



MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

HONG KONG COLLEGE OF COMMUNITY MEDICINE

(香 港 社 會 醫 學 學 院)

Incorporated the 1st day of October 1991.

No. 328097
編號



CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人茲證明

HONG KONG COLLEGE OF COMMUNITY MEDICINE

(香港社會醫學學院)
(the word 'Limited' being omitted by Licence granted by me) is this day
(本人已發予許可證將「有限公司」字樣刪除)
incorporated in Hong Kong under the Companies Ordinance, and that
於本日在香港依據公司條例註冊成為有限
this company is limited.
公司。

Given under my hand this First
簽署於一九九一年十月一日。
day of October One Thousand Nine Hundred
and Ninety-one.

Mrs. V. Yam
P. Registrar General
(Registrar of Companies)
Hong Kong
香港註冊總署署長暨公司註冊官
(註冊主任 任李韻文 代行)

THE COMPANIES ORDINANCE (CAP.32)

Company Limited by Guarantee
And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

Hong Kong College of Community Medicine

(香港社會醫學學院)

1. The name of the Company is "Hong Kong College of Community Medicine (香港社會醫學學院) (hereinafter called "the College").
2. The registered office of the College will be situated in Hong Kong.
3. The objects for which the College is established are :-
 - (a) To advance the art and science of the practice of community medicine.
 - (b) To promote and cultivate civic consciousness of community medicine.
 - (c) To enhance and improve the quality of health care in Hong Kong.
 - (d) To elevate the standards of practice in community medicine.
 - (e) To promote and maintain a high standard of professional ethics and conduct among practitioners in community medicine.
 - (f) To promote medical professional training, continuing medical education and medical research in community medicine.
 - (g) To act as an advisory body of community medicine in Hong Kong.

- (h) To promote local and international communications in the practice of community medicine.
- (i) To establish, maintain and promote local and international recognition of the College as an authority of community medicine.
- (j) To hold meetings, conferences, lectures, demonstrations and social functions for the interest and benefit of the practitioners in community medicine.
- (k) To provide postgraduate training in community medicine, to conduct related examinations, and to give formal recognition of the standard of this training and examinations.
- (l) To confer professional or honorary awards to any medical practitioners or members of the public as approved by the Council.
- (m) To grant formal recognition to the standard of postgraduate training and examinations provided by other institutions or bodies.
- (n) For the purposes of the College to employ staff, advisers and consultants and to determine the terms and conditions of their service or employment.
- (o) To delegate from time to time the powers and functions of the College in accordance with the Articles.
- (p) For the purposes of the College to enter into, carry out, assign or accept the assignment of, vary or rescind, any contract, agreement or other obligation.
- (q) To effect all such insurances in relation to the carrying on of the College's functions or objects and any risks incidental thereto as may seem expedient.
- (r) To accept donations and gifts of money, money's worth or in kind and whether outright or upon trusts connected with any of the objects of the College.
- (s) To fix, revise, review and collect fees and charges for admission of membership, courses of study, examinations, facilities and other services provided by the College and to specify conditions for the use of such facilities and services.
- (t) For the purposes of the College, to provide advisory, consultancy, research and other related services.
- (u) To support with its funds any or all of the objects of the College.
- (v) For the purposes of the College, to print, reproduce, publish, circulate, or arrange for the printing, reproduction, publishing or circulation of any manuscript, books, circulars, newsletters, journals, and other papers and materials as it thinks appropriate or expedient.

- (w) To acquire, maintain and expand a library, museum and/or other facilities for medical and scientific works.
- (x) To invest and deal with the money of the College which is not immediately required in such manner as may from time to time be thought fit.
- (y) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the objects of the College.

Provided that :-

- (i) the College is strictly prohibited from engaging in any trading or business activities for the purpose of making profits or gains;
 - (ii) the objects of the College shall not extend to the regulation of relations between workers and employers and organizations of workers and organizations of employers;
 - (iii) in case the College shall take or hold any property which may be subject to any trusts, the College will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (iv) the powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded;
 - (v) the objects of clauses 3(d), (e), (j), (l), and (m) are restricted for the development and maintaining of the good practice of community medicine.
4. (a) The income and property of the College, however derived, shall be applied solely towards the promotion of the objects of the College as set out in this Memorandum of Association.
- (b) Subject to sub-clauses (d) and (e) below, no portion of the income and property of the College shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the College.
- (c) No member of the Council or governing body of the College shall be appointed to any salaried office of the College, or any office of the College paid by fees and no remuneration or other benefit in money or money's worth(except as provided in sub-clause(e) below) shall be given by the College to any member of the Council or governing body.
- (d) Nothing herein shall prevent the payment, in good faith, by the College of

reasonable and proper remuneration to any officer or servant of the College, or to any member of the College not being a member of the Council or governing body of the College in return for any services actually rendered to the College.

