

Amended

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 4th April, 2005)

OF

HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED

香港醫務行政學院有限公司

Incorporated the 12th day of May, 2004.

HONG KONG

This is the document marked "A"
referred to the Special Resolution
dated 4th April, 2005.

Director

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編號

COMPANIES ORDINANCE
(CHAPTER 32)
香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人謹此證明

**HONG KONG COLLEGE OF HEALTH SERVICE
EXECUTIVES LIMITED**
香港醫務行政學院有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

於本日在香港依據公司條例註冊成為有限公司。

Issued by the undersigned on 12 May 2004.

本證書於二〇〇四年五月十二日簽發。

(Sd.) MISS R. CHEUNG

for Registrar of Companies
Hong Kong
香港公司註冊處處長
(公司註冊主任張潔心代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED

香港醫務行政學院有限公司

1. The name of the Company is “**HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED** 香港醫務行政學院有限公司, hereinafter referred to as ‘the College’.”
2. The Registered Office of the College will be situated in the Hong Kong Special Administrative Region.
3. The College shall acquire and take over the management, assets, property, effects, benefits, subscriptions, funds and liabilities of The Hong Kong Society of Health Service Executives, a society registered under the Societies Ordinance, in the case of the latter’s winding up. It shall also accept any gift of property or donation, whether subject to any special trust or not, for any one or more of the objects of the College.
4. The objects for which the College is established are:
 - (a) To promote the improvement of health care for the people of Hong Kong.
 - (b) To promote and enhance the ethical, academic and professional standards of its members regarding health service administration and management.
 - (c) To promote research and development activities in the fields of health service administration and management.
 - (d) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes, group discussions, conferences and any other educational activities which can contribute to knowledge building of its members.
 - (e) To print and publish any newspapers, periodicals, books or leaflets that the College may think desirable for the promotion of its objects.
 - (f) To liaise with, support and assist the establishment of any other associations having objects similar in whole or in part to those of the College, whether local, foreign or international.
 - (g) To participate in local health policy formulation and debates and provide opinions and feedbacks to the concerned authorities on behalf of the members of the College.

- (h) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (a) In case the College shall take or hold any property which may be subject to any trusts, the College shall 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 regulations of relations between workers and employers or organisations of workers and organisations of employers.
- (c) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.

4. (1) 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 this Memorandum of Association.

(2) Subject to clauses (4) and (5) 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.

(3) No member of the Council 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 clause (5) below) shall be given by the College to any member of the Council.

(4) 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 of the College in return for any services actually rendered to the College.

(5) Nothing herein shall prevent the payment, in good faith, by the College:-

- (a) To any member of its Council of out-of-pocket expenses;
- (b) of interest on money lent by any member of the College or its Council at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollars loans;
- (c) of reasonable and proper rent for premises demised or let by any member of the College or of its Council;
- (d) 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 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 clauses (4) and (5) above.

5. The liability of the members of the College is limited.
6. Every member of the College undertakes to contribute to the assets of the College in the event of its being wound up while such person is a member, or within one year after such person ceased to be a member, for payment of the debts and liabilities of the College 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 not exceeding 10 dollars.
7. If upon the winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this 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 objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College under or by virtue of clause 4 above, 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 regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

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
<p>(Sd.) Ma Hok Cheung (馬學章) Flat B, 8th Floor, Block 6, Beverly Villas, 16 La Salle Road, Kowloon Tong, Kowloon.</p> <p>Medical Director</p>
<p>(Sd.) Cheng Man Yung (鄭文容) Flat B, 18th Floor, Tavistock II, 10A Tregunter Path, Mid Levels, Hong Kong.</p> <p>Doctor</p>
<p>(Sd.) Wu Yeung Key, Jimmy (胡仰基) Flat C, 3rd Floor, Block 20, Baguio Villa, Pokfulam, Hong Kong.</p> <p>Physiotherapist</p>
<p>(Sd.) Li Yuet Sim Joanna (李月嬋) Room 410, Administrative Block, Ruttonjee Hospital, 266 Queen's Road East, Wanchai, Hong Kong.</p> <p>Accountant</p>

Dated the 20th day of April, 2004.
WITNESS to the above signatures:-

(Sd.) Loo Sze Wan Phoebe (盧詩韻)
Room 410, Administrative Block,
Ruttonjee Hospital,
266 Queen's Road East,
Wanchai, Hong Kong.
Personal Secretary

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED
香港醫務行政學院有限公司

INTERPRETATION

1. In these Articles, save where the context otherwise requires:-
 - (a) “College” means **HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED** 香港醫務行政學院有限公司.
 - (b) “Council Member” means any person for the time being a member of the Council of the College, including office bearer.
 - (c) “Ordinance” means the Companies Ordinance, Chapter 32 of the laws of Hong Kong Special Administrative Region, and any modifications thereto.
 - (d) “Seal” means the Common Seal of the College.

