

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee and Not
Having a Share Capital

ARTICLES OF ASSOCIATION OF THE HONG KONG COLLEGE OF FAMILY PHYSICIANS

1. The regulations contained in Schedule 3 to the Companies (Model) Notice (Chapter 622H of the Laws of Hong Kong) will not apply to the College save insofar as they are repeated or incorporated in these Articles.

PRELIMINARY

2. In these Articles unless therein something in the subject or context inconsistent therewith:-

“Annual General Meeting” means the yearly General Meeting of the Members of the College held in accordance with the requirements under the Ordinance;

“Predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Ordinance including the related subsidiary legislation;

“Reporting Documents” means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance;

“Secretary” means the secretary appointed under these Articles and the person holding such office shall be deemed to be the “company secretary” of the College for the purpose of the Ordinance;

“the office” means the registered office for the time being of the College;

“the Register” means the register of members to be kept pursuant to the Ordinance;

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

"month" means calendar month;

"in writing" means written or printed or typewritten or partly written or partly typewritten or partly printed;

"the College" means the company registered as "The Hong Kong College of Family Physicians" or "HKCFP";

"the Council" means the Council of the College constituted in accordance with Articles 47 to 50 inclusive, and includes the Interim Council and a member of the Council shall be deemed to be a "director" of the College for the purpose of the Ordinance;

"member" means an Honorary Fellow, a Foundation Fellow, a Fellow, Full Member, Associate Member, Affiliate Member, Non-HKSAR Member, Non-HKSAR Fellow or Student Member of the College;

"Registered medical practitioner" means a person registered as a medical practitioner by the Registrar of the Medical Council of Hong Kong;

"Registrable qualification" means a degree or diploma entitling the holder to be registered as a registered medical practitioner by the Registrar of the Medical Council of Hong Kong;

"General/Family Practice or Practice in General Practice/Family Medicine" means a branch of medicine which is predominantly engaged in primary medical care;

"General practitioner/Family physician" means a person who is predominantly engaged in general/family practice or practice in general practice/family medicine;

"Approved postgraduate study" means postgraduate medical instruction provided by or under the aegis of any institution approved by the Council of the College for the purpose (either generally or in relation to any particular course of instruction) and such other postgraduate medical instruction or activity as may be approved by the Council of the College.

"Approved postgraduate study" means postgraduate medical instruction provided by or under the aegis of any institution approved by the Council of the College for the purpose (either generally or in relation to any particular course of instruction) and such other postgraduate medical instruction or activity as may be approved by the Council of the College.

"Auditor" means the firm of accountants charged from time to time with the audit of the College's financial statements;

"Interim Council" means the interim council constituted under Article 75 of these Articles;

“Quality Assurance” means general practitioners in Hong Kong to maintain and improve the quality of care they give to patients;

“Board of Censors” means the board appointed by the Council which is responsible for standards and Quality Assurance of all related matters of the College;

“Accreditation Scheme” means HKCFP Quality Assurance requirements;

“Medical Council of Hong Kong” means the Medical Council of Hong Kong established under section 3 of the Medical Registration Ordinance, Cap 161 of the Laws of Hong Kong;

“Membership Committee” means the committee established by the Council for the time being;

“business day” means a day in Hong Kong on which:-

- (a) it is not a general holiday (which means any of the holidays (which include Sundays) specified in the Schedule to the General Holiday Ordinance (Cap. 149)); and/or
- (b) it is not a Saturday; and
- (c) there is no typhoon signal No. 8 or above hoisted and no black rainstorm warning signal issued at any time between 9:00 a.m. and 5:00 p.m.

Words importing the singular number include the plural and vice versa.

Words importing persons include corporations.

Words importing the masculine gender include the 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, expressions defined in the Ordinance or any statutory modification thereof in force at the date which these regulations become binding on the College shall have the meanings so defined.

3. Unless the context otherwise requires, 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.

NAME AND OFFICE

4. The name of the company is "The Hong Kong College of Family Physicians".

5. The registered office of the College will be situated in the Hong Kong Special Administrative Region.

OBJECTS

6. The aims and objectives for which the College is established are:-
 - (a) To establish and maintain high standards of learning, skill and conduct in the General/Family Practice or Practice in General Practice/Family Medicine.
 - (b) To establish and maintain facilities for General practitioners/Family physicians in medicine and other organizations calculated directly or indirectly to further the aims and objectives of the College.
 - (c) To encourage and assist research by any persons (whether members of the College or not) into medical, surgical, scientific or other subjects, also the publication of books, monographs, articles and other writings by such persons upon such subjects.
 - (d) To encourage and assist persons (whether members of the College or not) to arrange, take part in, undergo, undertake and carry out training courses, schools, seminars, symposia, conferences, and other activities in relation to medical, surgical, scientific or other fields of knowledge which the College considers are calculated to improve the knowledge and skill in those fields or any of them of the persons taking part in them or to extend knowledge and raise standards of learning generally in those fields or any of them.
 - (e) To arrange for and provide instruction by members of the College or other persons of undergraduate or postgraduate students in medicine, surgery or allied or associated sciences or subjects at or in any university, medical school, hospital, laboratory or other training school or teaching institution.
 - (f) To provide, endow or support scholarships, lectureships, readerships and professorships in subjects appertaining to or associated with the General/Family Practice or Practice in General Practice/Family Medicine.
 - (g) To give, grant, issue or bestow diplomas, certificates and other tokens and distinctions in recognition of proficiency or attainment in the General/Family Practice or Practice in General Practice/Family Medicine or in any subject cognate to such General/Family Practice or Practice in General Practice/Family Medicine; and any such tokens or distinctions as may be awarded upon examination or thesis or honoris causa for outstanding work or in appreciation of special services to the College or the medical profession or in any other

circumstances or upon any other grounds as the College considers appropriate.

