

MEMORANDUM

(as amended by a Special Resolution passed on 11th March, 1997)

AND

ARTICLES OF ASSOCIATION

(Including all amendments adopted by Special Resolution
up to and on 21st April 2005)

OF

THE HONG KONG VETERINARY ASSOCIATION LIMITED

Incorporated the 5th day of March, 1982

Johnson
Stokes
& Master

No. 109387

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

THE HONG KONG VETERINARY ASSOCIATION LIMITED

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

GIVEN under my hand this Fifth day of March, One Thousand Nine Hundred and Eighty-two.

(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 amended by a Special Resolution passed on 11th March, 1997)

OF

THE HONG KONG VETERINARY ASSOCIATION LIMITED

1. The name of the Company is "THE HONG KONG VETERINARY ASSOCIATION LIMITED" (hereinafter called "The Association").
2. The Registered Office of the Association will be situate in Hong Kong.
3. The objects for which the Association is formed are as follows:-
 - (a) To promote the welfare and protect the lawful interests of the veterinary profession.
 - (b) To protect the good name and uphold the honour and interests of the veterinary profession.
 - (c) To promote the study of and work for the advancement of veterinary science.
 - (d) To endeavour to provide for the delivery and holding of lectures, and to collect and disseminate news and information concerning all aspects of the veterinary profession.
 - (e) To foster the humane treatment, well-being and health of animals.
 - (f) To promote ethical and professional standards and conduct within the veterinary profession.
 - (g) To promote and spread knowledge of veterinary matters among the public.

- (h) To assist the Government in all matters concerning public health so far as the same concern the veterinary profession.
- (i) To promote, support or oppose legislative or other measures affecting the interests of the veterinary profession and the matters of the Association.
- (j) To make application or representation to the Government or other appropriate authorities on any question or matter affecting the veterinary profession or the members of the Association or any of them.
- (k) To promote and establish friendly relations with other recognised veterinary associations and organisations.
- (l) To promote and encourage unity and friendly relations among veterinary surgeons.
- (m) To endeavour to establish and conduct a social club for the members of the Association and their friends and to endeavour to provide club premises and other conveniences and generally to afford to members the advantages of a social club.
- (n) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (o) To accept and make donations or endowments for all or any of the purposes herein provided.
- (p) To raise money by subscription or other lawful means for the purpose of the above objects or any of them.
- (q) To purchase lease rent hire or otherwise acquire any land buildings chattels or things and to work, use, maintain, charge, dispose of or otherwise deal with the same or any other property of the Association.
- (r) To develop, improve and utilize any land acquired by the Association for any of the purposes of the Association and to build fit out and furnish and maintain club houses and club premises and to provide for all facilities which in the opinion of the Council may be conducive to the interests of the Association.
- (s) To borrow any moneys required for the purposes of the Association upon such securities as may be determined and especially by the issue of bonds, debentures or other obligations or securities or by mortgage or charge of all or any part of the property of the Association.
- (t) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other

associations or clubs whose objects are similar or in part similar to the objects of the Association, or the establishment or promotion of which may be beneficial to the Association provided that the Association shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.

- (u) To support and subscribe to any charitable or public body and any institution, society or club which may be for the benefit of the Association or its employees; to give pensions, gratuities, or charitable aid to any person who may have served the Association, or to the wife, widow, children or other relatives of such person; to make payments towards and to form and contribute to provident and benefit funds for the benefit of any person employed by the Association.
 - (v) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth herein; 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 persons who at any time are or have been members of the Association or any of them: Provided that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officer or servant of the Association, or to any member thereof or any other person, in return for any services actually rendered to the Association, nor prevent the payment of interest on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of the Association or any office of the Association may receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of out-of-pocket expenses properly incurred in and about the affairs of the Association and interest on money lent or reasonable and proper rent for premises demised or let to the Association; 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 and 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 such payment.
5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of one hundred dollars.

