

**THE COMPANIES ORDINANCE (CHAPTER 32)**

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**Company Limited by Guarantee  
and not having a Share Capital**

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**ARTICLES OF ASSOCIATION**

**OF**

**ASIA-PACIFIC ACADEMY OF OPHTHALMOLOGY LIMITED**

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**Preliminary**

1. In these Articles the following expressions have the following meanings:-

“Articles” means the Articles of Association of the Association for the time being;

“Association” means Asia-Pacific Academy of Ophthalmology Limited;

“Associate Member” means an individual admitted as an Associate Member of the Association in accordance with these Articles;

“Auditors” means the person or persons appointed to audit the accounts of the Association;

“APAO Congress” means an annual congress organized by the Association in the Asia-Pacific Region;

“Companies Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as may be amended from time to time;

“Council” means the Council of the Association constituted in accordance with these Articles;

“Council Member” means a member for the time being of the Council;

“Committee Member” means a member for the time being of the Executive Committee;

“Councilor-at-Large” means a Council Member who is appointed as such in accordance with these Articles;

“Deputy Secretary-General” means the Deputy Secretary-General for the time being of the Association;

“Delegate” means a person appointed by an Institution that is a Member as its delegate in accordance with these Articles;

“Executive Committee” means the Executive Committee of the Association constituted in accordance with these Articles;

“Fiscal Year” means the fiscal and business year of the Association which shall commence on the first day of January in each year and terminate on the thirty-first day of December that year;

“Founder Member” means a person who subscribes to the Memorandum;

“Full Member” means a full individual member of the Association who is admitted as such in accordance with these Articles;

“Immediate Past President” means the President of the immediate previous term of office of the Association;

“Immediate Past Secretary-General” means the Secretary-General of the immediate previous term of office of the Association;

“Individual Member” means a Full Individual Member or an Associate Individual Member of the Association who is admitted as such in accordance with these Articles;

“Institutional Member” means a Regional Based Member or a Sub-specialty Member and “Institutional Members” shall mean all Regional Based Members and Sub-specialty Members collectively;

“Member” means a member of the Association and whose name is on the Register of Members for the time being and where the context permits includes a Delegate or an alternate Delegate appointed by a Member;

“Memorandum” means the memorandum of association of the Association;

“Officer” means a person who holds an office in the Association;

“President” means the President for the time being of the Association;

“President-Elect” means the President-Elect for the time being of the Association who shall become the President of the Association upon resignation or expiration of the term of office of the President for the time-being;

“Regional Based Member” means a regional based member of the Association who is admitted as such in accordance with these Articles;

“Regional Secretary” means a person appointed by a Regional Based Member to become its Delegate in accordance with these Articles;

“Secretary-General” means the Secretary-General for the time being of the Association or any person acting in such capacity by direction of the Council to perform the duties of the Secretary-General for the Association;

“Seal” means the common seal of the Association;

“Society-based Member” means a society-based member of the Association which is admitted in accordance with these Articles;

“Sub-specialty Based Member” means a sub-specialty based member of the Association which is admitted in accordance with these Articles;

“Sub-specialty Secretary” means a person appointed by a Sub-specialty Based Member as its Delegate in accordance with these Articles;

“Treasurer” means the treasurer for the time being of the Association or any person acting in such capacity by direction of the Council to perform the duties of the treasurer for the Association;

“Vice-President(s)” means the Vice-President(s) for the time-being of the Association; and

- (a) In these Articles, if not inconsistent with the subject or context, words importing the singular number shall include the plural number and vice versa, words importing any gender shall include all other genders and references to persons shall include corporations (acting, where applicable, by their duly authorized representatives).
- (b) Subject as aforesaid, any words defined in the Companies Ordinance or any statutory modification for the time being in force shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- (c) Where any provision of the Companies Ordinance is referred to, the reference is to such provision as modified by the Companies Ordinance for the time being in force.
- (d) The headings and any marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

### **Objects**

- 2. The Association is established for the objects set out in the Memorandum.