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.

If not inconsistent with the subject or context, words importing the singular number only shall include the plural number and vice versa.

Words purporting one gender shall where the context admits include the other gender.

PURPOSES OF THE COLLEGE

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

MEMBERSHIP

3. For the purposes of registration, the number of members of the College is unlimited.
4. The members of the College shall be divided into the following class viz:-

- a. An Honorary Fellow shall be an individual who has exceptional contribution to the College and/or the health care field. He shall be nominated by Council member and unanimously agreed in a Council meeting by all Council members present and eligible for voting at Council meeting before appointment.
- b. A Fellow shall be an Associate fellow who, in addition to possessing professional and/or academic qualifications as determined, has passed the examinations approved and conducted from time to time by the Council. He shall enjoy all rights and privileges as that of Associate fellow, plus the eligibility for election to the Council.
- c. An Associate fellow shall be a full-time holder of a health care administrative or managerial position as recognized by the Council. He shall be entitled to all activities of advantage provided by the College and shall have the right to vote at general meeting but not entitled to being elected to the Council.
- d. An Associate shall be a person interested in the advancement of health service administration and the objects of the College. He shall enjoy all the privileges of an associate fellow except the right to vote at general meetings.

ADMISSION TO MEMBERSHIP

5. Application for Fellow, Associate Fellow and Associate shall be made in writing to the Honorary Secretary.
6. Each application shall be considered by the Council, which shall have full discretion for approval or rejection of membership application.
7. All approved new members shall pay the appropriate Admission Fee and Subscription.
8. Any member may withdraw from the College by giving written notice of his intention to the Honorary Secretary.
9. Failure to pay the appropriate membership subscription for one year shall cause automatic withdrawal of membership when the subscription for the second year is due. The membership may, in this instance, be reinstated without payment of an admission fee on payment of all arrears on the approval of the Council.
10. If any member shall wilfully refuse to comply with the rules of the College or shall be guilty of conduct prejudicial to the College, as the case may be, he shall be liable to expulsion by resolution the Council, provided that at least one week before the Council meeting at which such a resolution is passed, he shall be notified in writing and shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he may think fit to the Council. A member expelled under this Article shall have a right of appeal to the College in a general meeting, whose decision shall be final.
11. Admission fee and annual subscription for each type of membership shall be decided at a General Meeting on the recommendation of the Council.
12. Members shall pay an admission fee of a sum as determined from time to time by the Council upon approval of application by the Council.

13. Only Fellow, Associate Fellows and Associates shall pay an annual subscription, which is due on the 1st April in each year.
14. No members shall participate in any of the activities of advantages until he shall have paid the annual subscription and any other claim which the College may have against him.

GENERAL MEETINGS

15. The College shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the College and that of the next. Provided that so long as the College holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council Members shall appoint.
16. All general meetings other than annual general meetings shall be called extraordinary general meetings.
17. The Council Members may, whenever they think fit, convene an Extraordinary General Meeting. Extraordinary General Meeting shall also be convened by the Council Members upon the requisition, in writing, by not less than ten voting members addressed to the Honorary Secretary for the specific purpose for which the Extraordinary General Meeting is requested. If the Council does not within twenty-one days after the receipt of the said requisition proceed duly to convene any such meeting, the members making the requisition may themselves convene an Extraordinary General Meeting.
18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least. Meeting of the College other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It 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 Association, entitled to receive such notices from the College:

Provided that a meeting of the College shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

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

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

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council Members and auditors, the election of Council Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as otherwise provided, ten voting members present in person or by proxy shall be a quorum.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council Members 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 present shall be a quorum. Notice of the adjourned meeting has to be given to all members entitled to attend the meeting of the College.
23. The President, if any, of the Council shall preside as chairman at every general meeting of the College, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the College 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 Council Members present shall elect one of their members to be chairman of the meeting.
24. If at any meeting no Council Member is willing to act as chairman or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their members 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. Notice of the adjourned meeting has to be given to all members entitled to attend the meeting of the College.
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 (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman of the meeting; or
 - (b) by at least 3 voting members present in person or by proxy.

Unless a poll be 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 and an entry to that effect in the book containing the minutes of proceedings of the College 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. 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.

VOTES OF MEMBERS

28. Every voting member shall have 1 vote.
29. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis, appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
30. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the College in his capacity as member, and which have been outstanding for more than 1 month after fell due for payment, have been paid.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy shall be a voting member of the College.
32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the College or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
33. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED

I/We _____ of _____, being a
Fellow/Fellows of the above named College, hereby appoint
of _____ or failing him _____ of
as my/our proxy to vote for me/us on my/our behalf
at the [annual or extraordinary, as the case may be] general meeting of the College to
be held on the _____ day of _____ 20____, and at any adjournment thereof.
Signed this _____ day of _____ 20____.”.