- (e) Nothing herein shall prevent the payment, in good faith, by the College:-
- (i) To any member of the Council or governing body of out-of-pocket expenses;
 - (ii) of interest on money lent by any member of the College or its Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the College or of its Council or governing body;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the College or of its Council or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (d) and (e) above.

(replaced 18 Jan 2012)

5. The liability of the members is limited.
6. Every member undertakes to contribute to the assets of the College, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the College contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amounts as may be required, not exceeding HK\$100.00.
7. If upon the winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the College; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having

jurisdiction in regard to the charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable objects.

(amended 18 Dec 2007)

8. No addition, alteration or amendment shall be made to or in the Memorandum and Articles of Association for the time being in force unless the same has been previously submitted to and approved by the Registrar of Companies in writing.
9. The College shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

(added 18 Jan 2012)

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

Names and Addresses and Descriptions of Subscribers

Name, Description & Address

Signature

Dr LEE Shiu Hung (李紹鴻)
MBBS, DPH, DIH,
AFOM, FACOM, FFCM.
Director of Health,
Department of Health,
Hong Kong Government.

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Name, Description & Address**Signature**

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Prof. Owen L. Lloyd
MBChB, MA, BSc(Hons),
PhD, MD, Dip. Ed.,
Dip. Com. Med.,
FFPHM(CM), MFOM,
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Professor & Chairman,
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Chinese University of Hong Kong,
Shatin.

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Name, Description & Address**Signature**

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Dr Raymond CHEN Chung I (陳崇一)

MBBS, MHP, AFCHSE.

Medical Superintendent,

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12A, Hong Kong Garden,

8 Seymour Road,

Hong Kong.

Dr CHAN Sik Yuen (陳錫源)

MBBS, DPH, DIP(Hon), FACOM.

Occupational Health Consultant,

Department of Health,

Hong Kong Government.

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39A Conduit Road,

Hong Kong.

Name, Description & Address

Signature

Dr WONG Tze Wai (黃子惠)
MBBS, MSc(PH), AM,
FACOM, MACE.
Senior Lecturer,
Dept. of Community Medicine,
The Chinese University of Hong Kong.

1B, Residence 13,
Chinese University of Hong Kong,
Shatin.

Dated the 26th day of September, 1991.

Witness to the above signatures

Signature

Name : YIP Wing-sang

Signature

Address : 4/F., Flat B, Block 12, Provident Centre, H.K.

Description : Solicitor

THE COMPANIES ORDINANCE (CAP.32)

Company Limited by Guarantee
And Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

Hong Kong College of Community Medicine
(香港社會醫學學院)

Interpretation

1. In these Articles :-

- “the College” means the Hong Kong College of Community Medicine
(香港社會醫學學院)
- “FAX” means a document transmitted or received by facsimile transmission.
- “Fellow” means any of the members admitted pursuant to Article 5(a).
- “general meeting” means an Annual General Meeting or an Extraordinary General Meeting.
- “the Council” means the Council of the College constituted in accordance with Article 15.
- “member” means any of the members admitted pursuant to Articles 4, 5 and 6.
- “officer” means any of the 5 officers as referred to in Article 13.

“Ordinance”	means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong or any statutory modification or re-enactment thereof for the time being in force.
“seal”	means the common seal of the College.
“secretary”	means any person appointed to perform the duties of the secretary of the College.
“subscribers”	means the subscribers to the Memorandum of Association of the College.
“subscription year”	means a period of 12 months commencing on 1 October of a calendar year and ending on 30 September of the ensuing year.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, cable, FAX, telex messages and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the College.

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

For the purposes of the Ordinance, each of the members of the Council shall be deemed to be a director of the College.