### **Membership**

- 3. The number of Members of the Association shall be not more than 30,000.
- 4. There shall be the following classes of Members:

For individuals

- (a) Full Members; and
- (b) Associate Members

For institutions

- (a) Regional Based Members;
- (b) Sub-specialty Members; and
- (c) Associate Members.

- 5. A Full Member shall be an individual domiciled in the Asia-Pacific Region who the

Council determines has aided the work or advanced the objects of the Association. A Full Member shall be entitled to notice of all meetings of the Council, and to attend, speak at and vote in all general meetings.

6. An Associate Member shall be an individual domiciled anywhere in the world who the Council considers has participated in or aided the work of the Association or advanced its objects. An Associate Member shall not have to pay any entrance fee or subscription, and shall be entitled to participate in only such programs of the Association as the Council shall from time to time decide, but in any event shall not be entitled to attend or vote at any general meetings.
7. A Regional Based Member shall be an ophthalmologic society of any territory in the Asia-Pacific Region. There shall be only one Regional Based Member in each territory at any one time. Where there is more than one ophthalmologic society in the same territory applying for membership in the Association, the Council shall, after studying the credentials of each applicant, determine which one shall be the Regional Based Member of the Association in respect of such territory. In this respect, and for the avoidance of doubt, the Council has a right to exclude any existing Regional Based Member from further membership. A Regional Based Member shall be entitled to notice of all general meetings, and by a designated representative, to attend, speak at and vote in all general meetings of the Association.
8. A Sub-specialty Member shall be an ophthalmologic sub-specialty group in the Asia-Pacific Region. There shall only be one Sub-specialty Member in each ophthalmologic sub-specialty. Where there is more than one ophthalmologic sub-specialty group in the same sub-specialty applying for membership in the Association, the Council shall, after studying the credentials of each applicant, determine which one shall become a Sub-Specialty Member of the Association in respect of such sub-specialty. In this respect, and for the avoidance of doubt, the Council has a right to exclude any existing Sub-specialty Member from further membership. A Sub-specialty Member shall be entitled to notice of all general meetings, and by a designated representative, to attend, speak at and vote in all general meetings of the Association.
9. An application for admission as a Regional Based Member or a Sub-Specialty Member shall be made to the Association in writing. An application for admission as an Associate Member shall be made to the Association in writing. A Full Member shall be admitted on invitation of the Council only.
10. The Council shall have full discretion on the admission of any institution or person to membership, and shall not be called upon to give any reasons for its decisions. In reviewing any application for Membership, the Council may solicit and take into consideration the recommendation of a Membership Committee which shall consist of 5 persons nominated by the Executive Committee and appointed by the Council and which shall be responsible for considering all applications for Membership, and reviewing the membership of current Members. The members of the Membership Committee need not be members of the Council, and shall elect among themselves a convenor who shall chair all meetings of the Membership Committee. Any member of the Membership Committee with an interest in any application for membership shall declare such interest and abstain from discussion and the voting of the Membership

Committee.

11. Upon the Council's acceptance of any application for membership, the applicant shall pay the admission fee and subscription, and shall be bound to the terms of membership as may be revised from time to time.
12. No membership subscription is liable to be refunded unless the Council determines there is good and sufficient cause to do so.
13. The names of Members shall be kept on separate lists in the Register. When a Member ceases to be a Member of the Association for whatever reason, the name of such Member shall be removed from the Register.
14. The Founder Members shall become Full Members upon the incorporation of the Association without having to be invited by the Council or to apply for such admission. Notwithstanding anything in these Articles, no entrance fees shall be payable by the Founder Members upon their admission to membership of the Association.

#### **Membership Subscription**

15. After the Council has approved an application for membership, the applicant shall pay an entrance fee of US\$100.00 or such other sum as the Council shall resolve from time to time. Each Member shall pay a subscription fee in such amount as the Council shall resolve from time to time.
16. The Council may by a resolution terminate the membership of a Member who fails to pay the subscription fee for two consecutive years. Subject to the Council's approval, membership may be reinstated upon payment of the subscription fee in arrears.