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

“HONG KONG COLLEGE OF HEALTH SERVICE EXECUTIVES LIMITED

I/We _____, of _____, being a Fellow/Fellows of the above named College, hereby appoint _____ of _____ or failing him _____ of _____, as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the College to be held on the day of _____ 20____, and at any adjournment thereof.
Signed this _____ day of _____ 20____.

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

*Strike out whichever is not desired.”.

35. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
36. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the College at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE COUNCIL

37. All Council Members are to be Fellows of the College.
38. The number of the Council Members shall not be more than 15 and not less than 11 (including the immediate pass President) and the names of the first Council Members shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.
39. The business of the College shall be managed by the Council Members, who may pay all expenses incurred in promoting and registering the College, and may exercise all such powers of the College as are not, by the Ordinance or by these Articles, required to be exercised by the College in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the College in general meeting; but no regulation made by the College in general meeting shall invalidate any prior act of the Council Members which would have been valid if that regulation had not been made.
40. The Council Members shall hold office for a term lasting until the next following Annual General Meeting and shall be eligible for re-election.
41. The Council shall consist of a President, a Vice-President, an Honorary Secretary, an Honorary Treasurer, an Academic Convenor and a Publication Convenor.

42. The President shall preside at all General and Council Meetings and shall be responsible for the proper conduct of the business at such meetings. He shall sign all other documents as the President of the College, save that in his discretion he may direct the Vice-President or the Honorary Secretary to sign on his behalf. He shall, in conjunction with the Vice-President, Honorary Secretary and Honorary Treasurer, superintend the general administration of the affairs of the College and shall endeavour to secure the observance of the rules of the College by all members.
43. The Vice-President shall deputise for the President on all occasions when the President is absent and, if the President ceases to hold office during his term, the Vice-President shall become President for the remainder of the term. The duties of the Vice-President shall be defined by the Council.
44. The Honorary Secretary will attend all Council and General Meetings and will record the proceedings, provided in his absence the Meeting may appoint a Secretary ad hoc from among its members to perform such duties. He shall notify all members of General Meetings and Council members of Council Meetings. He shall record and answer all correspondence on behalf of the College as directed by the Council or the President in between Council Meetings. The Honorary Secretary shall have the power to perform all duties of the President during the absence or disability of the President and Vice-President. He shall prepare the Annual Report for the Council and shall keep an up-to-date register of members of the College for inspection by members at any time.
45. The Honorary Treasurer shall be responsible for the safety of all monies belonging to the College and shall keep full and accurate accounts thereof. He shall prepare an annual financial statement of accounts for audit and for presentation to the Annual General Meetings. He shall disburse funds under the order of the Council. He shall provide facilities for the inspection of the account books of the College by any members upon a notice in writing addressed to him.
46. The Academic Convenor shall be responsible to organise activities in enhancing the academic and professional standards for health service administration and management.
47. The Publication Convenor shall be in-charge for printing, publishing and circulating among the members of the College circulars, newsletters, books and other papers. He shall act as the Chief Editor of official publications of the College.
48. The Council Members shall assist in the execution of affairs of the Council and College and shall perform duties of the aforesaid offices under the direction of the Council.
49. If the President vacates his office, the Vice-President shall become the President. When the Vice-President or other office bearers or any combination of them vacate their office during their term, they shall be taken over by one or more of the other Council Members elected from among themselves. If a Council Member other than the office bearers vacates his office, the Council shall if considered necessary have power to appoint any Fellow of the College to fill up the vacancy. The Council Member so appointed shall hold office until the next following annual general meeting. This holds true under all circumstances except that stipulated in article 58.
50. The College may take on employees, whose employment, discharge and salaries shall be decided by the Council.

51. The Council may recommend to the General Meeting of inviting any person or persons of distinction to be the Patron, and/or Honorary Advisers of the College. Such Patron and/or Advisers shall not be entitled to vote at any General Meetings or Council meetings of the College or elect or to be elected as members of the Council.
52. The Council may delegate any of their powers to committees consisting of such member or members of their body and such other persons, as the Council think fit. They may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council.
53. All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Council.
54. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the College, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two of the President, the Vice-President, Honorary Treasurer and Honorary Secretary signing jointly.
55. The Council Members shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Council;
 - (b) of the names of the Council Members present at each meeting of the Council and of any committee of the Council;
 - (c) of all resolutions and proceedings at all meetings of the College, and of the Council, and of committees of Council,

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

56. The office of member of the Council shall ipso facto be vacated if he:-
 - (a) Holds any office of profit under the College.
 - (b) Becomes bankrupt, suspends payment, or compounds with his creditors.
 - (c) Is found lunatic or becomes of unsound mind.
 - (d) Is absent from the meetings of the Council for three consecutive Council Meetings without consent of the Council.
 - (e) Resigns his office by notice in writing to the Council.
 - (f) Ceases to be a member of the College.
 - (g) Removed from office by a Special Resolution of members of the College at an Extraordinary General Meeting.