7. If upon the winding-up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or 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 Association, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, 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 Association for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more authorised Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) J.A. AUCHNIE
Flat 18, Race Club Towers,
42 Shan Kwong Road,
Happy Valley,
Hong Kong.

Veterinary Surgeon

(Sd.) G.J. MOORE
H6 Fulham Garden,
84 Pokfulam Road,
Hong Kong.

Veterinary Surgeon

(Sd.) K.S. YIP (,-³/₄÷¥Í)
1 Broadcast Drive, Flat 51,
Kowloon.

Veterinary Surgeon

(Sd.) D.K. MASON
Flat 2B, Racecourse Lodge,
Shatin Racecourse,
New Territories.

Veterinary Surgeon

(Sd.) J.M. RIDDELL-SWAN
67 Mt. Nicholson Gap,
Hong Kong.

Veterinary Surgeon

Names, Addresses and Descriptions of Subscribers

(Sd.) R.B. BOUSFIELD
5/F Valley Villa,
104A Blue Pool Road,
Happy Valley,
Hong Kong.
Veterinary Surgeon

(Sd.) H.N. CHENG (³/₄Gj,k©¥)
97A Broadway, 17/F,
Mei Foo Sun Chuen,
Kowloon.
Veterinary Surgeon

Dated the 9th day of February, 1982 .

WITNESS to the above signatures:

(Sd.) B.S. MCELNEY
Solicitor,
HONG KONG.

THE COMPANIES ORDINANCE
(Chapter 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION
(Including all amendments adopted by Special Resolutions
up to and on 21st April 2005)

OF

THE HONG KONG VETERINARY ASSOCIATION LIMITED

Definitions

1. In these Articles, except where the context otherwise requires:-

"Association"	means The HONG KONG VETERINARY ASSOCIATION LIMITED.
"Council"	means Council for the time being whose members shall be deemed to be directors for the purposes of the Ordinance.
"Member"	means each and all Ordinary Members, Life Members, Honorary Members, Associate Members, Overseas Members and Student Members.
"Ordinance"	means the Companies Ordinance (Chapter 32) of the Laws of Hong Kong.
"Veterinary surgeon"	means a veterinary surgeon registered under the Veterinary Surgeons Registration Ordinance (Cap.529).

Words importing the singular number include the plural number and vice-versa and words importing the masculine sex include the feminine also.

Constitution

2. For the purpose of registration the number of the members of the Association is declared to be 10, but the Council of the Association may from time to time register an increase in number.
3. These Articles shall be construed with reference to the Ordinance, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.
4. The Association is established for the purposes expressed in the Memorandum of Association.

Membership

5. Members of the Association may be of any nationality and shall be of the following categories:-
 - a. Ordinary Member:-

Any veterinary surgeon as defined in Article 1 of these Articles of Association.
 - b. Life Member:-

Any person who is eligible to become an Ordinary Member of the Association shall be eligible to become a Life Member of the Association upon payment of a lump sum subscription fee.
 - c. Honorary Member:-

Any person who has rendered outstanding service to the Association or for the furtherance of veterinary science may be elected an Honorary Member of the Association in general meeting on the recommendation of the Council. Honorary Members shall have none of the liabilities of other members and shall not be eligible for election to the Council nor be entitled to any vote unless previously Ordinary or Life Members of the Association, but shall have such other privileges as may be conferred upon them by the Council with the sanction of the Association in general meeting. Every Honorary Member shall cease to be such upon a resolution of the Council to that effect and confirmed by the Association in general meeting.
 - d. Associate Member:-

Any person who is not eligible for Ordinary or Life membership of the Association but who holds such a qualification or recognition as the Council may approve may, at the absolute discretion of the Council, be admitted as an Associate Member.

e. Overseas Member:-

Any existing Member absent from Hong Kong may continue as an Overseas Member on payment of such reduced subscription as the Council shall decide from time to time. An Overseas Member shall not be entitled to receive notice of, or vote at general meetings but shall be entitled to attend such meetings.

f. Student Member:-

Any person who is registered as a student at a veterinary school recognised by the Council. A Student Member shall not be entitled to receive notice of or vote at general meetings, but shall be entitled to attend such meetings.