#### **Rights, Privileges and Obligations**

17. An Institutional Member may from time to time by a resolution of its respective governing body appoint one Delegate and one alternate Delegate to represent it and vote on its behalf at all meetings of the Council. Likewise the Institutional Member may by a similar resolution remove any or all of its Delegates. The Institutional Member shall give notice of any appointment or removal of Delegates to the Secretary General not less than 14 calendar days before any general meeting.
18. A Delegate of an Institutional Member, or failing him then the alternate delegate, shall have the right to speak and vote for and on behalf of their respective Institutional Members at all general meetings of the Association. Every such Delegate present in person at the meeting shall have one vote. Each Institutional Member shall be represented by one Delegate in the general meetings. Each Delegate and alternate Delegate may only represent one Institutional Member at any one time.
19. If a Full Member is appointed as a Delegate of an Institutional Member his vote on any matter at a general meeting shall be taken as that of the respective Institutional Member and such member shall not be entitled to vote in his own right.

20. The Delegate appointed by the Regional Based Member shall take on the role of its Regional Secretary and the Delegate appointed by the Sub-specialty Based Member shall take on the role as its Sub-specialty Secretary.
21. The Regional Secretary and Sub-specialty Secretary shall be responsible for:
  - (a) disseminating information from the Association to the ophthalmologists and others in the respective Institutional Member;
  - (b) gathering and suitably relaying information related to the Association's objectives from the respective Institutional Member;
  - (c) arranging to pay the fees, subscriptions and other amounts due to the Association on behalf of the respective Institutional Member.
22. Every Member shall observe and be bound by all the provisions of the Memorandum and these Articles, and all regulations, bye-laws and resolutions of the Association.
23. Unless the Council decides by way of exercising its discretion to grant a full or partial exemption, every member shall pay a subscription fee to the Association at such times and in such amount as determined by the Council from time to time..
24. Any Member who has outstanding liability shall cease to enjoy the rights and privileges of membership.
25. The rights and privileges of every Member shall be personal to the Member and shall not be transferable. Rights and privileges of membership shall cease upon death or upon ceasing from any cause to be a Member under the provisions of these Articles.

### **Resignation and Termination**

26. Any Member may resign from the Association by giving one month's notice in writing of the intention so to do to the Secretary-General and upon the expiration of the notice the membership shall cease.
27. If the conduct of any Member, any delegate or alternate delegate causes undue inconvenience to another Member or is likely to be injurious to the reputation or interests of the Association, the Council may by resolution call upon such Member to resign from the Association forthwith and, if he fails to resign, may by resolution either strike his name off the Register, or may suspend his membership for such period of time as the Council deems expedient, provided that at least one week before the meeting at which such resolution of the suspension or expulsion of the Member is passed, the Member shall have had notice of the meeting and of the intended resolution and shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation which he may think fit.
28. Any Member shall ipso facto cease to be a Member of the Association if such Member:-

- (a) resigns by notice in writing to the Association;
  - (b) is convicted of an offence involving violence or dishonesty in a court of competent jurisdiction;
  - (c) ceases to be eligible for membership of the Association;
  - (d) is removed by a resolution of the Council;
  - (e) neglects or refuses to comply with any of these Articles after written notice given to him by the Secretary-General directing such Member's attention to such neglect or refusal and the Member fails to take any remedial action within a reasonable time.
29. A Member's liability due to the Association while a member shall subsist notwithstanding the termination of his membership for whatever reason.

#### **Patron, Honorary President or Honorary Advisor**

30. The Council may from time to time and on such terms as it shall decide invite distinguished or prominent persons to be a Patron, Honorary President or Honorary Advisor of the Association.
31. A Patron, Honorary President or Honorary Advisor may be invited from time to time to the Council meetings to give their advice and views, but under no circumstances will such persons have any management power or voting rights at those meetings. Unless any such person is a Member, he shall not have any of the liabilities of a Member.

#### **General Meetings**

32. An annual general meeting of the Association shall be held once in every calendar year, and not more than 15 months after the holding of the last preceding annual general meeting of the Association provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold such meeting in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as may be prescribed by the Council. All other general meetings shall be called extraordinary general meetings.
33. The Council may, whenever it thinks fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened upon receiving a written request of one third of the total number of the Members who are entitled to vote, or in default, may be convened on such requisitions as provided by Section 113 of the Companies Ordinance.
34. The quorum of all meetings of Members shall be 30% of the Members who are entitled to vote at the meeting.

