

MEMORANDUM

(As altered by Special Resolution passed on 12 September 1985
and 17 December, 2001)

**AND
ARTICLES OF ASSOCIATION**

(As altered by Special Resolution passed on 5 March, 1986
and 17 December, 2001)

OF

**HONG KONG SOCIETY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED**

**(FORMERLY THE SOCIETY FOR THE STUDY OF
ENDOCRINOLOGY, METABOLISM AND
REPRODUCTION LIMITED)**

Incorporated the 26th day of April, 1983.

HONG KONG

The Companies Ordinance (Chapter 32)

Special Resolution

Of

**HONG KONG SOCIETY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED**

Passed on the 17 day of December 2001

At an Extra-ordinary General Meeting of Members of the **HONG KONG SOCIETY OF ENDOCRINOLOGY, METABOLISM AND REPRODUCTION LIMITED** held at Room 201 of the Hong Kong Convention and Exhibition Centre, Wanchai Hong Kong on December 17, 2001 at 5:30 p.m. the following resolution was passed as a Special Resolution:

a. The Articles of Association, where reference is made to **“THE SOCIETY FOR THE STUDY OF ENDOCRINOLOGY, METABOLISM AND REPRODUCTION LIMITED”** be amended to read **“HONG KONG SOCIETY OF ENDOCRINOLOGY, METABOLISM AND REPRODUCTION LIMITED”**

b. Article 1 be amended to read:-

“1. In these Articles, “the Society” means the company registered as “HONG KONG SOCIETY OF ENDOCRINOLOGY, METABOLISM AND REPRODUCTION LIMITED”

c. Article 32 be amended to read:-

“32. Unless otherwise determined in General Meeting, the number of members of the Council shall not be less than eleven but shall not exceed fifteen members”

f. Article 35 (b) be amended to read:-

“All members of the Council shall retire at the annual general meeting held two years after the first annual general meeting and at the annual general meeting held each two years thereafter. No more than four fifths of the Council (as rounded up) shall be eligible for re-election. If more than four fifths of the Council (as rounded up) shall seek re-election, the member or members of the Council, with the exception of the immediate past President, having the longest period of continuous service on the Council shall be ineligible for re-election so that the number of existing members of the Council seeking re-election will not exceed four fifths.”

g. Article 35 (b) be amended to read:-

“The President, at the end of his term of office, must retire but will, subject to Article 34, become an Ordinary Member of the Council, and be eligible for re-election as the President after an interval of two years.”

h. The Articles of Association, where reference is made to **“COLONY or COLONY OF HONG KONG”** be amended to read **"HONG KONG SPECIAL ADMINISTRATIVE REGION"**

CHAIRMAN

The Companies Ordinance (Chapter 32)

Special Resolution

of

**THE SOCIETY FOR THE STUDY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED**

Passed on the 5 day of March 1986

At an Extra-ordinary General Meeting of Members of the Society For the Study of Endocrinology, Metabolism And Reproduction Limited held at the Department of Physiology Seminar Room (Rm G-9), Li Shu Fan Building, Sassoon Road, University of Hong Kong on March 5, 1986 at 5:00 p.m. the following resolution was passed as a Special Resolution:

“That the Articles of Association of the Company be altered in the following manners:

1. That the following Sub-Clause (e), Sub-Clause (f) and paragraph be added after Clause no. 4(d):

(e) Life member: any ordinary member may become a life member upon payment of \$2000 or such amounts as may be decided upon by the Council. Such member shall be proposed and seconded by two ordinary members of the Society and the proposal shall be passed in a Council meeting. Such member shall enjoy the same privileges as ordinary members except that he shall not be required to pay the annual subscription fees.

- (f) Student members: any person who is engaged in full time or part-time studies for a postgraduate degree in endocrinology, metabolism or reproduction. Such member shall be proposed and seconded by two ordinary members of the Society and the proposal shall be passed in a Council meeting. Such member shall enjoy the privileges of ordinary members except the right to vote or hold office. The annual subscription fee shall be one-fifth that of ordinary member or such amounts as may be decided by the Council.

The Society can from time to time increase or reduce or otherwise determine the categories of membership of the Society in general meeting.

2. That the following Sub-Clause 6(c) be added:

- (c) The annual subscription for an Overseas Member shall be US\$10.00 or such amount as may be decided upon by the Council.”

