

ARTICLES OF ASSOCIATION

OF

Hong Kong College of Community Health Practitioners Limited

香港社區健康學院有限公司

Incorporated the 6th day of December 2017

HONG KONG

(Version : 7 December 2021)

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

Hong Kong College of Community Health Practitioners Limited

香港社區健康學院有限公司

Part A Mandatory Articles

1. Company Name

The name of the company is

Hong Kong College of Community Health Practitioners Limited

香港社區健康學院有限公司

2. Members' Liabilities

The liability of the members is limited.

3. Objects

The objects for which the College is established are:

(A) For promotion of health and relief of sickness for the benefit of the Hong Kong community,

(a) To promote community health.

(b) To promote community health education for the general public.

(c) To advance the art and science of the practice of community health.

(d) To enhance and improve the quality of community health care through

(i) Promoting professional training and continuing education in community health, as well as

(ii) Promoting and maintaining a high standard of professional ethics and conduct for the practice of community health.

(e) To conduct research in community health and publish scholarly works.

(f) To hold meetings, workshops, seminars, conferences, symposia, webinars and social functions.

(B) In furtherance of the objects of the College,

(a) To establish local and international recognition of the College as a professional body in community health practice.

(b) To conduct trades and businesses on a charitable non-profit-making basis through in-person and/or multi-media means, including but not limited to the following:

(i) Healthcare-related training and educational services in return for course fees,

(ii) Provision of medical consultations in return for consultations fees,

(iii) Provision of healthcare services and residential accommodation in return for payment,

(iv) Provision and sales of healthcare and rehabilitation equipment in return for payment,

(v) Local and overseas exchange programmes,

(vi) Charity sales,

(vii) Exhibitions, and

(viii) other charity events.

(c) To conduct trades and businesses where the work is mainly carried out by patients as beneficiaries of the College.

(d) To receive and accept donations and gifts on a charitable non-profit-making basis

4. Income and Expenses

- (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 Articles 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(s) 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 0.5% above the prime rate prescribed for the time being by The Hong Kong Association of Banks 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.

5. Liability or Contributions of Members

Every member of the College undertakes to contribute to the assets of the College in the event of its being wound up while such person is a member, or within one year after such person ceased to be a member, for payment of the debts and liabilities of the College contracted before such person ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Fifty Hong Kong dollars.

Name(s) of Founder Member(s)

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

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陳錦良

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陳健儀

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Ma On Shan, N.T

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TSANG TSZ HANG

曾子恒

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Choi Hung Estate,
Wong Tai Sin, Kowloon

WONG CHUN YIU

黃振耀

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Sun Chui Estate, Tai Wai, N.T.

WONG MAN YEE

王敏儀

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Tin Shui Wai, N.T.

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Part 1
Interpretation

1. Interpretation

(1) In these articles-

“Articles” means the articles of association of the College;

“Associated company” means -

- (a) a subsidiary of the College; or
- (b) a subsidiary of such a subsidiary of the College;

“College” means the Hong Kong College of Community Health Practitioners Limited (香港社區健康學院有限公司)

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

“Council Member” means a member of the Council of the College.

“Fellow” means any of the members admitted pursuant to the Article 28(2)(a).

“Honorary Fellow” means any of the members admitted pursuant to the Article 28(2)(b).

“Associate Fellow” means any of the members admitted pursuant to the Article 28(2)(c).

“Associate Member” means any of the members admitted pursuant to the Article 28(2)(d).

“Founder Member” means the founder member to the Articles of Association of the College.

“General Meeting” means an Annual General Meeting or an Extraordinary General Meeting.

“Member” means a member of the College including members admitted pursuant to the Articles.

“Mental incapacity” has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

“Mentally Incapacitated Person” means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

“Officer” means any of the 6 officers as referred to in Article 6.

“Ordinance” means the Companies Ordinance (Cap.622)

of the Laws of Hong Kong or any statutory modification or re-enactment thereof for the time being in force.

“Proxy Notice” - see article 44(1).

“Seal” means the common seal of the College.

“Secretary” means any person appointed to perform the duties of the secretary 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.

“Voting Right Member” means a Member of the College who are entitled to attend and vote in General Meeting.

- (2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the College.
- (3) For the purposes of these articles, a document is authenticated if it authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents is information to be authenticated for the purposes of the Ordinance.
- (4) The articles set out in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H), do not apply to the College.