#### **Notice of General Meetings**

35. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and all other meetings of the Members of the Association shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given, in manner mentioned in these Articles or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Council, provided that a meeting of the Association 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 by all the persons entitled to attend and vote thereat.
36. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed, or proceeding had, at any meeting.

### **Proceedings at General Meetings**

37. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts, balance sheets, the reports of the Council and the Auditors, and the appointment of and the fixing of the remuneration of the Auditor.
38. The President and the Secretary-General of the Council shall preside as chairman and secretary of every general meeting of the Association. If there is no President or if at any meeting he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the President-Elect shall take his place, and failing this, the Council Members present shall elect one of their members to be chairman of the meeting.
39. No business shall be transacted at any general meeting unless a quorum of the Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
40. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Voting 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 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.
41. The chairman may, with the consent of 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.
42. Subject to the provisions of the Companies Ordinance, a resolution in writing signed by all Members that are entitled to vote shall be as valid and effective as if the same



had been passed at a general meeting of the Association duly convened and held. A written notice of confirmation of such resolution in writing sent by or on behalf of a Member shall be deemed to be his signature to such resolution in writing for the purposes of these Articles. Such resolution in writing may consist of several documents each signed by or on behalf of one or more Members.

43. An Ordinary Resolution shall be passed by a simple majority of votes of the Members present and entitled to vote at the general meetings whereas a Special Resolution shall be passed by 75% of votes of the Members present and entitled to vote at the general meetings.
44. Votes may be given personally on show of hands or by poll and the chairman shall decide the method of voting at the beginning of each item of discussion at a general meeting.
45. 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**

46. Every Full Member and Institutional Member shall have one vote, whether on a show of hands or on a poll, except that if a Full Member is appointed as a delegate of an Institutional Member his vote on any matter at a general meeting shall be taken as that of the respective Institutional Member and such member shall not be entitled to vote in his own right.
47. On a poll, votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing and signed by the appointor. It shall be deposited at the registered office of the Company not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to attend and vote. The instrument appointing a proxy shall be valid for no more than 12 months from the date of its execution and such instrument shall be deemed to confer authority to demand or join in demanding a poll. A proxy must be a Full Member.
48. An objection may be made to the validity of any vote only at the meeting at which such vote was tendered, and every vote not disallowed at such meeting shall be valid.
49. The Council may at any time invite any person, association, corporation, institution or firm that is not a Member to attend any general meetings. Such person, association, corporation, institution or firm shall have none of the rights or liabilities of a Member.

#### **Council Members**

50. The management of the Association and its funds and properties belonging to it or under its control is vested in the Council.
51. The Council shall consist of not less than three (3) and not more than sixty (60) Council Members at any one time. Subject to this, the Council shall decide the number of Council Members for the time being.

52. The Council shall consist of the following:-
- (a) the Regional Secretaries and Sub-specialty Secretaries;
  - (b) the Immediate Past President;
  - (c) the Immediate Past Secretary-General;
  - (d) the president of the annual APAO Congress;
  - (e) the president of the immediate past APAO Congress;
  - (f) the respective presidents of the two upcoming APAO Congresses;
  - (g) all the chairpersons of the various standing committees of the Association; and
  - (h) not more than 10 Councilors-at-Large who shall be appointed on such terms as shall be decided by the Council from time to time.
53. The first Council Members of the Association shall be appointed by the Founder Members to the Memorandum.
54. The terms of office of the Council Members shall be as follows:
- (a) Save as otherwise provided below, the Councilors-at-Large and the chairpersons of the various standing committees shall hold office for a term of two (2) years and shall be eligible for re-appointment.
  - (b) The Regional Secretaries and Sub-specialty Secretaries shall hold office for a term of four (4) years and shall be eligible for re-appointment.
  - (c) The President shall become the Immediate Past President upon retirement. The Immediate Past President shall hold office until the retirement of the President for the time being.
  - (d) The Secretary-General shall become the Immediate Past Secretary-General upon retirement. The Immediate Past Secretary-General shall hold office until the retirement of the Secretary-General for the time being.
  - (e) The President of the APAO Congress and the respective presidents for the two upcoming APAO Congresses shall hold office until their respective presidencies expire.
  - (f) The president of the APAO Congress shall become the President of the immediate past APAO Congress upon retirement. The President of the immediate past APAO Congress shall hold office until the retirement of the President of the APAO Congress for the time being.
55. When the term of a Council Member expires during his term as an Officer, the said