- (h) To encourage and assist such persons or categories of persons as the College thinks fit to enter the profession of medicine and to become General practitioner/Family physician therein.
- (i) To establish, provide and maintain rooms, offices, libraries, lecture-halls, consulting rooms, waiting-rooms, laboratories, and other facilities for members of the College and such other persons (if any) as the College thinks fit.
- (j) In furtherance of the aims and objectives of the College to publish or cause to be published and acquire, buy, sell, exchange or dispose of books, periodicals, papers, pamphlets, memoranda and other written or printed material.
- (k) To promote social intercourse and good fellowship amongst members of the College and amongst persons engaged in the General/Family Practice or Practice in General Practice/Family Medicine and to promote good relations among such members and persons and the rest of the community or other sections of the community.
- (l) To effect any of the foregoing aims and objectives by grants of money or by any other means or in any other manner as the College thinks fit.
- (m) To do all or any of the aims and objectives referred to in this Article either alone or in conjunction or association or cooperation with any persons or bodies corporate or unincorporate.
- (n) In furtherance of the aims and objectives of the College to acquire by purchase, hire, lease, exchange, application, grant or otherwise howsoever:
 - (i) any real property and any estate or interest therein, whether such property be leasehold property or be held under any other tenure;
 - (ii) any easement or other right or interest in any such property;
 - (iii) any personal property; and
 - (iv) any patents, patent rights or inventions, copyrights designs, trade marks, secret processes, technical information, licenses, franchises and other rights, privileges and concessions.
- (o) To sell, let, dispose of or grant rights over or otherwise deal with all or any of the property and rights of the College.

- (p) To erect or reconstruct buildings for the purpose of the College.
- (q) To grant licences to use patents, copyrights, designs or secret processes of the College.
- (r) To borrow money or to receive money on deposit or by way of gift or legacy for any of the aims and objectives of the College.
- (s) In furtherance of the aims and objectives of the College to guarantee the contracts or liabilities of any person or body (corporate or unincorporate).
- (t) To secure the payment of money borrowed by or the performance of liabilities undertaken by the College by debentures, debenture stock (dated or undated), mortgage, charge or other security charged on the undertaking or all or any of the property and rights of the College.
- (u) In furtherance of the aims and objectives of the College to invest any moneys of the College in any investment specified in the Second Schedule of the Trustee Ordinance, Cap. 29 or in any other investment (including deposits in a bank outside Hong Kong) which may be authorized by the court on summary application for that purpose made in chambers also to lend money on the security of any property on which the College can lawfully lend in accordance with Section 11(1) of the Trustee Ordinance, aforesaid.
- (v) To draw, make, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (w) To pay all the costs, charges and expenses of the formation, establishment and management of the College.
- (x) To accept and hold property on trust provided that the trusts of such property are calculated directly or indirectly to further the aims and objectives of the College.
- (y) To hold or promote competitions of any description authorised by law which may be calculated to further the aims and objectives of the College.
- (z) To grant pensions and allowances to any employees or ex-employees or their dependents; to make payments in or towards insurance; and to subscribe or guarantee money for charitable or benevolent objectives or for any public, general or useful objective.
- (aa) To subscribe to or otherwise aid benevolent, charitable, governmental or other institutions, associations or objectives of a public character or which in the opinion of the College shall have any moral or other claim to be supported by the College.

- (bb) To engage, employ and dismiss officers, managers, clerks, technicians, professors, readers, lecturers, servants and other persons whose employment may be necessary or convenient or desirable for the attainment of the aims and objectives of the College; and to pay any of such persons, such salaries, wages, remuneration, allowance or other emoluments as the College shall think fit; and to establish superannuation and other funds for the benefit of such persons whether with or without contributions from the College.
- (cc) To do all such other things as are incidental or conducive to the attainment of the foregoing aims and objectives or any of them.
- (dd) To do all or any of the things hereinbefore authorised in any part of the world.

provided that:-

- (a) In case the College shall take or hold any property which may be subject to any trusts, the College will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the College shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (c) The powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Ordinance) are hereby excluded.

APPLICATION OF INCOME AND PROPERTY

- 7. (a) The income and property of the College, however derived, shall be applied solely towards the promotion of the objects of the College as set out in Article 6.
- (b) Subject to sub-articles (d) and (e) below, no portion of the income and property of the College shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the College.
- (c) No member of the Council or governing body of the College shall be appointed to any salaried office of the College, or any office of the College paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-article (e) below) shall be given by the College to any member of the Council or governing body.

- (d) Nothing herein shall prevent the payment, in good faith, by the College of reasonable and proper remuneration to any officer or servant of the College, or to any member of the College not being a member of the Council or governing body of the College in return for any services actually rendered to the College.
- (e) Nothing herein shall prevent the payment, in good faith, by the College:-
 - (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 College 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 College or of its Council or governing body; and
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the College 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 sub-articles (d) and (e) above.

LIABILITY OF MEMBERS

- 8. The liability of the members is limited.
- 9. Every member of the College undertakes to contribute to the assets of the College, in the event of it being wound up while he is a member, or within one year after he ceased to be a member for the payment of the debts and liabilities of the College contracted before he ceases to be a member, and of the costs, charges and expenses of winding up the College, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding five hundred dollars.

MEMBERS

10. The number of members shall be fixed by the College from time to time, and the members of the Council may when they think fit register an increase or decrease of members.
11. The member of the College shall be the subscribers to these Articles and such other persons as the Council may admit to membership.
12. (a) The membership of the College shall consist of:
 - (i) Honorary Fellows;
 - (ii) Foundation Fellows;
 - (iii) Fellows;
 - (iv) Full Members;
 - (v) Associate Members;
 - (vi) Affiliate Members;
 - (vii) Non-HKSAR Fellows;
 - (viii) Non-HKSAR Members; and
 - (ix) Student Members.
- (b) The qualifications of such Honorary Fellows, Foundation Fellows, Fellows, Full Members, Associate Members, Affiliate Members, Non-HKSAR Fellows, Non-HKSAR Members and Student Members and the mode of admission and election to the College shall be as follows:-

ELECTION TO HONORARY FELLOWSHIP

- (i) Persons of distinction or members of the community who have rendered distinguished services, directly or indirectly, to the College or to the advancement of General/Family practice or Practice in General Practice/Family Medicine, may be nominated to Council for election to Honorary Fellowship. Such election will require 80% of the Council members present and vote in favour of the admission.

ELECTION TO FELLOWSHIP

- (ii) I. A member of the College may be elected to Fellowship of the College if he:-

EITHER:

- (a) is an active Full Member or Associate Member of the College;
- (b) has been paying annual subscription continuously since becoming member of the College.
- (c) has been predominantly engaged in General/Family Practice or Practice in General Practice/Family Medicine for not less than

five years, in which one year at the least should be engaged in General/Family Practice or Practice in General Practice/Family Medicine in Hong Kong;

- (d) has passed the Fellowship examination of the College;
- (e) has documented proof of having obtained the College Certificates of Quality Assurance or its equivalent prior to election of Fellowship;
- (f) is sponsored by a Fellow of the College;
- (g) has solemnly pledged to uphold the aims and objectives of the College and to commit himself to a process of continuous medical education by playing an active role in College educational programmes to the best of his ability; and
- (h) is elected to Fellowship by a majority vote of the Council.