Part 2

Council Members and Company Secretary

Division 1 - Council Members' Powers and Responsibilities

2. Council Members' general authority

- (1) Subject to the Ordinance and these articles, the affairs of the College are managed by the Council Members, who may exercise all the powers of the College.
- (2) An alteration of these articles does not invalidate any prior act of the Council Members that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the Council Members by these articles.
- (4) A Council Members' meeting at which a quorum is present may exercise all powers exercisable by the Council Members.

3. Members' reserve power

- (1) The Members may, by special resolution, direct the Council Members to take, or refrain from taking any specified action.
- (2) The special resolution does not invalidate anything that the Council Members have done before the passing of the resolution.

4. Council Members may delegate

- (1) Subject to these articles, the Council Members may, if they think fit, delegate any of the powers that are conferred on them under these articles -
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the Council Members so specify, the delegation may authorize further delegation of the Council Members' powers by any person to whom they are delegated.
- (3) The Council Members may -
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

5. Committees

- (1) The Council Members may make rules providing for the conduct of business of the committees to which they have delegated any of their powers,
- (2) The committees must comply with the rules.

Division 2 - Decision-taking by Council Members

6. The Council and Officers

- (a) The Council shall consist of a maximum of 20 members comprising -
 - (1) the President,
 - (2) the Vice President,
 - (3) the Chief Censor,
 - (4) the Honorary Secretary,
 - (5) the Honorary Treasurer,
 - (6) the Academic Convenor, and
 - (7) 14 other members.
- (b) All the aforementioned Council members shall be Fellows of the College.
- (c) Any officer of the Council appointed under these Articles shall be deemed to be “director” of the College for the purpose of the Ordinance.
- (d) **Officers of the College**
 - (1) The Fellows shall elect amongst themselves at the Annual General Meeting the following officers who shall be members of the Council -
 - (i) The President who shall preside at all general meetings and Council meetings, and shall superintend the general administration of the College.
 - (ii) 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.
 - (iii) 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 the Article 5. 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.
 - (iv) The Honorary Secretary who shall perform the duties and functions of the secretary as prescribed under the provisions of the Ordinance.
 - (v) 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.
 - (vi) The Academic Convenor who shall be responsible for academic programmes and publications, and shall be the chairman of the Research Committee as referred to in the Article 5.

7. Council Members to take decision collectively

A decision of the Council Members may only be taken -

- (a) by a majority of the Council Members at a meeting; or
- (b) in accordance with article 8 of Part B.

8. Unanimous decisions

- (1) A decision of the Council Members is taken in accordance with this article when all eligible Council Members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Council Member or to which each eligible Council Member has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible Council Members is a reference to Council Members who would have been entitled to vote on the matter if it had been proposed as a resolution at a Council Members’ meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Council Members would not have formed a quorum at a Council Members’ meeting.

9. Calling Council Members' meetings

- (1) Any Council Member may call a Council Members' meeting by giving notice of the meeting to the Council Members or by authorizing the company secretary to give such notice.
- (2) Notice of a Council Members' meeting must indicate -
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a Council Members' meeting must be given to each Council Member, but need not be in writing.

10. Participation in Council Members' meetings

- (1) Subject to these articles, Council Members participate in a Council Member's meeting, or part of a Council Members' meeting, when -
 - (a) The meeting has been called and takes place in accordance with these articles; and
 - (b) They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Council Members are participating in a Council Members' meeting, it is irrelevant where a Council Member is and how they communicate with each other.
- (3) If all the Council Members participating in a Council Members' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

11. Quorum for Council Members' meetings

- (1) At a Council Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Council Members' meetings may be fixed from time to time by a decision of the Council Members, but it must be at least 5.

12. Meetings if total number of Council Members less than quorum

If the total number of Council Members for the time being is less than the quorum required for Council Members' meetings, the Council Members must not take any decision other than a decision -

- (a) to appoint further Council Members; or
- (b) to call a general meeting so as to enable the members to appoint further Council Members.

13. Chairing of Council Members' meetings

- (1) The Council Members may appoint a Council Member to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The Council Members may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a Council Members' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Council Members may appoint one of themselves to chair it.

14. Chairperson's casting vote at Council Members' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other Council Member chairing the Council Members' meeting has a casting vote.

- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. Conflicts of interest

- (1) This article applies if-
- (a) a Council Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the College that is significant in relation to the College's operations; and
 - (b) The Council Member's interest is material.
- (2) The Council Member must declare the nature and extent of the Council Member's interest to the other Council Members in accordance with section 536 of the Ordinance.
- (3) The Council Member and the Council Member's alternate must neither -
- (a) vote in respect of the transaction, arrangement or contract in which the Council Member is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from -
- (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the Council Member or the Council Member's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to -
- (a) an arrangement for giving a Council Member any security or indemnity in respect of money lent by the Council Member to or obligations undertaken by the Council Member for the benefit of the College;
 - (b) an arrangement for the College to give any security to a third party in respect of a debtor obligation of the College for which the Council Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to Article 57 hereof, an arrangement under which benefits are made available to employees and Council Members for former employees and Council Members of the College or any of its subsidiaries, which do not provide special benefits for Council Members or former Council Members.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) A Council Member or intending Council Member is not disqualified by the office of Council Member from contracting with the College as vendor, purchaser or otherwise.
- (2) The contract mentioned in paragraph (1) or any transaction, arrangement or contract entered into by or on behalf of the College in which any Council Member is in any way interested is not liable to be avoided.
- (3) A Council Member who has entered into a contract mentioned in paragraph (1) or is interested in a

transaction, arrangement or contract mentioned in paragraph (2) is not liable to account to the College for any profit realized by the transaction, arrangement or contract by reason of -

- (a) the Council Member holding the office; or
 - (b) the fiduciary relation established by the office.
- (4) Paragraph (1), (2) or (3) only applies if the Council Member has declared the nature and extent of the Council Member's interest under the paragraph to the other Council Members in accordance with section 536 of the Ordinance.
- (5) A Council Member of the College may be a Council Member or other officer of, or be otherwise interested in -
- (a) any company promoted by the College; or
 - (b) any company in which the College may be interested as shareholder or otherwise.
- (6) Subject to the Ordinance, the Council Member is not accountable to the College for any remuneration or other benefits received by the Council Member as a Council Member or officer of, or from the Council Member's interest in, the other company unless the College otherwise directs.

17. Validity of acts of meeting of Council Members

The acts of any meeting of Council Members or of a committee of Council Members or the acts of any person acting as a Council Member are as valid as if the Council Members or the person had been duly appointed as a Council Member and was qualified to be a Council Member, even if it is afterwards discovered that -

- (a) there was a defect in the appointment of any of the Council Members or of the person acting as a Council Member;
- (b) any one or more of them were not qualified to be a Council Member or were disqualified from being a Council Member;
- (c) any one or more of them has ceased to hold office as a Council Member; or
- (d) any one or more of them were not entitled to vote on the matter in question.

18. Record of decisions to be kept

The Council Members must ensure that the College keeps a written record of every decision taken by the Council Members under article 6 for at least 10 years from the date of the decision.

19. Council Members' discretion to make further rules

Subject to these articles, the Council Members may make any rule that they think fit about -

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to Council Members.

Division 3 - Appointment and Retirement of Council Members

20. Appointment and retirement of Council Members

- (1) A person who is willing to act as Council Member, and is permitted by law to do so, may be appointed to be Council Member by ordinary resolution of the member(s), and shall hold office for a term of 2 years.
- (2) The number of Council Members shall not be less than 7 and not be more than 20.
- (3) Unless otherwise specified in the appointment a Council Member appointed under paragraph (1) shall retire from office at the next Annual General Meeting following the year of appointment or re-election.
- (4) At the First General Meeting to be held next after the adoption of these articles and at every succeeding Annual General Meeting Council Members who are retired from office shall be eligible for re-election.

21. Retiring Council Member eligible for reappointment

A retiring Council Member is eligible for reappointment to the office.

22. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more Council Members to offices or employments with the College or any other body corporate.
- (2) The proposals may be divided and considered in relation to each Council Member separately.
- (3) Each of the Council Members concerned is entitled to vote (if the Council Member is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the Council Member's own appointment.

23. Termination of Council Member's appointment

A person ceases to be a Council Member if the person -

- (a) ceases to be a Council Member under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) or is prohibited from being a Council Member by law;
- (b) becomes bankrupt or makes any arrangement or composition with creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of Council Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the Council Members' permission from Council Members' meetings held during that period; or
- (f) is removed from the office of Council Member by an ordinary resolution of the College.

24. Council Members' expenses

The College may pay any travelling, accommodation and other expenses properly incurred by Council Members in connection with-

- (a) their attendance at -
 - (i) meetings of Council Members or committees of Council Members;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the College; or

- (b) the exercise of their powers and the discharge of their responsibilities in relation to the College including without limited to in the course of setting up the College.