Council Member shall be re-appointed to the Council as a Full Member and he shall continue to be appointed until the expiry of his term as an Officer.

56. A casual vacancy in the membership of the Council shall be filled by a person appointed by the Council. Any Council Member so appointed shall hold office only for the residue of the term of the vacant office of that Council Member.
57. No salary, remuneration or allowance shall be paid to the Council Members, but they shall be reimbursed any out-of-pocket expenses properly incurred by them in connection with the affairs of the Association. Subject to Clause 5 of the Memorandum, secretaries, servants and other employees employed by the Association shall be paid remuneration.

### **Executive Committee**

58. The Council shall set up an Executive Committee which shall be the policy execution body of the Association.
59. The Council Members shall decide the composition and number of Executive Committee Members from time to time. All Executive Committee Members shall be Council Members.
60. The Council may delegate any of its powers to the Executive Committee. The Executive Committee, in the exercise of the powers so delegated, shall conform to any regulations which may from time to time be imposed on it by the Council. The meetings and proceedings of the Executive Committee shall be governed by the same provisions of these Articles in regulating the meetings and proceedings of the Council so far as applicable and so far as the same are not superseded by any regulations made by the Council.
61. All bona fide acts done by any meeting of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Committee Members as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Committee Member.

### **Officers of the Association**

62. The Association shall have the following Officers:
  - (a) a President ;
  - (b) a Secretary-General;
  - (c) a President-Elect;
  - (d) two Vice-Presidents;
  - (e) a Treasurer; and
  - (f) a Deputy Secretary-General.
63. The Council Members shall elect among themselves the first and subsequent Officers, save that the President-Elect shall automatically become the President after the

resignation or end of term of office of the President for the time being, and the Deputy Secretary-General shall be nominated by the Secretary-General and appointed by the Council.

64. Election of the Officers shall be by secret ballot or shall be in such form as may be decided by the Council from time to time.
65. The President and the President-Elect shall hold office for a term of two (2) years and shall not be eligible for re-election for the same position. The Vice-Presidents and Treasurer shall hold office for a term of two (2) years and shall be eligible for re-election once only so that such persons shall serve for a maximum of two consecutive terms as the elected Vice-Presidents and elected Treasurer. The Secretary-General shall hold office for a term of four (4) years and shall be eligible for re-election, provided that the Secretary-General shall not hold office for more than three (3) consecutive terms. The term of office of the Deputy Secretary-General shall commence as decided by the Council and shall expire with the term of the Secretary-General.
66. The Council may appoint suitable persons as other Officers upon such terms as the Council shall determine. The Council shall also have power at any time and from time to time to appoint any Council Member as an Officer to fill a casual vacancy occurring in office of an Officer (save the President whose casual vacancy shall be filled by the President-Elect). Any Officer so appointed shall serve the remainder of the term.

### **President**

67. The President shall have the following powers and obligations:
  - (a) to preside over all general meetings of the Association and all meetings of the Council as chairman;
  - (b) to call meetings of the Council;
  - (c) to have a casting vote if necessary in addition to his vote as a member of the Council.
68. The President shall represent the Association in all external matters and assume control of all its matters internally. He shall conduct and manage all matters in accordance with the provisions of these Articles and with all resolutions of the Council.

### **President-Elect**

69. There shall be one (1) President-Elect who shall be elected by the Council.
70. The President-Elect shall be a Council Member and shall automatically become the President after the resignation or the conclusion of the term of office of the President for the time being.