6. On application every candidate for Ordinary or Life membership of the Association must provide satisfactory proof of valid registration with the Veterinary Surgeons Registration Ordinance (Cap.529) if requested by the Council. Every candidate for Associate or Student membership of the Association shall be proposed by one Member of the Association to whom the candidate shall be personally known. Every such application shall be made in writing, signed by the candidate and by his proposer (as appropriate), and shall be in such form as the Council shall from time to time approve. After admission by the Council and upon payment of his entrance fee and first annual subscription, the Honorary Secretary shall enter the name of such person on the Register of Members of the Association and the admitted candidate shall become a Member of the Association. If such payment is not made within two months of the date of admission, the Council may, at their discretion, cancel such admission. In no case shall the Council give any reason for the rejection of a candidate.

7. (a) Any Ordinary or Life Member who fails to maintain his registration under the Veterinary Surgeons Registration Ordinance (Cap.529), other than by reason of a disciplinary order under Part IV of the said ordinance, shall cease ipso facto to be an Ordinary or Life Member (as appropriate) but shall have the option of becoming an Associate Member, without the necessity for compliance with Articles 6 or the payment of any further entrance fee, and in the case of a Life Member becoming an Associate Member, without the payment of any further annual subscriptions. The Council may at their discretion and subject to such conditions (if any) determined by the Council from time to time, reinstate such member as Ordinary or Life Member upon production of satisfactory proof of valid registration under the Veterinary Surgeons Registration Ordinance (Cap.529), but otherwise without the necessity for compliance with Articles 6 or the payment of any further entrance fee.

(b) Any Ordinary or Life Member who fails to maintain his registration under the Veterinary Surgeons Registration Ordinance (Cap.529) by reason of a disciplinary order under Part IV of the said ordinance shall

cease ipso facto to be a Member of the Association and shall forfeit all right in, and claim upon, the Association and its property.

- (c) An Associate, Overseas or Student Member who is convicted of an indictable offence shall cease ipso facto to be a Member of the Association and shall forfeit all rights in, and claim upon the Association and its property.
8. Members shall communicate any change of address to the Honorary Secretary of the Association without delay.
9. Any member wishing to resign his membership of the Association shall give notice in writing to the Honorary Secretary before the 31st day of December of the current year of his intention to do so, and thereupon his name shall be removed from the Register of Members and he shall be deemed to have resigned.
10. The annual subscription shall be payable on the first day of January each year and notice shall be sent to a member whose annual subscription is unpaid on the 1st day of February of the year to which the subscription relates and any member whose subscription is still unpaid by the following 31st March shall cease ipso facto to be a member of the Association and shall forfeit all right in, and claim upon, the Association and its property, but may be reinstated, at the discretion of the Council, on payment of all arrears without the necessity for compliance with Articles 6 or the payment of any further entrance fee. Any person who shall for any reason cease to be a member shall nevertheless remain liable to the Association for all moneys owing by him to the Association at the time of ceasing to be a member.
11. Every Member on joining the Association impliedly undertakes to comply with these Articles and any refusal or neglect to do so, or any conduct unworthy of a Member, shall render a Member liable to expulsion by a resolution of a Council meeting provided that at least 21 days before such meeting he shall have had written notice of the meeting and of the allegations made against him and of the intended resolution, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit. A Member so expelled shall be entitled to appeal to the members in general meeting in respect of any decision of the Council to expel him by giving written notice of such intention to the Association within 14 days of the date of such expulsion. On receipt of such notice, the Council shall convene an extraordinary ordinary general meeting upon 21 days' notice. The decision of the general meeting is final.

Rights of Members

12. Every Ordinary or Life Member shall be entitled to attend general meetings and to have one vote; Honorary Members shall be entitled to attend general meetings but shall only have a vote in accordance with Article 5(c) of these Articles of Association; Associate, Overseas and Student Members shall be entitled to attend general meetings but shall not be entitled to vote.