OR:

- (a) is an active Full Member or Associate Member of the College;
- (b) has been paying annual subscriptions continuously since becoming member of the College;
- (c) is a vocational trainee of our College who has successfully completed the prescribed vocational training organized by our College;
- (d) has passed the Fellowship examination of the College;
- (e) Possesses HKCFP Certificate of Quality Assurance or its equivalent of Quality Assurance issued by the HKCFP;
- (f) is sponsored by a Fellow of the College;
- (g) has solemnly pledged to uphold the aims and objectives of the College and to commit himself to a process of continuous medical education by playing an active role in the College educational programmes to the best of his ability;
- (h) is elected to Fellowship by majority vote of the Council.

- II. For all Fellows, with the exception of Honorary Fellows, there shall be two categories of them, i.e., either active or dormant. An active Fellow shall attend prescribed course or courses as shall be determined by the College By-Laws effective from 1991 which the Council may adopt from time to time. A Fellow who does not attend the aforesaid

prescribed course or courses shall be a dormant Fellow.

III. Both active and dormant Fellows shall enjoy full voting rights.

ADMISSION TO FULL MEMBERSHIP

(iii) (I) A person shall be eligible for admission to Full Membership of the College if:-

(a) he is a medical practitioner fully registered with The Hong Kong Medical Council, who has been predominately engaged in General/Family Practice or Practice in General Practice/Family Medicine for not less than three years, of which one year at the least should be engaged in General/Family Practice or Practice in General Practice/Family Medicine in Hong Kong and is proposed by a Full Member of the College and seconded by another Full Member of the College;

(b) he is in possession of one of the following qualifications: CCFP, DAB Family Practice, FAAFP, FCFP, FRACGP, FRCGP, FRNZCGP, MICGP, MRCGP, MRNZCGP, MFM(Monash), DFM(HKCFP), MFM(Clin)(Monash), DFM(Monash), DFM(CUHK), MMed(Family Medicine)(Singapore), or other qualifications as determined by the College from time to time AND possession of HKCFP Certificate of Quality Assurance or its equivalent Certification of Quality Assurance issued by the College for the most recent three consecutive years;

(c) he submits an application to the Honorary Secretary in the form prescribed by the Council;

(d) he gives an undertaking that he will, if elected:-

i. uphold and promote to the best of his ability the aims and objectives of the College;

ii. observe and comply with the provisions of these Articles and such Regulations and By-Laws of the College as may from time to time be in force;

(e) his application is endorsed by the chairman of the Membership Committee and approved by the Council; and

(f) Member(s) of Board of Censors need not necessarily be Full Member(s) or Fellow(s) of the College.

(II) A Full Member shall receive a Certificate of Admission to Full Membership.

(a) There shall be two categories of Full Members: active or

dormant. An active Full Member shall attend prescribed course or courses as shall be determined by the College By-Laws effective from 1991 which the Council may adopt from time to time. A Full member who does not attend the aforesaid prescribed course or courses shall be a dormant Full Member.

- (b) Both active and dormant Full Members shall enjoy full voting rights.

ADMISSION TO ASSOCIATE MEMBERSHIP

- (iv) (I) A person shall be eligible for admission to Associate Membership of the College if:-
 - (a) he is a registered medical practitioner in Hong Kong;
 - (b) he is proposed by two sponsors being medical practitioners of good standing, the proposer must be a Full Member or a Fellow of the College;
 - (c) he submits an application to the Honorary Secretary in the form prescribed by the Council;
 - (d) he gives an undertaking that he will, if elected:-
 - i. uphold and promote to the best of his ability the aims and objectives of the College;
 - ii. observe the provisions of these Articles and such Regulations and By-Laws of the College as may from time to time be in force; and
 - iii. undertake and continue Approved postgraduate study while he remains a member of the College;
 - (e) his application is approved by the Council.
- (II) The above sub-article (b) is waived for Student Member applying for transfer to Associate Membership.

ADMISSION TO AFFILIATE MEMBERSHIP

- (v) (I) A person shall be eligible for admission to Affiliate Membership of the College if:-
 - (a) he is residing in Hong Kong, not registered with the Hong Kong Medical Council and supports the aims of the College;
 - (b) he is recommended by a Full Member of the College;

- (c) he submits an application to the Honorary Secretary in the form prescribed by the Council;
- (d) he gives an undertaking that he will, if elected:-
 - i. uphold and promote to the best of his ability the aims and objectives of the College; and
 - ii. observe the provisions of these Articles and such Regulations and By-Laws of the College as may from time to time be in force; and
- (e) his application is approved by the Council.

TRANSFER TO NON-HKSAR FELLOWSHIP

- (vi) (I) A Fellow will be eligible for transfer to become a Non-HKSAR Fellow of the College if:-
 - (a) he had not practised in Hong Kong for at least one year and undertake to inform the College as soon as he resumes any form of remunerative medical practice in Hong Kong;
 - (b) he submits an application to the Honorary Secretary and his application for transfer must be submitted before the next membership fee is due;
 - (c) he continues to uphold the aims and objectives of the College; and
 - (d) his application is endorsed by the chairman of the Membership Committee and approved by the Council.
- (II) He should inform the College as soon as possible if he is no longer eligible to remain as a Non-HKSAR Fellow as described in (I).
- (III) A Non-HKSAR Fellow is considered to be inactive and will be exempted from the Accreditation Scheme.
- (IV) A Non-HKSAR Fellow will not have voting rights.

ADMISSION/TRANSFER TO NON-HKSAR MEMBERSHIP

- (vii) A medical doctor will be eligible for admission/transfer to become a Non-HKSAR Member of the College if:
 - (a) (i) New Applications
he is a registered medical practitioner in his place of domicile;

- (ii) Transfer
he has not practised in Hong Kong for at least one year, and undertakes to inform the College as soon as he resumes any form of remunerative medical practice in Hong Kong;
- (b) he supports the aims of the College;
- (c) (i) New Applications
he submits an application to the Honorary Secretary in the form prescribed by the Council;
- (ii) Transfer
his application for transfer is submitted to the College before the next membership fee is due;
- (d) he gives an undertaking that he will, if elected:-
 - i. uphold and promote to the best of his ability the aims and objectives of the College;
 - ii. observe the provisions of these Articles and such Regulations and By-Laws of the College as may from time to time be in force; and
 - iii. undertake and continue Approved postgraduate study while he remains a member of the College;
- (e) his application is endorsed by the chairman of the Membership Committee and approved by the Council.