71. All duties, powers and responsibilities of the President shall, in his absence, devolve upon the President-Elect for the time being, and in the event of his absence, then upon one of the Vice-Presidents for the time being who shall be appointed by the Council.

### **Vice-President**

72. There shall be two (2) Vice-Presidents who shall be elected by the Council.
73. The Vice-Presidents shall assist the President in the dispatch of all matters and affairs of the Association.

### **Secretary-General**

74. The Secretary-General shall have the following powers and obligations:
- (a) to ensure that all orders or resolutions of the Council are carried into effect;
  - (b) to execute all contracts, deeds and other instruments in writing authorized by the Council;
  - (c) to be responsible for all correspondence of the Association;
  - (d) to call meetings of the Council and the general meetings;
  - (e) to keep the records of the Association under the supervision of the President and the Council, including a permanent record of all minutes of meetings of the Council and all minutes of the general meetings, which shall be signed by the President and placed by the Secretary-General in a minute book kept for that purpose. The minutes of the general meetings approved and signed by the President shall be circulated by the Secretary-General to all Members within four (4) months of the meetings;
  - (f) to keep the Register of Members setting out the names and addresses of the Members;
  - (g) to present reports on the activities of the Association to the Council and to the general meetings;
  - (h) to handle the subscriptions of the Members, and other income, properties and assets of the Association, and to issue receipts promptly;
  - (i) to pay all outgoings of the Association as approved by the Council; and
  - (j) to recommend the appointment of the Deputy Secretary-General to the Council.

### **Deputy Secretary-General**

75. The Deputy Secretary-General shall take on any duty of the Secretary-General as the Secretary-General decides appropriate.

## **Treasurer**

76. The Treasurer shall have the following powers and obligations:
- (a) to be the custodian of the funds and accounts of the Association, and be accountable to the Council and the Members;
  - (b) to plan the expenditure and income and assume responsibility for preparing the budget of the Council; and
  - (c) to prepare annual statements of accounts of the Association and present the statements to the Council and in the annual general meetings.

## **The Powers of the Council**

77. The Council may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Companies Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Companies Ordinance and these Articles and to such Bye-laws or other regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no Bye-laws or regulations made by the Association in general meeting shall invalidate any prior act of the Council Members which would have been valid if the Bye-laws or regulations had not been made. The Council shall have the authority to adopt, amend or repeal any of the Bye-laws of the Association.
78. The Council 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 of its sub-committees;
  - (c) of all resolutions and proceedings at all meetings of the Association, and of the Council and of any of its sub-committees, and every Council Member present at any meeting of the Council or of any of its sub-committee shall sign his name in a book to be kept for that purpose.
79. In addition to all the general powers conferred in these Articles and in furtherance of the objects of the Association but not otherwise, the Council shall have power:-
- (a) to elect and appoint Officers;
  - (b) to appoint the various standing committees and their chairpersons;
  - (c) to appoint such sub-committees or working groups of the Council as may be deemed necessary and shall determine their terms of reference, powers, duration and composition;

- (d) to appoint or co-opt a Member as an additional Council Member who shall retire from office at the next annual general meeting following his appointment as aforesaid, but shall be eligible for re-appointment or election;
- (e) to plan and organize the activities of the Association;
- (f) to implement the resolutions passed by the general meetings;
- (g) to approve the annual budget reports and final accounts of the Association;
- (h) to make reports and recommendations in the general meetings
- (i) to delegate, subject to such conditions as they think fit, any of their powers to any Officers or servants of the Association as they shall think fit;
- (j) subject to Clause 5 of the Memorandum, to employ and dismiss officers and staff to be employed by the Association for the purposes of carrying out and furthering the objects and functions of the Association, and to determine the powers and duties of such persons and fix their salaries or remunerations and to sanction the payment of the same out of the funds provided by the Government and the funds of the Association;
- (k) to enter into such contracts and do all such acts and things as it may think expedient for the objects of the Association;
- (l) to exercise all the powers of the Association to borrow moneys and raise moneys in such manner and on such terms as it may from time to time determine;
- (m) to expend the funds of the Association in such manner as it shall consider most beneficial for the objects of the Association and to invest in the name of the Association such part thereof as it may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the objects of the Association in a reasonable and prudent manner;
- (n) to sign, draw, make, give, accept, endorse, transfer and negotiate such cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association as it may from time to time determine to be desirable in carrying out the objects of the Association;
- (o) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Association is established;
- (p) to bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon or refer to arbitration, any such proceedings or any claim by or against the Association and to give time to any debtor of the Association;
- (q) to interpret the clauses and wordings of the Memorandum and Articles; and

- (r) generally to do all lawful things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.