2. The regulations contained in Table C of the First Schedule to the Ordinance do not apply to the College.

Purpose of the College

3. The College is established for the objects expressed in the Memorandum of Association.

(amended 18 Jan 2012)

Membership

4. For the purposes of registration, the number of members is declared not to exceed 1000.
(amended 25 March 2010)

5. The members shall consist of -
 - (a) Fellows who are medical practitioners registered in Hong Kong or elsewhere with the relevant official authorities and possessing such other qualifications in community medicine as the Council shall deem fit from time to time. They shall have the right to vote and, subject to Article 15 hereof, the right to be elected at meetings of the College or of the Council. They shall be eligible for nomination by the Council for Fellowship of the Hong Kong Academy of Medicine. All subscribers to the Memorandum of Association shall automatically become Fellows of the College.
(replaced 18 Dec 2007)
 - (b) Honorary Fellows who, in the opinion of the Council, are of local, national or international eminence, or who have rendered exceptional services to the specialty of community medicine or to the College. They shall have no part in the governance of the College as they shall not vote in general meetings or be elected as officers of the College or as members of the Council.
 - (c) Associate Fellows who are registered medical practitioners of Hong Kong and have completed the period of training in community medicine and have passed the intermediate examination prescribed in the by-laws of the College. They shall have no right to vote or to be elected at meetings of the College or of the Council.
 - (d) Associate Members who are registered medical practitioners of Hong Kong either serving as trainees in community medicine or having an interest in the pursuit of continuing medical education in community medicine. They shall have no right to vote or to be elected at meetings of the College or of the Council.
 - (e) Affiliate Members who are such persons of professional standing interested in the advancement of community medicine and the objects of the College. They shall have no right to vote or to be elected at meetings of the College or of the Council.
 - (f) Affiliate Fellows who are such persons of professional standing interested in the advancement of community medicine and the objects of the College, and have passed the examination prescribed in the by-laws of the College. They shall have no right to vote or to be elected at meetings of the College or of the Council.

6. The rights and privileges of each member shall be personal and shall not be transferable by his own action or by operation of law.

Admission to Membership

7. For the admission of Honorary Fellows, the Council will recommend the candidates,

who shall be elected by a majority vote at a general meeting of the college. Acceptance of Honorary Fellowship shall be made in writing to the College. No admission fee or subscription shall be payable by Honorary Fellows.

8. All such persons who wish to become members other than Honorary Fellows shall deliver to the College an application for membership in such form as the Council requires, and their applications shall be considered by the Council which shall have full discretion for approval or rejection. Each approved member shall pay an admission fee and an annual subscription.

Recommendation of Fellows of the College to Fellowship of the Hong Kong Academy of Medicine in Community Medicine

- 8A. The Council may from time to time and at its sole discretion recommend any Fellow of the College to the Council of the Hong Kong Academy of Medicine for admission as a Fellow of the Hong Kong Academy of Medicine in Community Medicine if that Fellow has:

- (a) successfully passed the Exit Examination of the College to the satisfaction of the Council and/or the Education Committee; and
- (b) satisfied all other criteria for admission as required from time to time by the Hong Kong Academy of Medicine in accordance with sections 3(3) and 5 of the Hong Kong Academy of Medicine Ordinance (Cap. 419).”

(added 18 Dec 2007)

Admission fee and annual subscription

9. The Council may recommend from time to time to members at a general meeting the admission fee and annual subscription in relation to each category of membership the adoption of which shall be by an ordinary resolution.
10. Annual subscription for each member is due on 1st October in each calendar year and will cover a period of 12 months ending on 30 September of the ensuing year. Members who are admitted between 1st October and 31st March of the subscription year shall pay the full amount of the subscription, and those who are admitted between 1st April and 30th September of the subscription year shall pay half of that amount.

Termination of membership

11. A member may at any time withdraw from the College by giving not less than 21 days' notice in writing to the Council, and upon the expiration of such notice he shall cease to be a member.
12. Subject to these Articles, the Council may by a resolution passed at a meeting of the Council by not less than three-fourths of the total number of the serving Council members expel a member from the College if -

- (a) the conduct or behavior of the member is in the opinion of the Council harmful or prejudicial to the interests and good name of the College;
- (b) the member fails to comply with any of the clauses of the Memorandum or these Articles, or any of the regulations, resolutions or directions of the College and of the Council;
- (c) the member becomes bankrupt or is of unsound mind; or
- (d) the member has been in default of the subscription or other monies owed to the College for more than 6 months;

Provided that -

- (i) not less than 21 days' notice should be given to such member of the meeting of the Council at which his proposed expulsion will be considered stating the reasons for his expulsion;
- (ii) such member shall be entitled to attend the meeting of the Council and to make verbal or written representation thereat; and
- (iii) any appeal against the decision of the Council shall be determined at a general meeting of the College by a majority of not less than three-fourths of the votes cast at the meeting and such determination shall be final.