ADMISSION TO STUDENT MEMBERSHIP

- (viii) (l) A person shall be eligible for admission to Student Membership of the College as long as he is a medical student if:-
 - (a) he is a medical student at any local medical school approved by the Council.
 - (b) he submits an application to the Honorary Secretary in the form prescribed by the Council;
 - (c) he gives an undertaking that he will, if elected:-
 - (i) uphold and promote to the best of his ability the aims and objectives of the College; and
 - (ii) observe the provisions of these Articles and such Regulations and By-Laws of the College as may from time

to time be in force; and

- (d) his application is approved by the Council.
- (II) A Student Member upon qualification from Medical School shall cease to be a Student Member of the College.
- (III) The Council shall in its entire discretion determine whether or not a person applying for membership shall be admitted as a member of the College and shall not be obliged to inform a rejected applicant of the reason for his rejection.

ENTRANCE FEES

13. The entrance fees, and subscriptions payable by Honorary Fellows, Foundation Fellows, Fellows, Full Members, Associate Members, Affiliate Members, Non-HKSAR Fellows, Non-HKSAR Members and Student Members shall be as follows:-
- (a) Entrance fees in such amount as shall from time to time be determined by the members in general meeting shall be payable by Affiliate Member and Associate Member upon admission.
 - (b)
 - (i) No entrance fee shall be payable by an Honorary Fellow, Foundation Fellow, Fellow, Full Member, Non-HKSAR Fellow, Non-HKSAR Member, Student Member.
 - (ii) No entrance fee shall be payable by a Student Member who was admitted to become an Associate Member by the Council upon graduation from local medical school.
 - (iii) An Associate Member who was recommended by the Membership Committee to become Full Member shall not be required to pay a further entrance fee.

ANNUAL SUBSCRIPTIONS

- (c) A subscription in such amount as shall from time to time be determined by the members in general meeting due and payable on the first day of January in each year, shall be paid by the different categories of members.
 - (i) A Member who is aged over 65 and has paid membership fee for a total of at least 25 years shall be exempted from paying annual subscription if:
 - (a) he submits an application to the Honorary Secretary in the form prescribed by the Council; and
 - (b) his application is endorsed by the chairman of the

Membership Committee and approved by the members in general meeting.

(ii) No subscription shall be payable by an Honorary Fellow. An Honorary Fellow who pays no subscription should not be entitled to vote in the members' meeting nor hold any executive function in the College. Any Student Member or fresh medical graduate who was admitted to become an Associate Member by the Council shall be entitled to enjoy a 50% reduction in the annual subscription for the first 3 years after graduation.

14. The rights and privileges of every member shall be personal to himself; such rights and privileges shall not be transferable by a member's own act or by the operation of law, save and except in manner and mode as herein provided, and such rights and privileges shall not be exercisable by him unless all money due by him to the College have been paid.

TERMINATION OF HONORARY FELLOWSHIP

15. Any Honorary Fellow who:-

- (a) is found guilty by the Medical Council of Hong Kong of infamous conduct in a professional respect and with name removed from the Medical Council Register; or
- (b) is found guilty of an indictable offence and with name removed from the Medical Council Register;

shall by a majority vote of Council cease to be a Honorary Fellow provided that the Honorary Fellow affected shall have the right to appeal to members in the general meeting.

- (c) is found lunatic or becomes of unsound mind or is declared by a Court of competent Jurisdiction to be incapable of managing his affairs; or
- (d) resigns his Honorary Fellowship by notice in writing left at or sent by post to the office;

shall ipso facto cease to be an Honorary Fellow.

TERMINATION OF FOUNDATION FELLOWSHIP

16. Any Foundation Fellow who:-

- (a) is found guilty by the Medical Council of Hong Kong of infamous conduct in a professional respect and with name removed from the Medical Council Register; or

- (b) is found guilty of an indictable offence and with name removed from the Medical Council Register;

shall by a majority vote of Council cease to be a Foundation Fellow provided that the Foundation Fellow affected shall have the right to appeal to members in the general meeting.

- (c) is found lunatic or becomes of unsound mind or is declared by a Court of competent jurisdiction to be incapable of managing his affairs; or
- (d) resigns his Foundation Fellowship by notice in writing left at or sent by post to the office;

shall ipso facto cease to be a Foundation Fellow.

- 17. Any person who ceases to be a Foundation Fellow shall nevertheless remain liable for and shall pay to the College all money which at the time of his ceasing to be a Foundation Fellow is due by him to the College.

TERMINATION OF FELLOWSHIP

- 18. Any Fellow who:-

- (a) is found guilty by the Medical Council of Hong Kong of infamous conduct in a professional respect and with name removed from the Medical Council Register; or
- (b) is found guilty of an indictable offence and with name removed from the Medical Council Register;

shall by a majority vote of the Council cease to be a Fellow provided that the Fellow affected shall have the right to appeal to members in the general meeting.

- (c) is found lunatic or becomes of unsound mind or is declared by a Court of competent jurisdiction to be incapable of managing his affairs; or
- (d) cannot maintain a satisfactory postgraduate continuous education as set up by the College or the equivalent of other colleges recognized by the College and thus so found unanimously by the Council to be not upgrading Fellowship status of the College; or
- (e) resigns his Fellowship by notice in writing left at or sent by post to the office;

shall ipso facto cease to be a Fellow.

19. Any person who ceases to be a Fellow shall nevertheless remain liable for and shall pay to the College all money which at the time of his ceasing to be a Fellow is due by him to the College.
20. Upon termination of Fellowship, reinstatement application needs to be approved by Membership Committee appointed by the Council on such terms and conditions as the Membership Committee shall deem fit to impose and such application shall comply with such rules and procedures as may be determined by the Membership Committee.