Division 4 - Council Members' Indemnity and Insurance

25. Indemnity

- (1) A Council Member or former Council Member of the College may be indemnified out of the College's assets against any liability incurred by the Council Member to a person other than the College or an associated company of the College in connection with any negligence, default, breach of duty or breach of trust in relation to the College.
- (2) Paragraph (1) only applies if the indemnity does not cover –
 - (a) any liability of the Council Member to pay -
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the Council Member -
 - (i) in defending criminal proceedings in which the Council Member is convicted;
 - (ii) in defending civil proceedings brought by the College, or an associated company of the College, in which judgment is given against the Council Member;
 - (iii) in defending civil proceedings brought on behalf of the College by a member of the College or of an associated company of the College, in which judgment is given against the Council Member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the College by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Council Member; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Council Member relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief-
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if -
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

26. Insurance

The Council Members may decide to purchase and maintain insurance, at the expense of the College, for a Council Member of the College, against -

- (a) any liability to any person attaching to the Council Member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the College; or
- (b) any liability incurred by the Council Member in defending any proceedings (whether civil or

criminal) taken against the Council Member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the College.

Division 5 - Company Secretary

27. Appointment and removal of company secretary

- (1) Subject to Article 57 of Part B, the Council Members may appoint a company secretary for a term, at remuneration and on conditions they think fit.
- (2) The Council Members may remove a company secretary appointed by them.

Part 3

Members

Division 1 - Becoming and Ceasing to be Member

28. Membership: Qualifications, Admission, Appointment and Application

- (1) For the purposes of registration, the number of members is declared not to exceed 1,000.
- (2) The members shall consist of -
 - (a) Fellows who have passed the examinations, or have possessed such other qualifications in community health as the Council shall deem fit from time to time. They shall have the right to vote and, subject to Article 39 hereof, the right to be elected at meetings of the College or of the Council.
 - (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 health 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 holders of academic or professional qualifications recognized by 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 have an interest in the advancement of community health 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.
- (3) The rights and privileges of each member shall be personal and shall not be transferable by his own action or by operation of law.
- (4) **Admission and Application to Membership**
 - (a) 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.
 - (b) 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.
- (5) **Admission fee and annual subscription**
 - (a) 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.
 - (b) 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.

29. Termination of membership

- (1) A Member may withdraw from membership of the College by giving 7 days' notice to the College in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.
- (4) The member has been in default of the subscription or other monies owed to the College for more than 6 months.
- (5) If any Member shall violate the Rules of the College from time to time made, or if such Member's conduct in or out of the College shall in the opinion of the Council Members, be injurious to the character or interests of the College, the Council Members shall, after enquiry, resolve by at least a two third majority to expel such Member from the College. Such Member, however, shall have the right by written notice to the Council Members within 14 days of being notified in writing of the passing of such resolution to request the calling of an Extraordinary General Meeting to determine this matter. The Council Members shall thereupon by giving at least 14 days' notice, call an Extraordinary General Meeting to determine such appeal. At such Extraordinary General Meeting, such appeal shall be determined by an ordinary resolution. 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.

Division 2 - Organization of General Meetings

30. General meetings

- (1) Subject to sections 611 and 612 of the Ordinance, the College must in respect of each financial year of the College, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The Council Members may, if they think fit, call a general meeting.
- (3) If the Council Members are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the Council Members do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

31. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of -
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must -
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;

- (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting -
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which -
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by a shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed -
- (a) for an annual general meeting, by all the Members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the Members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the Voting Right Members.

32. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to -
 - (a) every Voting Right Member; and
 - (b) every Council Member
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a Voting Right Member, the College must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the Voting Right Member.

33. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

34. Attendance and speaking at the general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when -
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Council Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

35. Quorum for general meetings

- (1) At least 5 Voting Right Members present in person or by proxy constitutes a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting of the persons attending it not constituting a quorum.

36. Chairing general meetings

- (1) If the chairperson (if any) of the Council is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The Members present at a general meeting must elect one of themselves to be the chairperson if-
 - (a) there is no chairperson of the Council;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the College of the intention not to attend the meeting.
- (3) The Members present at a general meeting must elect one of themselves to be the chairperson if-
 - (a) no Council Member is willing to act as chairperson; or
 - (b) no Council Member is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the College passed at the meeting.

