person to be member of the Council other than the **President, to fill a casual vacancy**. Any member of the Council so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

POWERS AND DUTIES OF THE COUNCIL

46. The business and affairs of the Society shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Society.
47. 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 Society in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Society 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.
48. All cheques drawn on the Society's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Society, all receipts for moneys paid to the Society and all other contracts entered into by the Society in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, by any two of the following Officers, namely the President, the Vice-President, the Honorary Treasurer and the Honorary Secretary.
49. 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 **at least two members of the Council**.
50. 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 Society, and of the Council and of any committee or sub-committee of the Council,

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

PROCEEDINGS OF THE COUNCIL

- 51. The Council may meet together for the despatch 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 chairman shall have a second or casting vote. A Council member may, and the Honorary Secretary on the requisition of a Council member 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.
- 52. The quorum for a meeting of the Council shall be 5 members of the Council present at the time when the meeting proceeds to business 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.
- 52a. The Council members 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 Society as the necessary quorum, the continuing member or members 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 Society, but for no other purpose.
- 53. The President 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 the 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 number to be chairman of the meeting.

54. The Council may delegate power 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.
- 54a. The committee may elect a chairman of its meetings; if no such chairman is elected, or if any 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 number to be chairman of the meeting.
- 54b. 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.
55. All acts done at any meeting of 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 a member of the Council.
56. 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 MEMBERS OF THE COUNCIL

57. The office of the 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 Society 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) is directly or indirectly interested in any contract (being a Contract of significance in relation to the Society's business) with the Society 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.

(f) cease to be a Full Member of the Society

58. A member of the Council shall not vote in respect of any contract in which he is interest or any matter arising therefrom, and if he does so vote his vote shall not be counted.

ACCOUNTS

59. The Council shall cause proper books of account to be kept with respect to:-

(a) all sums of moneys received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;

(b) the assets and liabilities of the Society; and

(c) all other matters necessary to show a true and fair view of the financial state and condition of the Society.

(d) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.

60. The books of account shall be kept at the Office or [subject to section 121\(3\) of the Ordinance](#), at such other place as the Council thinks fit and shall always be open to the inspection of the members of the Council.

61. The Council shall determine the extent to which the accounts and books of the Society 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 Society except as conferred by statute or authorised by the Council or by the Society in general meeting.

62. The members of the Council shall from time to time in accordance with [sections 122 and 129D](#) of the Ordinance, cause to be prepared and to be laid before the Society in general meeting such income and expenditure account, balance sheets and reports as are referred to in those sections.
63. Auditors shall be appointed and their duties regulated in accordance with the Ordinance. [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 Councilors' 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](#)

NOTICES

64. A notice may be served by the Society upon any member by personal delivery at or by sending it through the post to the last known or usual address of the member or by 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 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, given and in the case of a facsimile transmission that the facsimile number used was that of the member being served with such notice.
65. [All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two members of the Council of Society.](#)

INDEMNITY

66. 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 Society shall be indemnified out of assets of the Society against any liability incurred by him in the proper and reasonable discharge of his duties in relation to the Society 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 that none of such assets of the

Society 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.

DISSOLUTIONS

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

Names, Addresses and Descriptions of Subscribers	
(Sd.) Dr. Chang Yun Po (張運波)	Medical Practitioner
(Sd.) Dr. Lam Cho Yee (林祖怡)	Medical Practitioner
(Sd.) Dr. Ho Pak Cheong (何百昌)	Medical Practitioner
(Sd.) Dr. Ip Wing Yuk (葉永玉)	Medical Practitioner
(Sd.) Dr. Wu Wing Cheung (胡永祥)	Medical Practitioner

(Sd.) Dr. Chow Yuk Yin (周育賢) Medical Practitioner

(Sd.) Dr. Ho Sheung Tung (何相東) Medical Practitioner

(Sd.) Dr. Leung Yuen Fai (梁遠輝) Medical Practitioner