TERMINATION OF MEMBERSHIP

21. Any Member who:-

- (a) is found guilty by the Medical Council of Hong Kong of infamous conduct in a professional respect and with name removed from the Medical Council Register; or
- (b) is found guilty of an indictable offence and with name removed from the Medical Council Register;

shall by a majority vote of the Council cease to be a member provided that the member affected shall have the right to appeal to members in the general meeting.

- (c) is found lunatic or becomes of unsound mind or is declared by a Court of competent jurisdiction to be incapable of managing his affairs; or
- (d) resigns his membership by notice in writing left at or sent by post to the office shall ipso facto cease to be a member Provided that if such notice is not received by the office on or before the 31st day of March of the year in which the Annual Subscription Fee is due and payable, a penalty may be imposed by the Council in the event that such member re-applies for membership; or
- (e) fails to pay the annual subscription fee by 31st July for the year concerned;
- (f) becomes prohibited from being a Member or a director by reason of any order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (g) is removed from office by an Ordinary Resolution passed at a duly convened General Meeting of the College; or

(h) is directly or indirectly interested in any transaction, arrangement or contract with the College and fails to declare the nature of his interest in manner required by Section 162 of the predecessor Ordinance or Section 536 of the Ordinance;

shall ipso facto cease to be a member.

22. Any person who ceases to be a member shall nevertheless remain liable for and shall pay to the College all money which at the time of his ceasing to be a member is due by him to the College.
23. Upon termination of Membership, terminated member is eligible to re-apply for membership and needs to be approved by Membership Committee appointed by the Council on such terms and conditions as the Membership Committee shall deem fit to impose and such re-application shall comply with such rules and procedures as may be determined by the Membership Committee.

GENERAL MEETINGS

24. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the College, and at such place, as the subscribers may determine.
25. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the College must, in respect of each financial year of the College, hold a general meeting as its Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as may be prescribed by the Council.
26. The Council may, if it thinks fit, call a general meeting. If the Council is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the Council does not call a general meeting in accordance with section 567 of the Ordinance, the members 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 meeting in accordance with section 568 of the Ordinance.
27. An Annual General Meeting and all other general meetings at which it is proposed to consider a Special Resolution shall be called by not less than twenty-one days' notice in writing and any other general meeting by not less than fourteen 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, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in

such other manner, if any, as may be prescribed by the College in general meeting, to such persons as are, under the articles of the College, entitled to receive such notices from the College; provided that the accidental omission to give any such notice to any of the members shall not invalidate any proceedings at any general meeting.

28. Every notice convening a general meeting shall be served in accordance with Article 74 hereof.

PROCEEDINGS AT GENERAL MEETING

29. (1) The business to be transacted at an Annual General Meeting shall be:-
- (a) to consider the Annual Report of the Council;
 - (b) to consider the balance sheet and the income and expenditure account and the report of the Auditor thereon;
 - (c) to elect a Vice-President (General Affairs);
 - (d) to elect a Vice-President (Education and Examinations);
 - (e) to elect an Honorary Treasurer;
 - (f) to elect an Honorary Secretary;
 - (g) to elect members of the Council in place of those retiring by rotation or otherwise;
 - (h) to elect a President;
 - (i) to appoint an Auditor; and
 - (j) to transact any other business which ought to be transacted at the Annual General Meeting.
- (2) All other business to be transacted at an Annual General Meeting and all business transacted at a general meeting shall be deemed special.
30. No business shall be transacted at any general meeting unless a quorum is present. Ten Full Members or Fellows present in person shall be a quorum for all purposes.
31. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Full Members or Fellows, 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, or to such

other day and at such other time and place as the Council shall determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the appointed time for holding the meeting, the Full Members or Fellow present shall be a quorum.

32. The President shall be the chairman of the meeting.
33. If within half an hour from the time appointed for a meeting the President is not present, the Vice President (General Affairs), shall preside. If the Vice-President (General Affairs) is not present, the Vice-President (Education and Examinations) shall preside, but if any meeting no one of them be present within half an hour after the time appointed for holding such meeting and willing to act, the members of the Council present shall choose one of their member to be chairman of the meeting, or, if no member of the Council be present or if all the members of the Council present decline to take the chair, the Full Members or Fellows present shall choose one of their members to be chairman.
34. The Chairman 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. If a meeting is adjourned for thirty 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.

VOTING

35. 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 by:
 - (a) the chairman of the meeting; or
 - (b) at least two Full Members or Fellows present in person entitled to vote; or
 - (c) any member or members present in person or by proxy and 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 that a resolution has on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the

votes recorded for or against such resolution.

36. 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.
37. 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 casting vote. The chairman of the meeting shall not otherwise be entitled to a vote.
38. 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.

VOTES OF MEMBERS

39. No Student Member, Affiliate Member, Non-HKSAR Member, Non-HKSAR Fellow, Associate Member or Honorary Fellow shall be entitled to vote at any general meeting of the College.
40. Every Full Member, Foundation Fellow and Fellow shall have one vote subject to the provision in Article 14 herein.
41. On a poll votes may be given either personally or by proxy.
42. A Member or Fellow entitled to vote may only appoint another Member or Fellow as his proxy.
43. (a) A proxy may only validly be appointed by a notice in writing that:-
 - (i) states the name and address of the Member or Fellow appointing the proxy;
 - (ii) identifies the person appointed to be that Member's or Fellow's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed on behalf of the Member or Fellow appointing the proxy; and
 - (iv) is delivered to the office in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (b) The College may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) If the College requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (d) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more

resolutions dealing with any business to be transacted at a general meeting.

- (e) Unless a proxy notice indicates otherwise, it must be regarded as:-
 - (i) allowing the Member or Fellow appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 44. (a) A proxy notice or a notice revoking the appointment does not take effect unless it is received by the office:
 - (i) for a general meeting or any adjournment of it, at least 4 business days before the date of the general meeting or its adjourned meeting; and
 - (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll, or any instructions contained in the notice in relation to which the proxy is contained.
- (b) An appointment under a proxy notice may be revoked by delivering to the office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 45. (a) A proxy's authority in relation to a resolution is to be regarded as revoked if the Member or Fellow who has appointed the proxy:-
 - (i) attends in person the general meeting at which the resolution is to be decided; and
 - (ii) exercises, in relation to the resolution, the voting right that the Member or Fellow is entitled to exercise.
- (f) A Member or Fellow who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the office by or on behalf of the Member or Fellow.