Officers of the College

13. The Fellows shall elect amongst themselves at the Annual General Meeting the following officers who shall be members of the Council -

- (a) The President who shall preside at all general meetings and the Council's meetings, and shall superintend the general administration of the College.
- (b) The Vice President who shall assist the President in performing his duties, and in the absence or disability of the President, shall perform all the duties and assume all the responsibilities of the President.
- (c) The Chief Censor who shall supervise the organization of all the training programmes and examinations conducted by the College, and shall be the chairman of the Education Committee as referred to in Articles 31 and 32. In the absence of both the President and the Vice President, he shall perform all the duties and assume all the responsibilities of the President.
- (d) The Honorary Secretary who shall perform the duties and functions of the secretary as prescribed under the provisions of the Ordinance.

- (e) The Honorary Treasurer who shall be responsible for the safe-keeping of all monies belonging to the College and shall keep full and accurate accounts thereof. He shall prepare an annual financial statement of accounts for audit and for presentation at the Annual General Meeting.

14. These 5 officers of the College shall each hold office for a term of 2 years.

The Council

15. The Council shall consist of a maximum of 11 members comprising -

- (a) the President,
- (b) the Vice President,
- (c) the Chief Censor,
- (d) the Honorary Secretary,
- (e) the Honorary Treasurer, and
- (f) 6 other members.

All the aforementioned Council members shall be medical practitioners registered in Hong Kong, Fellows of the College and Fellows of the Hong Kong Academy of Medicine in Community Medicine.

(added 18 Dec 2007)

Any member of the Council appointed under these Articles shall be deemed to be “director” of the College for the purpose of the Ordinance.

(added 18 Jan 2012)

- 16. The appointment of all these Council members shall be determined initially by a majority of the subscribers to the Memorandum of Association and later by election in accordance with these Articles.
- 17. The President shall be the Chairman of the Council and the Vice President shall be the Deputy Chairman of the Council.
- 18. The quorum necessary for the transaction of the business of the Council shall be 5, who must be present throughout the meeting at which the business is transacted.
- 19. The Council shall meet not less than 4 times each subscription year.

Disqualification of members of the Council

20. A member of the Council shall cease to be such a member if he:

- (a) ceases to be a Fellow of the College;
- (b) ceases to be a Fellow of the Hong Kong Academy of Medicine in Community Medicine;

- (c) ceases to be a medical practitioner registered in Hong Kong;
- (d) resigns from the Council by notice in writing to the College given in accordance with section 157D(3)(a) of the Ordinance;
(amended 18 Jan 2012)
- (e) absents himself from 3 consecutive Council meetings without the permission of the Council;
(amended 18 Jan 2012)
- (f) is removed by the College by ordinary resolution passed at a general meeting of the College in accordance with Section 157 B of the Ordinance.
(replaced 18 Dec 2007)
- (g) becomes prohibited from being a member of the Council or a director by reason of any disqualification order made under Part IVA of the Ordinance or any other law;
(added 18 Jan 2012)
- (h) holds any salaried office under the College: or
(added 18 Jan 2012)
- (i) is directly or indirectly interested in any contract with the College and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.
(added 18 Jan 2012)

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

(added 18 Jan 2012)

Rotation of the members of the Council

21. The 5 officers of the College shall serve as members of the Council and shall retire from office at the end of their terms of 2 years.
22. The other members of the Council as referred to in Article 15(f) shall retire from office at the first annual general meeting and at every subsequent annual general meeting.
23. No person shall be eligible for election to any such vacant office unless -
 - (a) he is a Fellow of the College;
 - (b) not less than 7 days nor more than 21 days before the date of the scheduled Annual General Meeting, he is recommended to stand for election for a specified office by not less than 2 members duly qualified to attend and vote thereat by notice in writing duly signed by each such member and deposited at the registered office of the College;
 - (c) his acceptance of nomination in writing shall be deposited at the registered office of the college not less than 7 days before the date of the scheduled meeting.