CHAIRMAN

The Companies Ordinance (Chapter 32)

Special Resolution
of

**THE SOCIETY FOR THE STUDY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED**

Passed on the 12 day of September 1985

At an Extraordinary General Meeting of the Members of The Society For The Study of Endocrinology, Metabolism And Reproduction Limited held at the Silver Ballroom, Sheraton Hotel, Tsimshatsui, Kowloon on 12 September 1985 at 6:00 p.m., the following resolution was passed as a Special Resolution:

“That the Third Clause of the Memorandum of Association of the Company be altered in the following manner:

1. That the Sub-Clause (j) be deleted and substituted therefor the following new Sub-Clause (j):
 - (i) To establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid charitable associations, institutions and organisations with objects of charitable nature and beneficial to the community and substantially similar to these objects provided that the Society may not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Society would make it a Trade Union.
2. That Sub-Clause (o) be deleted.
3. That Sub-Clauses (p) to (y) be re-allocated as Sub-Clauses (o) to (x) respectively.

4. That Sub-Clause (z) be deleted.
5. That Sub-Clause (aa) be deleted and substituted therefor the following new Sub-Clause (aa):
 - (aa) To establish, maintain and conduct such societies, committees and councils for the promotion of the social, economic, cultural, physical and recreational welfare and advancement of the community.
6. That Sub-Clause (bb) be deleted and substituted therefor the following new Sub-Clause (bb):
 - (bb) To collect and disseminate information of any event or happening beneficial to the community.
7. That Sub-Clause (cc) be deleted and substituted therefor the following new Sub-Clause (cc):
 - (cc) To organise and hold lectures, discussions, debates and other meetings and to arrange concerts, exhibitions, play and cinema shows for acquisition, dissemination, demonstration and application of knowledge, information and practice concerning endocrinology, metabolism and reproduction.
8. That the new Sub-Clauses (aa), (bb) and (cc) be re-allocated as Sub-Clauses (y), (z) and (aa) respectively.
9. That Sub-Clause (dd) be deleted.
10. That Sub-Clauses (ee), (ff) and (gg) be re-allocated as (bb), (cc) and (dd) respectively.”

Brian Lofts
CHAIRMAN

No. 123705

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

**THE SOCIETY FOR THE STUDY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED**

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

GIVEN under my hand this Twenty-sixth day of April One Thousand Nine Hundred and Eighty-three.

(Sd.) J. Almeida

.....
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
not having a share capital

MEMORANDUM OF ASSOCIATION
(As altered by Special Resolution passed on 12 September 1985
and 17 December 2001)

OF

**HONG KONG SOCIETY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED**

1. The name of the Company is “HONG KONG SOCIETY OF ENDOCRINOLOGY, METABOLISM AND REPRODUCTION LIMITED” (hereinafter called “the Society”).
2. The registered office of the Society will be situate in the Hong Kong Special Administrative Region.
3. The objects for which the Society is established are:
 - (a) To promote the study of endocrinology, metabolism and reproduction.
 - (b) To co-ordinate and correlate the efforts of organisations, companies, associations, societies, institutions, statutory bodies and other authorities and individuals interested in endocrinology, metabolism and reproduction.
 - (c) To promote, foster, develop and assist the medical and allied professions in the study of and the acquisition, dissemination and application of knowledge and information concerning endocrinology, metabolism and reproduction.

- (d) To encourage and stimulate research in endocrinology, metabolism and reproduction in furtherance of the objects of the Society.
- (e) To stimulate public interest and provide public education in endocrinology, metabolism and reproduction.
- (f) To encourage, assist and arrange for medical practitioners, scientists, students and others to come to Hong Kong for the purposes of research and study, and for the purposes of teaching and demonstrating theory and practice relating to endocrinology, metabolism and reproduction.
- (g) To encourage, assist and arrange for medical practitioners, scientists, students and others to travel abroad and engage in research study and training and to gain experience in modern methods in endocrinology, metabolism and reproduction.
- (h) To encourage, arrange for and assist students, medical practitioners, scientists and others from Hong Kong and from abroad to undertake research in endocrinology, metabolism and reproduction.
- (i) To co-operate with other bodies or organisations both within Hong Kong and overseas having objects in whole or in part similar to the objects of the Society.
- (j) To establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid charitable associations, institutions and organisations with objects of charitable nature and beneficial to the community and substantially similar to these objects provided that the Society may not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition

which if an object of the Society would make it a Trade Union.