- 46. (a) A vote given in accordance with the terms of a proxy notice is valid despite:-
 - (i) the previous death or mental incapacity of the Member or Fellow appointing the proxy; or
 - (ii) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (b) Article 46(a) does not apply if notice in writing of the death, mental incapacity or revocation is received by the office:
 - (i) for a general meeting or any adjournment of it, at least 4 business days before the date of the general meeting or its adjourned meeting; and

- (ii) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll, or in accordance with any instructions contained in the notice in relation to which the proxy is appointed.

COUNCIL

47. The College shall have a Council consisting of 22-25 members, namely:-

- (i) The President of the College, who shall ex officio be chairman of the Council. The President shall be elected by the College in general meeting from among Council members of the College. The President shall retire from office at the second annual general meeting next after at which he is elected. He shall be eligible for re-election.
- (ii) The Vice-President (General Affairs) of the College shall ex officio be a member of the Council. The Vice-President (General Affairs) shall be elected by the College in general meeting from among Full Members or Foundation Fellows or Fellows of the College. The Vice-President (General Affairs) shall retire from office at the second annual general meeting next after that at which he is elected. He shall be eligible for re-election.
- (iii) The Vice-President (Education and Examinations) of the College shall ex-officio be a member of the Council. The Vice-President (Education and Examinations) shall be elected by the College in general meeting from among Full Members or Foundation Fellows or Fellows of the College. The Vice-President (Education and Examinations) shall retire from office at the second annual general meeting next after that at which he is elected. He shall be eligible for re-election.
- (iv) The Honorary Secretary of the College, shall ex officio be a member of the Council. The Honorary Secretary shall be elected by the College in general meeting from among the Full Members or Foundation Fellows and Fellows of the College. The Honorary Secretary shall retire from office at the second annual general meeting next after the year in which he is elected. He shall be eligible for re-election.
- (v) The Honorary Treasurer of the College, shall ex officio be a member of the Council. The Honorary Treasurer shall be elected by the College in general meeting from among its Full Members or Foundation Fellows or Fellows. The Honorary Treasurer shall retire from office at the second annual general meeting next after that at which he is elected. He shall be eligible for re-election.
- (vi) The Council shall also consist of 17-20 other members, namely, the

immediate Past President of the Council and 16-19 other members who shall be elected by the College in general meeting from among Full Members or Foundation Fellows or Fellows of the College. The ex officio members shall hold office until the second annual general meeting next following his appointment and shall at such meeting retire from office but shall be eligible for re-appointment. At the first general meeting to be held after the incorporation of the College and at the second and every succeeding annual general meeting, one-third of the non ex officio members of the Council or, if their number is not a multiple of three then the number nearest to, but not exceeding one-third shall retire from office and be eligible for re-election. The one-third, or other nearest number, to retire as aforesaid at the second and third annual general meetings to be held after the incorporation and the Association shall, unless the non ex officio members of the Council agree among themselves, be determined by lot; but in every subsequent year the one-third, or other nearest number, who have been longest in office shall retire. As between two or more who have been in office an equal length of time the non ex officio member or members to retire shall in default of agreement between them be determined by lot. The length of time a member has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring member shall be eligible for re-election.

48. Members of the Interim Council shall be:

Dr. Henry Li Fook-Kuen(chairman)
Sister Mary Aquinas
Dr. Emmanuel Chang Lok-Pan
Dr. Peter Lee Chung-Yin
Dr. Frederick C. T. Lee
Dr. Poon Kwong-Chiu
Dr. Doo Ching-Hoi
Dr. Norman Leung Gon-Fun
Dr. John Wedderburn
Dr. Tam Sai Kit
Dr. Mak Hing-Kwok
Dr. Chiu Hin-Kwong
Professor Cecil Lewis
Professor Michael James Colbourne
Dr. Henry Lee Chih-Lin

49. (a) The Council shall have power to appoint any Full Member or Fellow or Foundation Fellow of the College to fill any casual vacancy in the Council occurring by death or resignation or by reason of any member of the Council ceasing to be a Fellow or Foundation Fellow or Full Member of the College during his term of office.
- (b) The Council shall have the power to appoint any Full Member or Fellow or Foundation Member of the College to fill any vacancy on

the Council which has not been filled after an election at a general meeting.

- (c) Any person appointed to Council under (a) and (b) of this Article 49 shall hold office until the following annual general meeting of the College when he shall retire from the Council but shall be eligible to stand for re-election.

ELECTION OF THE PRESIDENT, VICE-PRESIDENT, HONORARY SECRETARY, HONORARY TREASURER AND COUNCIL MEMBER

50. A candidate for election as President, Vice-President (General Affairs), Vice-President (Education and Examinations), Honorary Secretary, Honorary Treasurer, and Council Members must be either a Foundation Fellow or Fellow or Full Member of the College for at least four years (for President, of which at least two years must have been spent as Council member and must be a fellow of the Hong Kong Academy of Medicine) and a candidate for election as Vice-President (General Affairs), Vice-President (Education and Examinations), Honorary Secretary, Honorary Treasurer, and Council Members must have served Boards or Committees for at least 2 years. Candidates for election as the President, Vice-President (General Affairs), Vice-President (Education and Examinations), Honorary Secretary, Honorary Treasurer and Council members must have no criminal records. Candidates for election must be proposed by one and seconded by another Foundation Fellow or Fellow or Full Member of the College and every such proposal together with his written consent so to act must be sent to the Honorary Secretary not less than six weeks before the annual general meeting. If the number of candidates received by the Honorary Secretary is greater than the number of vacancies in various posts in the Council, the Honorary Secretary shall circulate to each Fellow or Foundation Fellows or Full Member of the College not less than four weeks before the annual general meeting a list of candidates for election and a voting paper on which shall be specified the latest date for returning it to the Honorary Secretary.

- (a) Every Fellow or Foundation Fellow or Full Member shall be entitled to give one vote in favour of each of any number of candidates not exceeding the number of vacancies in various posts in the Council. No other voting paper, except the one sent out by the Honorary Secretary, and no voting paper received by the Honorary Secretary after midnight on that date shall be counted as valid.
- (b) Any voting paper adjudged by the Auditor (or in his absence a person appointed by the Auditor) to be improperly or incorrectly filled in shall be declared to be invalid.
- (c) The votes shall be counted by the Auditor and the result reported to the Annual General Meeting.

- (d) In the event of an equality of votes in the election, the Annual General Meeting shall decide by a ballot of the members present and voting as to which of those with an equal number of votes are to be deemed as elected to the Council.