24. A retiring officer of the College shall be eligible for re-election provided that no person shall hold the same office for more than 2 consecutive terms.
25. Every Fellow shall have the right to vote for as many candidates as there are vacancies to be filled and no more. No Fellow shall give more than one vote to any one candidate.
26. Votes for the election shall be by a secret ballot.
27. Candidates receiving the highest number of votes are elected into office. In case 2 or more candidate receive an equal number of votes, one or more of them should be elected by a further ballot. Any unresolved matters arising from election shall be determined by not less than three-fourths of the voting members present at the meeting.
28. The Council shall have power at any time, and from time to time, to appoint any person to be an officer of the College or a member of the Council to fill a casual vacancy, but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any officer or member of the Council so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

Powers and Duties of the Council

29. The business of the College shall be managed by the Council which, in addition to the powers and authorities expressly conferred upon it by these Articles, may exercise all such powers and do all such acts and things as may be exercised or done by the College, as are not hereby or by the Ordinance expressly directed or required to be exercised or done by the College in general meeting, but subject nevertheless to the provisions of the Ordinance and of these Articles and to such regulations or directions from time to time made or given by the College in general meeting, provided that no regulation or direction so made or given shall invalidate any prior act of the Council which would have been valid if such regulation or direction had not been made or given.
30. Without prejudice to the general powers conferred by the last preceding Article, and the other powers conferred by these Articles, it is hereby expressly declared that the Council may appoint such employees for permanent, temporary, or special employment or services, as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments.
31. The Council may set up an Education Committee which shall consist of 5 members comprising the Chief Censor and 4 Fellows of the College appointed by the Council. The Chief Censor shall act as the chairman of the committee.
32. The Education Committee shall be responsible for postgraduate and continuing education and training in Community Medicine, and shall conduct examinations for such purposes in the manner directed by the Council.

33. The Council may appoint examiners to advise the Education Committee for each examination held. Moreover, the Council may set up a Review Committee to deal with the complaints relating to examinations. The Committee shall consist of at least one member of the Council, with half of its membership coming from Fellows of the College.
34. The Council may recommend to the general meeting any person or organization to be elected as a Patron or as an Honorary Adviser of the College.
35. The Council may appoint any member to represent the College to attend any conferences, meetings or other functions for the purpose of promoting the objects of the College.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed by 2 officers acting as members of the Council.
37. 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 members of the Council present at each meeting of the Council and of any committee of the Council;
 - (c) of all resolutions and proceedings at all meetings of the College, and of the Council, and of committees of the Council,

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

Proceedings of the Council

38. The Council may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.
39. Subject to the provisions as to quorum, the continuing members of the Council may act notwithstanding vacancies that may arise in that body but provided that where the number of continuing members of the Council has fallen to 4 or less, then notwithstanding the provisions as to quorum, all such continuing members may act only for the purpose of appointing members to fill casual vacancies in the Council.
40. The Chairman of the Council shall preside as chairman at every meeting of the Council. If at any such meeting the Chairman is not present within 30 minutes after the time appointed for holding the same, the Deputy Chairman shall preside. In the absence of

both of them, the Chief Censor shall act as chairman for that meeting.

41. The Council may delegate any of its powers and duties to committees of such members as it thinks fit. Any committee so formed shall include at least one member of the Council and in addition, half of its membership shall be Fellows of the College. In exercising the powers so delegated, the Committee shall conform to any regulations imposed on it by the Council.
42. All acts bona fide done by any meeting of the Council or by any person acting as a member of the Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any of the 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 continued in office and was qualified to be a member of the Council.
43. A resolution in writing signed by all members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. A cable, FAX or telex message sent by a member of the Council shall be deemed to be a document signed by him for the purposes of this Article.