13. No Member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.
14. No right or privilege of any Member shall be in any way transferable or transmissible.
15. No Member shall have the power individually to bind or obligate the Association or any other Member.

Entrance Fees and Subscriptions

16. The entrance fees and subscriptions payable by Members shall be of such sum as shall be decided upon by the Council from time to time, and shall be ratified by the Association in general meeting.
17. All annual subscriptions shall become due and payable in advance on 1st January in every year; however, in the case of a Member's first annual subscription the full annual subscription shall be payable upon approval of membership if he joins the Association between the period from 1st January to 30th June or in the case where he joins the Association between the period from 1st July to 31st December only half of the annual subscription shall become due and payable upon approval of membership.

Patrons and Advisers

18. The Council may from time to time invite any person of distinction, who may not be a Member to become a Patron of or Adviser to the Association for such period as the Council may determine. The offices of Patron and Adviser shall be honorary and the holders shall not be entitled to vote at any meeting and shall not have any executive power or function.

Council

19. The Association shall have a Council consisting of at least seven Members, namely:-
 - a. The President, who shall be ex-officio Chairman of all general meetings and of all meetings of the Council held during his term of office. The President shall be elected by the Association at the annual general meeting to hold office for a term of two years, and shall be eligible for re-election.
 - b. The Honorary Secretary, who shall be present at the meetings of the Association and Council, superintend their respective minutes, and transact the general business of the Association under the direction of the Council. The Honorary Secretary shall be elected by the Association at

the annual general meeting to hold office for a term of two years and shall be eligible for re-election.

- c. The Honorary Treasurer, who shall receive the subscriptions and other moneys payable to him as Honorary Treasurer of the Association and discharge all accounts and pay all sums of money under the direction of the Council. The Honorary Treasurer shall be elected by the Association at the annual general meeting to hold office for a term of two years and shall be eligible for re-election.
 - d. At least four other Members who meet the eligibility criteria for election to the Council as set out in Article 24 who shall be elected by the Association at the annual general meeting for a term of two years and shall be eligible for re-election.
20. The Council shall have the power to appoint any Member who meets the eligibility criteria for election to the Council as set out in Article 24 to fill any casual vacancy occurring by death or resignation or otherwise; but any member of the Council so appointed shall hold office only until the next annual general meeting of the Association and he shall be eligible for re-election.

Officers

21. The Officers of the Association shall consist of the President, the Honorary Secretary and the Honorary Treasurer.
22. No Officer of the Association shall receive any remuneration for his services, but nothing herein contained shall be deemed to prohibit the reimbursement to the Honorary Secretary for such sums as may be disbursed by him for clerical or other assistance.
23. An Officer shall retire at the second annual general meeting after the annual general meeting at which he was elected and shall be eligible for re-election. A retiring Officer shall act as an Officer of the Association throughout the meeting at which he retires.

Election of Members of the Council

24. A candidate for election to the Council must be an Ordinary or Life Member of the Association or an Honorary Member who was previously an Ordinary or Life Member of the Association, and must be proposed by one and seconded by another similarly eligible member of the Association. Such proposal must be sent to the Honorary Secretary not less than fourteen days before the annual general meeting, provided that the Council may nominate candidates not less than seven days before the annual general meeting. The Honorary Secretary shall circulate to all members of the Association entitled to vote the name or names of the nominee or nominees for the posts not less than seven days before the annual general meeting.

Disqualification of Members of the Council

25. Membership of the Council shall ipso facto be terminated if a member:-
 - a. becomes bankrupt or suspends payment or compounds with his creditors;
 - b. is found lunatic or becomes of unsound mind;
 - c. resigns his membership of the Council by notice in writing to the Honorary Secretary'
 - d. ceases to be eligible for membership of the Council as defined in Article 24 of these Articles of Association.