DISQUALIFICATION OF MEMBERS OF COUNCIL

- 51. The office of a member of the Council shall ipso facto be vacated:
 - (a) If he is found lunatic or becomes of unsound mind, or
 - (b) If he resigns his office by notice in writing to the College, or
 - (c) If he ceases to be a Fellow or Foundation Fellow or Full Member of the College.

- 52. Subject to the provisions of these Articles of the College on Council member shall be disqualified by his office from contracting with the College either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the College in which any Council member shall be in any way interested, be void, nor shall any Council member be liable to account to the College for any profit realized by any such contract or arrangement by reason only of such Council member holding that office or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Council at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case, at the first meeting of the Council after the acquisition of his interest. If a Council member becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Council held after he becomes so interested. No Council member shall as a Council member vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he does so vote his vote shall not be counted, but this prohibition may at any time or times be suspended or relaxed to any extent by a general meeting and such prohibition shall not apply to any contract by or on behalf of the College to give to the members of the Council or any of them any security for advances or by way of indemnity.

RETIREMENT OF MEMBERS OF COUNCIL

- 53. At the inaugural meeting after the incorporation of the College all those members of the Interim Council shall retire from the office but shall be eligible for re-election.

- 54. Subject to the last preceding Article as regards the first members of the Council the term of office of the various members of the Council shall be

as provided by Article 48 hereof.

55. A retiring member of the Council shall act as a member of the Council throughout the meeting at which he retires.
56. The College at any general meeting at which members of the Council retire may fill up the vacated offices by electing a like number of qualified persons to be members of the Council, and, without notice in that behalf, may fill up any other vacancies.
57. The College may by ordinary resolution remove any member of the Council before the expiration of his period of office, and may by ordinary resolution appoint another qualified person in his stead; the person so appointed shall hold office during such time only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF COUNCIL

58. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Unless and until otherwise determined, six members present at a meeting shall form a quorum.
59. The President may at any time, and the Honorary Secretary upon the request of a Council member shall, convene a meeting of the Council. A member who is at any time not in the Hong Kong Special Administrative Region shall not during such time be entitled to notice of any such meeting.
60. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the regulations the College from time being vested in or exercisable by the Council generally.
61. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a casting vote. The chairman of the meeting shall not otherwise be entitled to a vote.
62. (a) The Council may delegate in writing any of their powers to members of the Council for the discharge of any routine function of the Council or any of their duties rested in the Council.

(b) The Council may appoint in writing any advisory or consultative sub-committees consisting of such member or members either from among their body or from the general body of Full Members or other categories of members as they think fit with such terms of reference

as the Council shall see fit to make recommendation or to give advice to the Council and may, from time to time revoke in writing such appointment and discharge any such sub-committee either wholly or in part and either as to persons or purposes.

63. All acts done by such sub-committee in conformity with such regulations and in fulfillment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect, as if done by the Council.
64. All acts done by any meeting of the Council, or of a sub-committee or by any person acting as a member, that there was some defect in the appointment of any such members or persons 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 as such.
65. A resolution in writing signed by all the Council members shall be valid and effectual as if it has been passed at a meeting of the Council duly called and constituted.
66. The management of the affairs and business and the control of the College shall be vested in the Council, which in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such acts and things as may be exercised or done by the College, and are not hereby or by statute expressly directed or required to be exercised or done by the College in general meeting; but subject nevertheless to any regulations from time to time made by the College in general meeting; provided that no regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
67. Without prejudice to the general powers conferred by the last preceding Article, and of the other power conferred by these Articles, it is hereby expressly declared that the Council shall have the following powers, that is to say:-
 - (a) to establish organizations, and bodies to further the aims and objectives for which the College is established;
 - (b) to deliver courses to instruction and to conduct examinations and to award diplomas, certificates, other tokens and distinctions therein;
 - (c) to pay the costs, charges and expenses incidental to the management and regulation of the College;
 - (d) to lease or mortgage all or any of the property rights and undertaking of the College;
 - (e) to determine who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and

documents on behalf of the College;

- (f) to purchase or otherwise acquire for the College any property, leases, rights or privileges which the College is authorised to acquire at such price and generally on such terms and conditions as it thinks fit;
- (g) at its discretion to pay for any rights and property acquired by services rendered to the College either wholly or partially in cash or in debentures or other securities of the College as may be agreed upon, and such debentures or other securities may be either specifically charged upon all or any part of the property of the College or not so charged;
- (h) to secure the fulfilment of any contracts or engagements entered into by the College by mortgage or charge of all or any of the property of the College for the time being, or in such other manner as it may think fit;
- (i) to accept from any member on such terms and conditions as shall be agreed a surrender of his rights and privileges in the College;
- (j) to institute, conduct, defend, compound or abandon any legal proceedings by or against the College or its officers or otherwise concerning the affairs of the College, and to compound and allow time for payment or satisfaction of any debt due and of any claims or demands by or against the College;
- (k) to refer any claims or demands by or against the College to arbitration, and observe and perform the award;
- (l) to make and give receipts, releases and other discharges for money payable to the College and for claims and demands of the College;
- (m) to set aside out of the profits of the College such sums as it thinks proper as a reserve to meet contingencies or for replacing, repairing, improving and maintaining any of the property or services of the College; and for such other purposes as the Council shall in its absolute discretion think conducive to the interests of the College, and to invest subject to the provisions of Article 6(u) hereof the several sums so set aside upon such investments as it may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof at its discretion for the benefit of the College, and to divide the reserve funds into such funds as it may think fit;

REGULATIONS

- (n) from time to time by instrument under seal to make regulations in relation to the College, and at any time in like manner annul or vary the same; and any regulations so made and for the time being in force and which are not inconsistent with these Articles shall be binding on the members of the College and shall have full effect accordingly; and it is expressly declared that without restricting the generality of the foregoing words the following shall, inter alia, be deemed to be regulations in relation to the College within the meaning of this Article, that is to say regulations (not inconsistent with these Articles) as to:-
- (i) the academic dress to be worn by officers or members of the College or any category of such members;
 - (ii) the establishment, functions, powers and privileges, regulation, administration and dissolution of other organizations of members of the College and the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of the officers and members of such organizations, and the representation of such on the Council;
 - (iii) the conduct of courses, examinations and criteria for admission to membership of the College or any category of membership and for postgraduate diplomas;
 - (iv) the duties of officers and servants of the College;
 - (v) arrangements with other bodies having similar objectives for reciprocal concessions or otherwise;
- (o) to appoint and at its discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit and to determine their duties and fix and pay their salaries or emoluments and to require security in such instances and at such amount as it thinks fit; and
- (p) to enter into all such negotiations and contracts and receive and vary all such contracts and execute and do all such acts, deeds, and things in the name and on behalf of the College as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the College.