Annual General Meeting

44. The College shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the College and that of the next. Provided that so long as the College holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

Extraordinary General Meeting

45. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
46. The members of the Council may, whenever they think fit, convene an Extraordinary General Meeting of the College and such general meetings shall also be convened as provided by section 113 of the Companies Ordinance. If at any time there are not within Hong Kong sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two Fellows of the College may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

Notice of General Meetings

47. An Annual General Meeting and a general meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the College other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. It shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and such information shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the College in general meeting, to such persons as are, under the Articles of the College, entitled to receive such notices from the College:

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

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

Omission to give notice of General Meeting

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

Business of General Meetings

49. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and Auditors, the election of officers of the College and members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

Quorum for General Meeting

50. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the general meeting. Save as herein otherwise provided, 10

Fellows members as referred to in Article 5(a) personally present shall be a quorum.

Chairman of General Meeting

51. The Chairman, if any, of the Council shall preside as chairman at every general meeting of the College or if at any such meeting he shall not be present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the College of his intention not to attend the general meeting, the Deputy Chairman of the Council shall preside. In the absence of both of them, the Chief Censor shall act as the chairman of the meeting. If the Chief Censor is also absent, the members of the Council present shall elect one of their number to be chairman of the meeting.
52. 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Proceedings at General Meetings

53. Subject to Article 26, a resolution put to vote at a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the chairman; or
 - (b) by at least 2 members present in person or by proxy.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

A demand for a poll may be withdrawn.

54. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded.
55. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the general 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.

56. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of Members

57. On a show of hands or upon a poll every member present in person or by proxy shall have one vote.

Proxies

58. The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy may be a member of the College or other person.

59. In accordance with section 114C(4) of the Ordinance, the instrument appointing a proxy shall be deposited at the registered office of the College not more than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

60. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit -

Hong Kong College of Community Medicine

(香港社會醫學學院)

"I/We _____ of _____, being a member/members of the above-named College hereby appoint _____ of _____ or failing him, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the College to be held on the _____ day of 19____ and at any adjournment thereof.

Signed this _____ day of _____ 19____."

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

Hong Kong College of Community Medicine

(香港社會醫學學院)

"I/We _____ of _____, being a member/members of the above-named College hereby appoint _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the College to be held on the day _____ of 19 ____.

Signed this _____ day of _____ 19 ____."

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

(* Strike out whichever is not desired)."

Secretary

62. The Honorary Secretary as referred to in Articles 13(d) being an officer and a member of the Council shall be appointed as the secretary of the College. The first secretary of the College shall be Dr. CHAN Wai Man.
63. A provision of the Ordinance or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by it being done by or to the same person acting both as a member of the Council and as, or in place of, the secretary.

Seal

64. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary.

Accounts

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

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

66. The books of account shall be kept at the registered office of the College, or, subject to section 121(3) of the Ordinance, at such other place or places as the Council thinks fit, and shall always be open to the inspection of the members of the Council.
67. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the College except as conferred by statute or authorized by the Council or by the College in general meeting.
68. The Council shall from time to time in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the College in general meeting such income and expenditure accounts, balance sheets and reports as are required by the Ordinance.

(amended 18 Jan 2012)

69. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the College in general meeting, together with a copy of the Council's report and a copy of the Auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the College :
Provided that this article shall not require a copy of those documents to be sent to any person of whose address the College is not aware.

Auditors

70. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

Notices

71.

A notice in writing may be given by the College to any member:-

- (a) personally; or
- (b) by sending it by post to him at his registered address supplied by him to the College for the giving of notices; or
- (c) by sending an email electronically to him at his email address supplied by him to the College for the giving of notices; or
- (d) by sending it by facsimile to him at the facsimile number supplied by him to the College for the giving of notices.

Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such

service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

Any notice, if served by sending of an email or by facsimile, shall be deemed to have been served at the time when the email or the facsimile is electronically successfully sent by the College, and in proving such service, it shall be sufficient to prove that the email or the facsimile containing the notice was electronically properly sent to the email address or the facsimile number provided by the member and without receiving any report of non-delivery."

(replaced 18 Jan 2012)

72. Notice of every general meeting shall be given to every member of the College and to the auditors for the time being of the College. No other person shall be entitled to receive notices of general meetings.

Winding-up

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

74. Subject to section 165 of the Ordinance, every member of the Council, auditor, and other officer for the time being of the College shall be indemnified out of the funds of the College against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the College other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds of the College against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds of the College shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

(added 18 Jan 2012)

Names and Addresses and Descriptions of Subscribers

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Signature

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Dated the 25th day of September, 1991.

Witness to the above signatures

Signature

Name : YIP Wing-sang

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Description : Solicitor