

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS**  
**香港骨科醫學院**

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**Incorporated the 21st day of February, 1995**

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**JOHNSON STOKES & MASTER**  
**Solicitors & Notaries,**  
**Hong Kong**  
**17<sup>th</sup> Floor, Prince's Building**  
**10 Chater Road**  
**Central**  
**Hong Kong**

**THE COMPANIES ORDINANCE (CAP. 622)**

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**COMPANY LIMITED BY GUARANTEE**

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**MEMORANDUM OF ASSOCIATION**

**of**

**THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS**  
**香港骨科醫學院**

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**1. NAME**

The name of the Company is “THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS 香港骨科醫學院” (the “College”).

**2. REGISTERED OFFICE**

The registered office of the College will be situated in Hong Kong.

**3. OBJECTS**

The objectives of the College are:-

- (1) To promote for public benefit the advancement of orthopaedic surgery which includes but is not limited to the investigation, preservation and restoration of the form and function of the extremities, spine, and associated structures by medical, surgical, and physical means with the aim of bringing relief to patients of all ages suffering from the effects of injury or disease of the musculo-skeletal system;
- (2) To develop, support, and augment the education of persons engaged in the practice of orthopaedic surgery for the public benefit;
- (3) To set standards of training in orthopaedic surgery, to organise and monitor such training, and to promote the accreditation of such training in Hong Kong and internationally for the public benefit;
- (4) To organise and conduct professional examinations in orthopaedic surgery for the public benefit and to liaise with local and international bodies for the purpose of conducting and accrediting these examinations;

- (5) To foster the continuing medical education of orthopaedic surgeons who have completed their training for the public benefit;
- (6) To obtain and maintain statutory recognition as the body responsible for determining standards of practice in orthopaedic surgery for the public benefit;
- (7) To represent the orthopaedic profession in the above objectives in negotiations and interactions with other colleges and similar bodies locally and internationally;
- (8) to carry out and perform all and any other acts, works, enterprises or things as are of a charitable nature;
- (9) to apply for, invite and collect from members of the College or from any other persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance and to apply or donate any money, services or facilities for the purpose of achieving any of the foregoing objects;
- (10) to grant scholarships, donate money, provide funds, offer and award prizes, make gifts in kind and promise gifts to or for others whether charitable organisations or not for the purpose of charitable objects being carried out or achieved;
- (11) acquire by purchase, gift or otherwise, any real or personal property whether subject to any special trust or not;
- (12) sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets, rights and privileges of the College in furtherance of its objects;
- (13) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the College as may be thought expedient with a view to the promotion of its objects;
- (14) to undertake and execute any trusts which may lawfully be undertaken by the College and may be conducive to its objects;
- (15) borrow or raise money for the purposes of the College and on such security as may be thought fit;
- (16) to invest the moneys of the College not immediately required for its purposes in or upon such investments, or to subscribe for or acquire or hold any shares, stocks, debentures on any other securities as may be thought fit;
- (17) in so far as the same are necessary to further the charitable objects of the College, to lend money to such persons, companies or associations and on such terms as may seem expedient and to guarantee the performance of contracts by any such persons companies or associations;
- (18) to employ and remunerate and, from time to time if thought fit, dismiss and replace with others such clerks or servants or other employees as the College may think fit, lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as may be considered expedient;
- (19) to draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;

- (20) to obtain any ordinance, enactment or order for enabling the College to carry any of its objects into effect or for effecting any modification of the College's constitution or for any other purpose which may seem expedient;
- (21) to vest any real or personal property, rights or interest acquired or belonging to the College in any person for the benefit of the College with a declaration in favour of the College;
- (22) to subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other association or company having objects altogether or in part similar to those of the College or carrying on any enterprise or operation capable of being conducted so as directly or indirectly to benefit the College;
- (23) to establish or promote or concur in establishing or promoting any company or companies which may seem directly or indirectly calculated to benefit the College;
- (24) to procure the College to be registered or recognised in any part of the world;
- (25) to enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the College, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the College may think it desirable to obtain and to carry out, exercise and comply therewith;
- (26) to support or, as the case may require, oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or, as the case may require, prejudice the College's interest;
- (27) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the College and the wives, widows, families and dependents of any such persons and make payments to or towards the insurance of any such persons as aforesaid;
- (28) subject to the provisions of Clause 4 hereto to give any remuneration or other compensation (in cash or in any other manner the Council may think fit) to any person for services rendered in the conduct or course of the College's administration and business;
- (29) to pay out of the funds of the College all expenses which the College may lawfully pay with respect to the incorporation and registration of the College;
- (30) to apply money for any of the purposes hereof in furtherance of the objects of the College;
- (31) to carry out any other lawful acts or things as are incidental or conducive to the attainment of the above objects or any of them;

Provided that:-

- (i) in case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the College shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) the powers set forth in the Seventh Schedule of the predecessor Ordinance (as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong) are hereby excluded.

#### **4. USE OF INCOME AND PROPERTY**

- (1) The income and property of the College, howsoever derived, shall be applied solely towards the promotion of the objects of the College as set forth in this Memorandum of Association.
- (2) Subject to (4) and (5) 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.
- (3) 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 (5) below) shall be given by the College to any member of the Council or governing body.
- (4) 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.
- (5) Nothing herein shall prevent the payment, in good faith, by the College:-
  - (i) to any member of its Council or governing body of out-of-pocket expenses;
  - (ii) of interest on money lent by any member of the College or its Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (iii) of reasonable and proper rent for premises demised or let by any member of the College or of its Council or governing body;
  - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the College or of its Council or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (4) and (5) above.