- (k) To raise money by all lawful means and to solicit, receive and enlist financial and other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities and from Governments, Departments of State and public bodies and to conduct fund-raising campaigns for the purpose of furthering the objects of the Society.
- (l) To promote, obtain and achieve any of the objects of the Society by or through the facilities available in any public or private hospital, established university, recognised medical, scientific or research institute, council, faculty, school or like institution and to make outright donations of money, apparatus and equipment and give subsidies to the same.
- (m) To arrange or provide monetary assistance for and establish scholarships and make donations to students, medical practitioners, scientists and other persons for the purposes of research and study or for the purposes of teaching and demonstrating their professional skill in the knowledge of endocrinology, metabolism and reproduction.
- (n) To make such grants to or in aid of or to make donations or give assistance to or to make contracts with such individuals, trusts, corporations, associations, societies, institutions or other organisations or authorities whether within or outside Hong Kong, in furtherance of the objects of the Society.
- (o) To make known and further the objects and activities of the Society by the publication and distribution of papers, journals and other publications and by advertising in any medium or by any means.
- (p) To collect funds and to solicit, receive, enlist and accept financial and other aid subscriptions, donations and

bequests from individuals, trusts and other organisations or authorities, and from Governments, public bodies in furtherance of the objects of the Society as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or by-law and/or any licence issued in pursuance thereof.

- (q) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
- (r) To borrow or raise and give security for money by the issue of, or upon bonds, debentures, bills of exchange, promissory notes and other obligations, or securities of the Society, or by mortgage or charge upon all or any part of the property of the Society, mortgage of which is not specifically prohibited by the Society's title to the property.
- (s) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, and to lend money to and guarantee the performance of the contracts or obligations of any company, firm or person.
- (t) To undertake the following objects of the Society: -
 - (i) To arrange, engage in and carry on general or particular research work upon such lines as the Council may from time to time determine and to acquire, erect, equip, maintain and conduct such laboratories and other facilities as may be deemed desirable.
 - (ii) To employ and engage clerks, servants, persons whose service may be deemed necessary or desirable for the purpose of the operations of the Society.
 - (iii) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Society may

think necessary or convenient for the purposes of the Society.

- (iv) To advance and lend money on the security of land, buildings, hereditaments and premises of any tenure or description, shares, securities, merchandise and other property in the Colony of Hong Kong and/or elsewhere, and generally to lend and advance money to such persons, firms or companies upon such terms and subject to such conditions as may seem expedient.
- (u) To promote, establish, superintend, conduct, control and assist committees and other forms of organisation and administration for the purpose of widening the influence and operations of the Society.
- (v) To assist in any way deemed desirable by the Council any other body or organisation in connection with the conduct of any research or similar work which the Council consider to be in the interests of the Society or to be conducive to the attainment of any of its objects.
- (w) To undertake and execute any trusts the undertaking whereof the Council may determine necessary or desirable for the carrying out of any of the objects of the Society and to accept any gift, endowment, bequest or devise made to the Society generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment, bequest or devise providing that the Society shall only deal with any property which is subject to any trusts in which manner as is allowed by law having regard to such trusts.
- (x) To enter into any arrangements and take all necessary or proper steps with any governments or authorities of any place in which the Society may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly promoting the purposes of the Society or effecting any modifications in the constitution of the

Society, and to oppose any steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the purposes of the Society.

- (y) To establish, maintain and conduct such societies, committees and councils for the promotion of the social, economic, cultural, physical and recreational welfare and advancement of the community.
- (z) To collect and disseminate information of any event or happening beneficial to the community.
- (aa) To organise and hold lectures, discussions, debates and other meetings and to arrange concerts, exhibitions, play and cinema shows for acquisition, dissemination, demonstration and application of knowledge, information and practice concerning endocrinology, metabolism and reproduction.
- (bb) To open and operate any banking account or accounts with any bank or banks for the purposes of the Society, and for such purposes to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (cc) To make, rescind, add to or amend such bylaws or regulations not inconsistent with any ordinance or with the Articles of Association of the Society for the time being in force for the regulation or control of any of the property or affairs of the Society as deemed necessary or desirable by the Council.
- (dd) To do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects or any of them.