Retirement of Members of the Council

26. The Association in general meeting may, subject to the provisions of these Articles, from time to time appoint new members of the Council, and may increase or reduce the number of members of the Council, and may also determine the term for which such increased or reduced number of members of the Council is to apply.
27. A member of the Council shall retire at the second annual general meeting after the annual general meeting at which he was appointed, and shall be eligible for re-election.
28. The Association may by extraordinary resolution remove any member of the Council before the expiration of his period of membership of the Council, and may by ordinary resolution appoint another eligible person in his place; the person so appointed shall serve during such time only as the member in whose place he is appointed would have served if he had not been removed.

Proceedings of the Council

29. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, three members shall be a quorum. A member interested in the subject matter of the meeting shall bring this to the attention of the meeting but is to be counted in a quorum notwithstanding his interest.
30. The President may at any time, and the Honorary Secretary upon the request of two members shall, convene a meeting of the council.
31. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by

or under the regulations of the Association for the time being vested in or exercisable by the Council generally.

32. The Council shall manage the affairs and business of the Association. All questions arising at any meeting shall be decided by a majority of votes, including a show of hands, and in case of an equality of votes the President or Chairman shall have a casting vote.
33. The continuing members of the Council may act notwithstanding any vacancy in that body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members, the continuing members of the Council may act for the purpose of filling up vacancies in their body; or summoning a general meeting of the Association but for no other purpose.
34. The Council may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing signed by all of the members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Council.
35. The Council may delegate in writing any of its powers to committees or sub-committees to be appointed by it, consisting of such persons as the Council may think fit, and may from time to time revoke such delegation or revoke the appointment of and discharge any such committee or sub-committee either wholly or in part and either as to persons or purposes. At least one Officer of the Association shall be an ex-officio member of any such committee.
36. All Officers of the Association have the right to attend any meetings convened under these Articles.
37. All acts done by any meeting of the Council or a committee or by any person acting as a member of the Council or a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or committee or person 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 was qualified to be a member of the Council or committee.
38. No press release and no communication to any public body, Government or otherwise, may be made in the name of the Association except by the President or Honorary Secretary of the Association, or by such other member of Council appointed by the Council for that purpose.
39. The Council shall cause proper minutes to be made in books provided for the purpose:-
 - a. of all appointments of committees made by the Council;
 - b. of the names of the members present at each meeting of the Council and of any committees;

- c. of all resolutions and proceedings at all meetings of the Association and of the Council and of committees;
- d. of all gifts, either in money or kind, to the Association;

Any such minutes of any meeting of the Council, or of any committee, or of the Association, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting shall be receivable as evidence of the proceedings of such meeting.

Powers of the Council

- 40. The Council shall exercise all such powers and do all such things as may be exercised or done by the Association, save such as are required by these Articles or by any statute for the time being in force to be exercised or done by the Association in general meeting.
- 41. The Council shall have the power from time to time to make, amend and repeal all such rules as it may deem necessary or convenient for the carrying out of the objects of the Association and for the proper conduct and management of the Association. No rules shall be inconsistent with, nor shall they affect or repeal anything contained in the Memorandum and Articles of Association and any rule may be repealed by an ordinary resolution passed at a general meeting of the Association.
- 42. The Council may issue debentures, debenture stock, bonds or obligations to the Association at any time, in any form or manner, and for any amount and may raise or borrow for the purposes of the Association any sum or sums either upon mortgages or charges on any of the property of the Association or on bonds or debentures or otherwise, as the Council may think fit.

General Meetings

- 43. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year. The annual general meeting shall be held at such time (within a period of not more than fifteen months, after the holding of the last preceding annual general meeting) and place as may be determined by the Council. All other general meetings shall be called extraordinary general meetings.
- 44. The Council may whenever it thinks fit, and shall on requisition in accordance with the Ordinance, proceed to convene an extraordinary general meeting.