### **Disqualification of Council Members**

- 80. The office of any Council Member shall ipso facto be vacated if that Council Member:
  - (a) holds any remunerated office in the Association; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a Council Member by law or court order; or
  - (d) resigns his office by notice in writing to the Association; or
  - (e) is directly or indirectly interested in any contract (being a contract of significance in relation to the operation of the Association) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by the Companies Ordinance; or
  - (f) is convicted of an offence involving violence or dishonesty; or
  - (g) is removed by a special resolution of the Association; or
  - (h) ceases to be a Member; or
  - (i) is absent from two (2) consecutive meetings of the Council without valid reasons.
- 81. Any resignation or expulsion of a Council Member shall not affect any liability to the Association by that Council Member.

### **Interests of Council Members**

- 82. A Council Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest in accordance with the provisions of the Companies Ordinance. A general notice given to the Council by a Council Member to the effect that he is a member or a director of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm shall, for the purpose of these Articles, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.
- 83. Subject to the strict compliance with Clause 5 of the Memorandum and these Articles, a Council Member or any firm or company of which he is a member may act in a professional capacity for the Association in conjunction with his office of Council



Member, for such period and on such reasonable terms as the Council may determine. No Council Member or intending Council Member shall be disqualified by his office from contracting with the Association, nor shall any contract or arrangement entered into by or on behalf of the Association with any firm or company in which any Council Member is in any way interested be liable to be avoided, nor shall any Council Member so contracting or being so interested be liable to account to the Council for any profit realised by any such contract or arrangement in accordance with Clause 5 of the Memorandum by reason only of such Council Member holding that office, or of any fiduciary relationship thereby established.

84. A Committee Member shall not be entitled to vote as a Committee Member in respect of any contract or arrangement in which he is interested or upon any matter arising out of such contract or arrangement, and if he shall so vote his vote shall not be counted, and he shall not be taken into account in determining the quorum for the meeting at which any such contract or arrangement is to be considered.

### **Proceedings of the Council**

85. The Council shall meet for the despatch of the business of the Association on such day and at such hour and such place as the President thinks proper.
86. The Council shall hold at least one (1) regular meeting between two consecutive annual general meetings.
87. Meetings of the Council may be called by the President and the Secretary General, or any two Council Members, by giving fourteen (14) days' written notice to each Council Member. Notice of a meeting of the Council shall be deemed to be duly given to a Council Member if it is given to him personally, in writing or by word of mouth, or sent to him at his last known address or any other address given by him to the Council for this purpose. A Council Member may consent to short notice of and may waive notice of any meeting of the Council and any such waiver may be retrospective.
88. The President shall preside as chairman at every meeting of the Council. If there is no President or if at any meeting he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the President-Elect shall chair the meeting and failing this, the Council Members present shall elect one of their members to be chairman of the meeting.
89. Any meeting of the Council 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 of the Association for the time being vested in or exercisable by the Council.
90. The quorum necessary for the transaction of the business of the Council shall be 30% of the Council Members.
91. If at any meeting of the Council a quorum is not present within half an hour from the time appointed, another meeting shall be convened within the next seven days at the same time and place. If at such meeting a quorum is not present within an hour from the time appointed for the meeting, the Council Members present shall be a quorum.

92. Questions arising at any meetings of the Council shall be determined by a majority of votes of those present and voting and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
93. A resolution in writing signed by all the Council Members and annexed or attached to the minutes book of the Association shall be as valid and effectual as a resolution passed at a meeting duly convened. Any such resolution may consist of several documents and signed by one or more of the Council Members. A written notification of confirmation sent by a Council Member through facsimile or electronic mail transmission shall be deemed to be a document signed by him.
94. All bona fide acts done by any meeting of the Council or a standing committee or by any person acting as a Council Member or a member of a standing committee thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person 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 or had duly in office and was qualified to be a Council Member or a member of the standing committee.