It is expressly declared that in the interpretation of this Memorandum the term "endocrinology, metabolism and reproduction" is to be construed in its widest sense.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in the Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Society. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any service actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the Council of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of

the contributories among themselves, such amount as may be required not exceeding one hundred dollars.

7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under and by virtue of Clause 4 thereof, such institution or institutions to be determined by the members of the Council at or before the time of winding up and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, shall be opened to the inspection of the members. Once at least in every year the accounts of the Society shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names, addresses, and descriptions are hereto subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association:-

| Names, Addresses and Descriptions of Subscribers |
|---|
| (Sd.) (Boey, John Hoong)(梅纘雄) Boey, John H. F5, Fulham Garden, 84 Pokfulam Road, Hong Kong. Lecturer, Department of Surgery, University of Hong Kong. |
| (Sd.) Chan Kwong On, Daniel (陳鑛安) C8,350 Victoria Road, Hong Kong. Professor, Department of Zoology, University of Hong Kong. |
| (Sd.) Lofts, Brian 6A, Alberose, 134 Pokfulam Road, Hong Kong. Professor, Department of Zoology, University of Hong Kong. |
| (Sd.) Ma Chung Ho Kei (馬鍾可璣) Block 17, Flat BS, Baguio Villa, 550 Victoria Road, Hong Kong. Professor, Department of Obstetrics and Gynaecology, University of Hong Kong. |

Dated the 17th day of March, 1983.

WITNESS to the above signatures:

(Sd.) YAU SAI MAN
Secretary
248-250, Hennessy Road,
10/F., Rhenish Centre,
Wanchai, Hong Kong.

We, the several persons whose names, addresses, and descriptions are hereto subscribed, are desirous of being formed into a Society in pursuance of this Memorandum of Association : -

Names, Addresses and Descriptions of Subscribers

(Sd.) Wong Yee Ding, Patrick (黃宜定)
D2,350 Victoria Road,
Hong Kong.
Reader, Department of Physiology,
University of Hong Kong.

(Sd.) Wang Chung Lun, Christina (汪重輪)
6A, 5 1, Conduit Road,
Hong Kong.
Reader, Department of Medicine,
University of Hong Kong.

(Sd.) Yeung Tse Tse, Rosie Margaret (楊紫芝)
21, Middleton Towers,
140 Pokfulam Road,
Hong Kong.
Professor, Department of Medicine,
University of Hong Kong.

Dated the 17th day of March, 1983.

WITNESS to the above signatures:

(Sd.) YAU SAI MAN
Secretary
248-250, Hennessy Road,
10/F., Rhenish Centre,
Wailchai, Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and
not having a share capital

ARTICLES OF ASSOCIATION

(As altered by Special Resolution passed on 5 March, 1986 and 17 December,
2001)

OF

HONG KONG SOCIETY OF ENDOCRINOLOGY,
METABOLISM AND REPRODUCTION LIMITED

1. (a) In these regulations “the Society” means the company registered as the HONG KONG SOCIETY OF ENDOCRINOLOGY, METABOLISM AND REPRODUCTION LIMITED.
- (b) “The Ordinance” means the Companies Ordinance Chapter 32.
- (c) “Member” means a Member of the Society and includes Ordinary Member, Associate Member, Honorary Member or Overseas Member who is a person or corporation elected and becomes a member of the Society.
- (d) Words importing masculine gender shall include feminine gender, unless the context otherwise requires.
- (e) Words importing the singular number includes the plural number and vice versa.
- (f) 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.

- (g) Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these regulations become binding on the Society shall have the meanings so defined.
- 2. The Society is established for the purposes expressed in the Memorandum of Association.

Members

- 3. For the purpose of registration, the number of members of the Society is declared to be unlimited.
- 4. The members of the Society shall be divided into:

- (a) **Ordinary Member**

Any medical practitioner, scientist or technologist who has shown a continuous interest in endocrinology, metabolism or reproduction for not less than three years as evidence by publications, teaching or attendance at conferences on endocrinology, metabolism or reproduction and is engaged in work related to endocrinology, metabolism or reproduction shall be eligible for full membership on the recommendation of two ordinary members of the Society. Each full member is required to take an active part in promoting the objects of the Society. The Subscribers to the Memorandum of Association shall be Ordinary Member of the Society.