Notice of General Meetings

45. Subject to Section 116C of the Ordinance, an annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing, and any other general meeting shall be called by not less than fourteen days' notice in writing. The notice shall specify the place, date and time of meeting, and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution.
46. Notwithstanding that a meeting of the Association is called by shorter notice than that specified in these Articles or required by the Ordinance, it shall be deemed to have been duly called if it is so agreed:
 - a. in the case of a meeting called as the 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 the right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
47. 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

48. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet and the report of the Council and Auditors, the election of members of the Council in the place of those retiring, and the fixing of the remuneration of the Auditors.
49. No business shall be transacted at any general meeting unless a quorum of Members having the right to attend and vote at the meeting is present at the time when the meeting proceeds to business. Three Members having the right to attend and vote at the meeting and personally present shall be a quorum.
50. If within half an hour from the time appointed for the meeting a quorum is not present from the time appointed for the meeting the Members present and entitled to vote thereat shall be a quorum.
51. The Directors may whenever they think fit, and shall on requisition in accordance with the Ordinance, proceed to convene an extraordinary general meeting.

52. The President or in his absence the member appointed by the President shall be Chairman at every general meeting of the Association.
53. If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present and entitled to vote shall choose a member of the Council or, if none is present or willing, some one of their number to be Chairman.
54. 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 any 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.
55. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by at least two members present in person 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 book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
56. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
57. 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.
58. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken at such time as the Chairman of the meeting directs.

Accounts

59. The Council shall cause true accounts to be kept with respect to:-
 - c. all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;
 - d. all sales and purchases of goods by the Association; and
 - e. the assets and liabilities of the Association.

The books of account shall be kept at such place as the Council thinks fit, and shall always be open to the inspection of the members of the Council. The Council shall from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Association, or any of them, shall be open to the inspection of members of the Association 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 Association, except as conferred by statute or by the Memorandum of Association or authorised by the Council or by the Association in general meeting. The Council shall from time to time in accordance with the Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that Ordinance. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Auditors' report shall not less than 21 days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Association.

Audit

60. Auditors shall be appointed and their duties regulated in the manner provided by the Ordinance.

Notice

61. A notice may be served by the Society upon any Member by personal delivery at or by sending it through the post to the address of the Member appearing in the Register (which shall be an address in Hong Kong) or by facsimile transmission. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of a facsimile transmission shall be deemed to have been served at the time of despatch. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this article and sent as a prepaid letter and, in the case of a notice sent by facsimile transmission that the facsimile number used was that of the Member being served with such notice.

The Seal

62. The Council shall provide for the safe custody of the Seal of the Association.

Authentication of Deeds and Documents

63. The Seal shall not be affixed to any instrument except by the authority of the Council or a committee authorised by the Council for that purpose, and every

instrument to which the seal is affixed shall be signed by the President and the Honorary Secretary.

64. All cheques drawn on the Association's banking account and all orders for payment, promissory notes, and other negotiable instruments made or issued by the Association shall be signed by the Honorary Treasurer and counter-signed by the President or the Honorary Secretary, or by such other person or persons as the Council shall from time to time appoint.
65. All other contracts or instruments entered into by the Association in the ordinary course of business shall be signed by the President and the Honorary Secretary, or by such other person or persons as the Council shall from time to time appoint.

Dissolution

66. The provision of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

Secretary and Staff

67. The Council may appoint a Secretary and such other servants of the Association at such remuneration and upon such conditions as the Council may see fit, and any such Secretary or other servant so appointed may be removed by the Council.

Indemnity

68. Every member of the Council or any person employed by the Association as Auditor shall be indemnified out of the funds of the Association against all liability incurred by him as such member of the Council or Auditor in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 343 of the Ordinance in which relief is granted to him by the Court.

Interpretation

69. Any question as to the interpretation of these Articles of Association or any of them and any rule or bye-law shall be left to the Council whose determination on any point shall be final, and all matters not especially provided for by these Articles shall be left to the decision of the Council whose ruling shall be conclusive.

Names, Addresses and Descriptions of Subscribers

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Dated the 9th day of February, 1982 .

WITNESS to the above signatures:

(Sd.) B.S. MCELNEY
Solicitor,
HONG KONG.