BORROWING POWERS

68. (a) The Council may from time to time at its discretion raise or borrow any sum or sums of money for the purposes of the College.
- (b) The Council may raise or secure the repayment of such moneys in

such manner, and upon such terms and conditions as it thinks fit; and in particular by mortgage of all or any part of the property, rights and undertaking of the College or by the issues of debentures or debenture of stock of the College charged upon all or any part of both the present and future property of the College.

- (c) Every debenture or other security created by the College may be so framed that the same shall be assignable free from any equities between the College and the original or any intermediate holders. Any debentures, bonds or other securities may be issued at a discount, premium or otherwise.

MINUTES

- 69. The Council shall cause minutes to be added in books to be provided for the purposes:-
 - (a) of all appointments of officers made by the Council;
 - (b) of the names of the members of the Council present at each meeting and of any committee of the Council; and
 - (c) of all resolution and proceedings at all meetings of the College and of the Council and of committees of the Council

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

THE SEAL

- 70. The Council shall provide for the safe custody of the common seal, and the seal shall not be used without the authority of the Council and every instrument to which the seal is affixed shall be signed by two members of the Council and countersigned by the Honorary Secretary or some other person appointed by the Council.

DISTRIBUTION OF PROPERTY

- 71. If upon the winding-up or dissolution of the College there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the College but shall be given or transferred to some other institution or institutions having objectives similar to the aims and objectives of the College, 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 College under or by virtue of Article 7 hereof, such

institution or institutions to be determined by the members of the College 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 regards to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objective.

ACCOUNTS

72. (a) The Council shall cause to keep accounting records that comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance, and that enable the Council to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance with respect to -
- (i) all sums of money received and expended by the College and the matters in respect of which receipts and receipts and expenditure take place;
 - (ii) the assets and liabilities of the College; and
 - (iii) all sales and purchases of goods by the College.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the College's affairs and to explain its transactions, and to follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and to adhere to all of this recommended practices.

- (b) Sufficient accounting records shall be kept at the registered office of the College, or, subject to the applicable statutory requirements, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the Council.
- (c) The Council shall 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 College for the time being in force from time to time determine at what times and places and under what conditions and regulations the accounting records of the College, or any of them, shall be open to the inspection of members.
- (d) The Council shall from time to time in accordance with the applicable statutory requirements, caused to be prepared and to be laid before the College in general meeting such Reporting Documents as are required by the statutes.
- (e) Every such Reporting Documents shall be accompanied by a report of the Council as to the state and condition of the College, and as to

the amount, if any, which the Council proposes to carry to the reserve fund in exercise of the power given to it by paragraph (m) of Article 67, and the Reporting Documents shall be signed by the chairman of Council and countersigned by a member of the Council.

AUDIT

73. (a) Once at least in every financial year the accounts of the College shall be examined and the correctness of the Reporting Documents ascertained by an Auditor.
- (b) The Auditor shall be appointed by the College at the Annual General Meeting to be held in each year, and the retiring Auditor quitting office shall be eligible for re-election.
- (c) The remuneration of the Auditor shall be fixed by the Council.
- (d) The Auditor shall at all reasonable times have access to the accounting records of the College, and he may in relation thereto examine members of the Council or other officers of the College.
- (e) Every accounting record of the Council when audited and approved by a general meeting shall be conclusive, except as regards any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period the accounting records shall forthwith be corrected and thenceforth be conclusive.
- (f) If any casual vacancy occurs in the office of Auditor the Council shall forthwith fill the same.
- (g) The Auditor shall be supplied with copies of the Reporting Documents intended to be laid before the College in general meeting not less than twenty-eight days before the meeting to which the same are to be submitted and it shall be his duty to examine the same with accounts and vouchers relating thereto, and report to the general meeting thereon.
- (h) A copy of such Reporting Document shall, not less than seven clear days prior to the Annual General Meeting, be served on every member entitled to receive notice.

NOTICES

74. (a) A notice may be given by the College to any member either personally or by sending it by post to him to his registered address or (if he has no registered address within the Hong Kong Special Administrative Region) to the address, if any, within the Hong Kong

Special Administrative Region supplied by him to the College for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

- (b) A member who has no registered address within the Hong Kong Special Administrative Region and has supplied to the College an address within the Hong Kong Special Administrative Region for the giving of notice to him shall be deemed to have received any notice which shall have been displayed at the premises of the College and shall have remained there for the space of 24 hours, and such notice shall be deemed to have been received by such member at the expiration of 24 hours from the time when it shall have been first displayed.

INTERIM COUNCIL

- 75. (a) Until the First General Meeting of the College the signatories to these Articles shall constitute an Interim Council which may exercise all the powers conferred by these Articles upon the Council and the proceedings of such Interim Council shall be in accordance with Article 58 hereof.
- (b) The members of the Interim Council shall continue in office until the Inaugural Meeting of the College after incorporation.

INDEMNITY OF OFFICERS

- 76. Every officer of the Council (other than a member of the Council) or any person (whether an officer of the College or not) employed by the College as Auditor shall be indemnified out of the funds of the College against all liability incurred by him as such officer or Auditor in good faith in the proper and reasonable performance or purported performance of his duties in relation to the College other than any liability which attaches to him by law in respect of any negligence, default, breach of duty or breach of trust. Further he shall be indemnified against any liability incurred by him in defending 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 358 of the predecessor Ordinance (as defined in section 2(1) of the Ordinance) or section 903 or 904 of the Ordinance in which relief is granted to him by Court, provided that none of the funds or assets of the College shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of Court.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

77. No addition, alteration or amendment shall be made to or in these Articles for the time being in force, unless the same shall have been previously 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

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

LICENCE UNDER PREDECESSOR ORDINANCE

79. Articles 7 and 77 of these Articles contain conditions on which a licence is granted in pursuance of Section 21 of the predecessor Ordinance (as defined in section 2(1) of the Ordinance).

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