- (b) **Associate Member**

Any person, corporation, medical practitioner, scientist or technologist who is interested in endocrinology, metabolism or reproduction and who is not qualified to be an ordinary member shall be eligible to become an associate member on the recommendations of two ordinary members of the Society. Such members shall enjoy all the privileges of the Society except the power of voting and holding office.

- (c) **Honorary Member**
Honorary Member means any person so nominated by the Council as a sign of respect and appreciation as a leader in endocrinology, metabolism and reproduction who has made significant contribution to the Society. Such person shall be proposed and seconded by two Ordinary Members of the Society and the proposal shall be passed in a council meeting and subsequently ratified by the members in a general meeting.
- (d) **Overseas Member**
Any person or corporation who is normally resident outside Hong Kong and whose candidature for Overseas Membership has been approved by the Council pursuant to these Articles.
- (e) **Life member**
Any ordinary member may become a life member upon payment of \$2000 or such amounts as may be decided upon by the Council. Such member shall be proposed and seconded by two ordinary members of the Society and the proposal shall be passed in a Council meeting. Such member shall enjoy the same privileges as ordinary members except that he shall not be required to pay the annual subscription fees.
- (f) **Student member**
Any person who is engaged in full time or part-time studies for a postgraduate degree in endocrinology, metabolism or reproduction. Such member shall be proposed and seconded by two ordinary members of the Society and the proposal shall be passed in a Council meeting. Such member shall enjoy the privileges of ordinary members except the right to vote or hold office. The annual subscription fee shall be one-fifth that of ordinary member or such amounts as may be decided by the Council.

The Society can from time to time increase or reduce or otherwise determine the categories of membership of the Society in general meeting.

5. Every candidate for membership of the Society shall be proposed and seconded by two Ordinary Members of the Society. Application for admission must be made in writing signed by the candidate, the proposer and seconder concerned and addressed to the Honorary Secretary and shall be in such form as the Council shall decide from time to time.
6. (a) The annual subscription for an Ordinary Member and an Associate Member shall be HK\$100.00 or such amount as may be decided upon by the Council. Subscription shall be payable in advance on the 1st day of April each year.

(b) During the absence from Hong Kong of 12 consecutive months or more, a member's subscription is suspended. The Secretary shall be informed in writing by member leaving Hong Kong. It shall be the responsibility of a member to inform the Society in writing of his intended absence from Hong Kong.

(c) The annual subscription for an Overseas Member shall be US\$10.00 or such amount as may be decided upon by the Council.
7. If any member should fail to pay his annual subscription or other sums which may be due from him to the Society for a period of three months after the same has become due, notice shall be sent to him calling his attention thereto and if he does not pay the account within one month following, he shall cease to be a member of the Society, save that if he shall give to the Council a satisfactory explanation he may at the discretion of the Council and upon payment of the arrears be readmitted as a member.
8. A member may resign by notice in writing to the Honorary Secretary but he shall nevertheless be liable for payment of his subscription for the current year in which he resigns.

9. If any member violates any of these Articles or Byelaws of the Society or if his conduct is such as is likely to be injurious to the interests of the Society or fails to attend a minimum of one meeting within one calendar year without excusable reasons, a meeting of the Council may be summoned to consider the case. Such member shall have seven clear days' notice sent to him of the council meeting, and he may attend and make representation to the meeting. If the member complained of shall fail to explain his conduct to the satisfaction of the Council they may declare that such member shall cease to be a member of the Society and his name shall be removed from the list of members.
10. When a member ceases to be a member of the Society either by resignation or otherwise, the Society shall not return any subscription paid by such member before he ceases to be a member.

General Meeting

11. The first General Meeting of the Society shall be held at such time not being more than 6 months after the incorporation of the Society, and at such place as the Council shall decide.
12. An annual General Meeting of the Society shall be held annually and not more than 15 months from the previous annual general meeting as the Council shall decide.
13. The financial year shall be from the first day of April to the thirty-first of March of the following year.
14. The above General Meeting shall be called "Annual General Meeting". All other General Meeting shall be called "Extraordinary General Meetings".
15. All Extraordinary General Meeting shall be convened whenever the Council shall think fit or on the requisition in writing by a minimum of one quarter of the number of Ordinary Members of the Society.