#### **Bye-laws**

95. The Council may from time to time make, add to, alter or repeal any Bye-laws as it may deem necessary or expedient or convenient for the efficient operation of the Association and for the regulation of the Association, its members, officers and agents provided that no Bye-laws shall be inconsistent with the Companies Ordinance and these Articles.
96. All Bye-laws and any changes made by the Council shall be entered in a book to be kept by the Secretary-General for that purpose, and such book shall be open at all reasonable times to the inspection of all Members and shall be presented at annual general meetings.
97. The whole or any part of the Bye-laws may be set aside in a general meeting properly convened under these Articles for such purpose by a special resolution of the Members.

#### **Signing of Cheques, Drafts, Promissory Notes, etc.**

98. All cheques, drafts, promissory notes, and other negotiable instruments shall be signed by any two of the following persons, namely: the President, the Secretary-General, the Treasurer, the Deputy Secretary-General, or any executive officials appointed by the Council.

#### **The Seal**

99. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Council. Every instrument to which the Seal shall be affixed shall be signed by the President and shall be countersigned by such other person appointed by the Council.

100. The Council may from time to time give a general authority to execute instruments on behalf of the Association (with or without any restriction as to the class or classes of instrument to which such authority shall extend) to such person or persons as may be specified in the resolution, and shall have power from time to time to revoke or vary any such authority. The particulars of every instrument executed pursuant to such general authority shall be recorded and such record shall be produced at the next meeting of the Council and the President or other person presiding over such meeting shall initial the record.

### **Accounts**

101. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, all sales and purchases by the Association, and the assets and liabilities of the Association; 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 Association's affairs and to explain its transactions.
102. The books of account shall be kept at the registered office of the Association or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council Members.
103. The Council may from time to time impose reasonable restrictions on the time and manner for which the books and accounts of the Association shall be open to the inspection of the Members. Otherwise, such books and accounts shall be open to their inspection during business hours.
104. The Council shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and to be laid before the Association in general meetings such income and expenditure accounts, balance sheets and reports as are required by law.
105. A copy of every balance sheet (and every other document required by law to be annexed) which is to be laid before the Association in general meetings together with a copy of the Auditor's report shall be sent to all the Members of the Association not less than 21 days before the date of the general meeting.

### **Auditor**

106. The Auditor shall be appointed at the annual general meetings to perform such duties as shall be regulated in accordance with the provisions of the Companies Ordinance or any statutory modification for the time being in force.

### **Notices**

107. A notice may be given by the Association to any Member either personally or by sending it by pre-paid post to him to his address registered with the Association. Every Member shall from time to time notify the Secretary-General a place of business or residence to be registered as his address, and the address so registered

shall for the purposes of the Companies Ordinance and these Articles be deemed to be his address for correspondence.

108. Where a notice is sent by post, service of the notice shall be deemed to be properly effected, in the case of the address of a Member being in Hong Kong, on the second day following the day on which it was posted, and in the case of the address of a Member being overseas, on the third day following the day on which it was posted.
109. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and sending the electronic mail.

#### **Amendment of Memorandum and the Articles of Association**

110. Any addition, alteration or amendment of the Memorandum and these Articles shall be made by a resolution passed by two-thirds of the Members present and entitled to vote at a meeting of the Association, provided that such amendment shall have been previously approved by two-thirds of the Council Members.

#### **Winding Up of the Association**

111. The Association shall not be voluntarily dissolved except with a resolution passed by two thirds of the Members present and entitled to vote at a meeting of the Association.
112. If the Association is dissolved, the provisions of Clause 8 of the Memorandum relating to the winding up or dissolution of the Association shall have effect as if the same were repeated in these Articles.

#### **Indemnity**

113. Subject to the provisions of the Companies Ordinance, if any prosecution, action or suit at law be commenced against any Council Member or any officer or agent of the Association for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Council from time to time, provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.