57. The continuing members of the Council may act notwithstanding any vacancy in their body. But if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the quorum of the Council Meetings, the continuing members of the Council may act for the purpose of increasing the number of members of Council to that number or of summoning a General Meeting, but for no other purpose.
58. The College in general meeting may by special resolution remove any members of the Council before the expiration of his period of office, and may by ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the time at which the member of the Council in whose place he is appointed would have been subject to retirement had he not been removed.
59.
 - (a) At every Annual General Meeting of the College, the members of the Council shall retire from office. A retiring member of the Council shall be eligible for re-election.
 - (b) At least one month before the expiry of the term of office of the Council Member, the Council shall invite nominations for the offices in the Council from members of the College.
 - (c) A nomination for a specified office in the Council must be made in writing by one, and seconded by at least one other voting member.
 - (d) The written consent of the candidates to stand for election must be obtained before nominations can be accepted.
 - (e) Nominations shall reach the Honorary Secretary not less than ten days before the scheduled Annual General Meeting.
 - (f) Candidates receiving the highest numbers of votes are elected into office. A tie shall be resolved by taking a second ballot for the candidates involved, failing which the issue shall be resolved in the manner agreed upon by three quarters of the voting members present.
 - (g) No member shall hold office as President for more than six consecutive terms.

PROCEEDINGS OF THE COUNCIL

60. The Council, with agreed among its members, co-opt any member of the College as co-opted member of the Council. The co-opted members shall have no voting right in the Council meeting.
61. The quorum necessary for the transaction of the business of the Council shall be six Council Members of the Council.
62. The Council shall hold a regular meeting at least once every three months and meetings may be held whenever any Council Member deems it necessary. At least one week's notice in writing shall be given to every regular meeting of Council and at least three days' notice in writing shall be given for any other Council Meetings.
63. Questions at any meeting of Council shall be decided by a show of hands unless a secret ballot shall be demanded by a majority of members present and in case of an equality of votes the President shall have a second or casting vote.

64. The President shall take the chair at all meetings of the Council, and if at any meeting he be not present within twenty minutes after the time appointed for holding the same, the Vice-President shall take the chair, failing which the Honorary Secretary shall take the chair, failing which the Honorary Treasurer or the members present shall choose some one from their number to be chairman of the meeting. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.

SECRETARY

65. The first secretary of the College shall be Ford Secretaries Limited.

THE SEAL

66. The Council Members shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorized by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed in such manner as determined by the Council.

ACCOUNTS

67. The Council shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the College and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the College; and
 - (c) The assets and liabilities of the College.

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 College's affairs and to explain its transactions.

68. The books of account shall be kept at the registered office of the College, or, subject to section 121(3) of the Ordinance, at such other place or places as the Council think fit, and shall always be open to the inspection of the Council Members.
69. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of members not being members of Council and no member (not being a Council Member) shall have any right of inspecting any account or book or document of the College except as conferred by statute or authorized by the Council or by the College in general meeting.
70. 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 College in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
71. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the College in general meeting, together with a copy of the Council's report and a copy of the auditors' report, shall not less than 21 days before the date of the meeting be sent to every member of the College.

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the College is not aware.

AUDIT

72. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

NOTICES

73. A notice may be given by the College to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong 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, preparing and posting a letter containing the notice.

WINDING UP

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

Names, Addresses and Descriptions of Subscribers

(Sd.) Ma Hok Cheung (馬學章)

Flat B, 8th Floor, Block 6,
Beverly Villas,
16 La Salle Road,
Kowloon Tong,
Kowloon.

Medical Director

(Sd.) Cheng Man Yung (鄭文容)

Flat B, 18th Floor, Tavistock II,
10A Tregunter Path, Mid Levels,
Hong Kong.

Doctor

(Sd.) Wu Yeung Key, Jimmy (胡仰基)

Flat C, 3rd Floor, Block 20,
Baguio Villa,
Pokfulam,
Hong Kong.

Physiotherapist

(Sd.) Li Yuet Sim Joanna (李月嬋)

Room 410, Administrative Block,
Ruttonjee Hospital,
266 Queen's Road East,
Wanchai, Hong Kong.

Accountant

Dated the 20th day of April, 2004.

WITNESS to the above signatures:-

(Sd.) Loo Sze Wan Phoebe (盧詩韻)

Room 410, Administrative Block,
Ruttonjee Hospital,
266 Queen's Road East,
Wanchai, Hong Kong.

Personal Secretary