Notice of General Meetings

16. Subject to the provisions of section 116(2) of the Ordinance relating to special resolutions, 21 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the regulations of the Society, entitled to receive such notices from the Society; but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

18. All business shall be deemed special that is transacted at any extraordinary meeting, and all that is transacted at an annual meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Council and auditors, the election of Council members in place of those retiring, and the fixing of the remuneration of the Auditors.
19. 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. Save as herein otherwise provided, one tenth of the number of ordinary members personally present or by proxy shall constitute a quorum.
20. 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 case it shall

stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be quorum.

21. The President, or in his absence, the Vice-President of the Council shall be chairman at every general meeting of the Society.
22. If neither the President nor the Vice-President is present within twenty minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to act as chairman.
23. 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 other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten 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.
24. 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 at least two members present in person and entitled to vote and, 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, and an entry to that effect in the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact.
25. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. 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.
27. 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 a time as the chairman of the meeting directs.
28. Save as hereinafter provided every member shall have one vote.
29. Only Ordinary Members may vote at Annual General Meetings and Extraordinary General Meetings of the Society. Absent members may vote by proxy provided the proxy forms shall reach the Honorary Secretary 3 clear days before the Meetings are due to be convened; such proxy forms shall include the particulars of the proposed meetings, the names of the absent members voting by proxy and the names of their representatives, and shall be duly signed by the ordinary members concerned.

Patron

30. The Council may from time to time in their discretion appoint a patron of the-Society.

The Council

31. The business of the Society shall be managed by the Council, who may pay all expenses incurred in setting up and registering the Society and may exercise all such powers of the Society as are not by the Ordinance, or by these articles, required to be exercised by the Society in General Meeting, subject nevertheless to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting; no regulations made by the Society in General Meeting shall invalidate any prior act of the

Council which would have been valid if that regulation had not been made.

32. Unless otherwise determined by a General Meeting, the number of members of the Council shall not be less than eleven but shall not exceed fifteen members.
33. The members of the Council shall meet at least once in every 6 months.
34. Subject to Article 32, the Members of the Council shall consist of the -
 - (a) President;
 - (b) Vice President;
 - (c) Honorary Secretary;
 - (d) Honorary Treasurer; and
 - (e) other members of the Council.

With the exception of the immediate past president, all members of the Council and within them, the posts referred to in sub-Articles (a) to (d), shall be elected in General Meeting. Only ordinary members (including life members) shall be eligible for election to the Council. There shall be at least one member of the Council who is medically qualified and one member of the Council who is non-medically qualified.

The immediate past President, upon his retirement from office, shall become an ordinary member of the Council for the term or duration of term immediately following his retirement.

Vacancies occurring during the relevant term of office shall be filled by the co-opting of further members by the remaining members of the Council.”

35. (a) The First Members of the Council shall be the following persons:

BOEY, John Hoong (梅纘雄)

CHAN Kwong On, Daniel (陳鑛安)

LOFTS, Brian

MA CHUNG Ho Kei (馬鍾可璣)

WONG Yee Ding, Patrick (黃宜定)

WANG Chung Lun, Christina (汪重輪)

YEUNG Tse Tse, Rosie Margaret (楊紫芝)

- (b) All members of the Council shall retire at the annual general meeting held two years after the first annual general meeting and at the annual general meeting held each two years thereafter. No more than four fifths of the Council (as rounded up) shall be eligible for re-election. If more than four fifths of the Council (as rounded up) shall seek re-election, the member or members of the Council, with the exception of the immediate past President, having the longest period of continuous service on the Council shall be ineligible for re-election so that the number of existing members of the Council seeking re-election will not exceed four fifths.
- (c) The President, at the end of his term of office, must retire but will, subject to Article 34, become an Ordinary Member of the Council, and be eligible for re-election as the President after an interval of two years.

36. No salary, remuneration or allowance shall be paid to the members of the Council but the Society's officers and servants (other than those who are members of the Council) shall be

employed on such terms and on such remuneration as the Council shall from time to time determine.

37. The Council shall have the power to invite any person of distinction as Advisers to the Society.
38. The Council may delegate any of its powers to sub-committees to be appointed by it consisting of such persons as it shall think fit, and may, from time to time, revoke such delegation or, revoke the appointment of any such sub-committee either wholly or in part and either as to persons or purposes, but every subcommittee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council.
39. The Council shall cause minutes to be made in books provided for the purposes:-
 - (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 subcommittee of such Council.
 - (c) of all resolutions and proceeding at all meetings of the Society and of the Council, and of sub-committees.