37. Attendance and speaking by non-members

- (1) Council Members may attend and speak at general meetings, whether or not they are Members of the College.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not -
 - (a) Members of the College; or
 - (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

38. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting the meeting must -
 - (a) if called on the request of Voting Right Members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Council Members determine.
- (2) If at the adjourned meetings a quorum is not present within half an hour from the time appointed for holding the meeting, the Member or Members present in person or by proxy constitutes a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if -

- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3 - Voting at General Meetings

39. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands take place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution -
 - (a) has or has not been passed; or
 - (b) has been passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

40. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

41. Demanding a poll

- (1) A poll on a resolution may be demanded -
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of the hands on that resolution.
- (2) A poll on a resolution may be demanded by -
 - (a) the chairperson of the meeting;

- (b) at least 2 Members present in person or by proxy; or
 - (c) any Voting Right Member or Members present in person or by proxy and representing at least 5% of the total voting rights of all the Voting Right Members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

42. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting -

- (a) every Voting Right Member present in person has 1 vote; and
- (b) every proxy present who has been duly appointed by a Voting Right Member entitled to vote on the resolution has 1 vote.

43. Votes of Mentally Incapacitated members

- (1) A member who is a Mentally Incapacitated Person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

44. Content of Proxy Notices

- (1) A proxy may only validly be appointed by a notice in writing (Proxy Notice) that -
 - (a) states the name and address of the Voting Right Member appointing the proxy;
 - (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which the person is appointed;
 - (c) is authenticated, or is signed on behalf of the Voting Right Member appointing the proxy; and
 - (d) is delivered to the College in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The College may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the College requires or allows a Proxy Notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A Proxy Notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a Proxy Notice indicates otherwise, it must be regarded as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

45. Execution of appointment of proxy on behalf of member appointing the proxy

If a Proxy Notice is not authenticated, it must be accompanied by written evidence of the authority of the

person who executed the appointment to execute it on behalf of the Voting Right Member appointing the proxy.

46. Delivery of Proxy Notice and notice revoking appointment of proxy

- (1) A Proxy Notice does not take effect unless it is received by the College -
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a Proxy Notice may be revoked by delivering to the College a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the College -
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

47. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Voting Right Member who has appointed the proxy —
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the Voting Right Member is entitled to exercise.
- (2) A Voting Right Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the College by or on behalf of the Voting Right Member.

48. Effect of Proxy Notice in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a Proxy Notice is valid despite -
 - (a) the previous death or mental incapacity of the Voting Right Member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the College -
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

49. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if-
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting,

materially affect the scope of the resolution.

- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if-
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 4

Miscellaneous Provisions

Division 1 - Communications to and by College

50. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the College under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the College for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such a notice or document for the time being.
- (3) A Council Member may agree with the College that notices or documents sent to that Council Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2 - Administrative Arrangements

51. College seals

- (1) The College may have a common seal.
- (2) A common seal may only be used by the authority of the Council Members.
- (3) A common seal must be a metallic seal having the College's name engraved on it in legible form.
- (4) Subject to paragraph (2), the Council Members may decide by what means and in what form a common seal is to be used.
- (5) Unless otherwise decided by the Council Members, if the College has a common seal and it is affixed to a document, the document must also be signed by at least 1 Council Member of the College and 1 authorized person.
- (6) For the purposes of this article, an authorized person is -
 - (a) any Council Member of the College;
 - (b) the company secretary; or
 - (c) any person authorized by the Council Members for signing documents to which the common seal is

applied,

52. No right to inspect accounts and other records

A person is not entitled to inspect any of the College's accounting or other records or documents merely because of being a Member, unless the person is authorized to do so by -

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Council Members; or
- (d) an ordinary resolution of the College.

53. Auditor's insurance

- (1) The Council Members may decide to purchase and maintain insurance, at the expense of the College, for an auditor of the College, against -
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the College; or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the College.
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

54. Notices

All notices required to be given to Members or Council Members under these articles must be in Chinese or English or both.

55. Manner in which notice to be given

- (1) Notice of a general meeting of the College must be given —
 - (a) in hard copy form or in electronic form; or
 - (b) by making the notice available on website; or partly by one of those means and partly by another.
- (2) If the College has given an electronic address in a notice calling a meeting it is to be regarded as having agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

56. Winding up or dissolution

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 Article 56 of Part B. 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 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.

57. No distribution of profits

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 Part A, and no portion of 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.

58. No remuneration or other benefit in money or money's worth

No Council Member or Member of the College shall be appointed to any salaried office of the College paid by fees and no remuneration or other benefit in money or money's worth shall be given by the College to any Council Member or Member of the College.

59. Accounting Records

- (a) The Council Members must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (b) The Council Members must keep accounting records as required by the Ordinance.