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

40. The Council shall have the power to appoint and remove all employees of the Society and to fix the amount of their remuneration.

Disqualification of Member of The Council

41. The office of a member of the Council shall be vacated, if such member of the Council

- (a) becomes bankrupt; or
 - (b) becomes prohibited from being a member of the council by reason of any order made under sections 223 or 275 of the Ordinance; or
 - (c) is found lunatic or becomes of unsound mind; or
 - (d) resigns his/her office by notice in writing to the Society; or
 - (e) fails to attend two or more Council Meetings per year without excusable reasons.
42. The Society may from time to time in general meeting increase or reduce the number of members of the Council.

Proceedings of the Council

43. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business may be fixed by the Council and unless so fixed shall be 50% of the members of the Council for the time being personally present.
44. Questions arising at any meeting of the Council shall be decided by a majority of votes, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
45. The President or in his absence the Vice-President shall preside as chairman at every meeting of the Council but if at any meeting the President or Vice-President is not present within twenty minutes after the time appointed for holding the same, the committee present may choose one of their number to be chairman of the meeting.
46. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not

present within twenty minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

47. The decision of the sub-committee on any matter shall only be by way of recommendation and shall have no effect until it has been sanctioned by a resolution of the Council.

First Secretary

48. Mr. Yau Sai Man shall be the First Secretary of the Society to hold office until the first Meeting of the Council.

The Seal

49. The Council shall provide for the safe custody of the seal of the Society which shall not be affixed to any instrument except by the authority of a resolution of the Council.
50. All deeds or instruments requiring the seal of the Society to be affixed thereto shall be signed by the President or Vice-President, and one other member of the Council, or by such other person or persons as the Council shall from time to time appoint.
51. All cheques drawn on the Society's banking account and all orders for payment, promissory notes and other negotiable instruments made or issued shall be signed by the President or Vice-President and one other member of the Council, or by such other person or persons as the Council shall from time to time appoint.

Debentures

52. (a) The Society can issue debentures in units of HK\$1,000 per debenture or any amount per debenture which the Council may deem fit.
- (b) Debentures may be issued payable in full upon allotment or payable by such instalments, redeemable upon such date

and subject to such conditions as to forfeiture in the event of non-payment of any instalments as the Council may determine.

- (c) Debentures holders shall not be entitled to transfer or assign or bequeath by will any debenture held by him to any person or Company and the Society shall not except for the purpose of accepting the surrender of the debentures recognise any person who may be entitled to same on the intestacy of a deceased member.

Accounts

53. The Council shall cause true accounts to be kept:-

- (a) of all monies received and expended by the Society and the matters in respect of which such receipt and expenditure take place;
- (b) of the assets and liabilities of the Society; and
- (c) of all other matters necessary for showing the true state of the affairs and conditions of the Society.

54. The books of accounts shall be kept by the Honorary Treasurer at the registered office of the Society or at such other place or places as the Council think fit, and shall always be open to the inspection of the members of the Council.

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

56. The Council shall from time to time in accordance with section 122 of the Ordinance, cause to be prepared and to be laid before the Society in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Society.

Audit

58. Auditors shall be appointed and their duties regulated in accordance with sections 131, 140 and 141 of the Ordinance.
59. Every account of the Council when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.

Notice

60. A notice may be given by the Society to any member either personally or by sending it by post to his registered address, or if he has no registered address within the Colony to the address if any, within the Colony supplied by him to the Society for the giving of notices to him, or by advertisement in one daily newspaper published in Hong Kong in the English language and one in Chinese.
61. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice, and to have been effected on the day the advertisement appears.

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

Winding Up

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

Names, Addresses and Descriptions of Subscribers

(Sd.) (Boey, John Hoong)(梅纘雄)

Boey, John H.

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(Sd.) Lofts, Brian

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Professor, Department of Obstetrics and
Gynaecology, University of Hong Kong.

Dated the 17th day of March, 1983.

WITNESS to the above signatures:

(Sd.) YAU SAI MAN
Secretary

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Wanchai, Hong Kong

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Professor, Department of Medicine,
University of Hong Kong.

Dated the 17th day of March, 1983.
WITNESS to the above signatures:

(Sd.) YAU SAI MAN
Secretary
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10/F., Rhenish Centre,
Wanchai, Hong Kong