**5. LIMITED LIABILITY**

The liability of the members of the College is limited.

**6. CONTRIBUTION TO ASSETS**

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 thereafter, for payment of the debts and liabilities of the College contracted before such person ceases to be a member and 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 but not exceeding HK\$100.00.

**7. APPLICATION OF EXCESS PROPERTY**

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 among its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 of this Memorandum of Association, such institution or institutions to be determined by the members of the College at or before the time of dissolution and, in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

**8. AMENDMENT**

No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

**9. FORMATION OF SUBSIDIARY**

The College shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

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.

<u>Names, Addresses and Descriptions of Subscribers</u>	
(Sd.) Professor Chan Kai Ming ( 陳啟明 ) Department of Orthopaedics & Traumatology, Prince of Wales Hospital, Shatin, N.T.	Medical Practitioner
(Sd.) Dr. Chan Kow Tak ( 陳求德 ) 404 Takshing House, 20 Des Voeux Road C., Hong Kong.	Medical Practitioner
(Sd.) Professor Chow Shew Ping ( 周肇平 ) Department of Orthopaedic Surgery, University of Hong Kong, at Queen Mary Hospital, Hong Kong.	Medical Practitioner
(Sd.) Dr. Chow Yat Ngok, York ( 周一嶽 ) 30 Gascoigne, Queen Elizabeth Hospital, Kowloon.	Medical Practitioner
(Sd.) Dr. David Fang ( 方津生 ) 306 Tak Shing House, 20 Des Voeux Road, Central, Hong Kong.	Medical Practitioner

Names, Addresses and Descriptions of Subscribers

(Sd.) Professor Fang Sin Yang, Harry ( 方心讓 )  
Room 1, Out Patient Department,  
St. Paul's Hospital,  
2 Eastern Hospital Road,  
Causeway Bay,  
Hong Kong. Medical  
Practitioner

(Sd.) Dr. Hsu Che Shek, Louis ( 許子石 )  
Room 1525, 15/F., Prince's Building,  
Chater Road,  
Central,  
Hong Kong. Medical  
Practitioner

(Sd.) Dr. Lau Pui Yau ( 婁培友 )  
Department of Orthopaedic & Traumatic Surgery,  
United Christian Hospital,  
130 Hip Wo Street,  
Kwun Tong,  
Kowloon. Medical  
Practitioner

(Sd.) Professor Leung Ping Chung ( 梁秉中 )  
Department of Orthopaedics & Traumatology,  
Prince of Wales Hospital,  
Shatin,  
N.T. Medical  
Practitioner

(Sd.) Dr. Luk Dip Kei, Keith ( 陸砥驥 )  
Department of Orthopaedic Surgery,  
University of Hong Kong,  
at Queen Mary Hospital,  
Hong Kong. Medical  
Practitioner



Names, Addresses and Descriptions of Subscribers

(Sd.) Dr. Yeung Sai Hung ( 楊世雄 )  
Department of Orthopaedics & Traumatology,  
Princess Margaret Hospital,  
Lai King Hill Road,  
Kowloon.

Medical  
Practitioner

Dated the 12<sup>th</sup> day of January, 1995

WITNESS to the above signatures:

(Sd.) Dr. David Fang  
Medical Practitioner,  
306 Tak Shing House,  
20 Des Voeux Road,  
Central,  
Hong Kong.

WITNESS to the signature of Dr. David Fang

(Sd.) Aileen S. Lloyd  
Solicitor,  
17th Floor, Prince's Building,  
10 Chater Road,  
Hong Kong.

**THE COMPANIES ORDINANCE (CAP. 622)**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**of**

**THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS**  
**香港骨科醫學院**

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**DEFINITIONS**

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

- |                      |   |
|----------------------|---|
| “College”            | means the Company incorporated as “THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS 香港骨科醫學院”.  |
| “Chief Censor”       | means the person for the time being holding the office of Chief Censor.   |
| “Deputy Censor”      | means the person for the time being holding the office of Deputy Censor.  |
| “Council”            | means the Council for the time being of the College, whose members shall be deemed to be directors for the purposes of the Ordinance.     |
| “Honorary Secretary” | means the person for the time being holding the office of Honorary Secretary.   |
| “Honorary Treasurer” | means the person for the time being holding the office of Honorary Treasurer.   |
| “member”             | means a person admitted to membership of the College by the Council and whose name appears on the Register of Members for the time being. |
| “Office”             | means the registered office, for the time being, of the College.  |

“Ordinance”	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation, and any modifications thereto.
“predecessor Ordinance”	means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.
“President”	means the person, for the time being elected by the Council, to hold the office of President of the College.
“Register”	means the Register of Members of the College to be kept pursuant to section 627 of the Ordinance.
“Seal”	means the common seal of the College.
“Vice-President”	means the person, for the time being elected by the Council, to hold the office of Vice-President of the College.
“President-Elect”	means the person, for the time being elected by the Council, to hold the office of President-Elect of the College.

References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.

### **MEMBERSHIP**

2. The number of members with which the College proposes to be registered is 500 but the Council may, from time to time, register an increase.

3. **Status**

Membership of the College is strictly non-transferable.

4. **Categories**

There shall be five classes of members, namely Fellows, Honorary Fellows, Ad Hominem Fellows, Inactive Fellows, and Overseas Fellows, and each class of members shall have rights as hereinafter mentioned.

5. **Fellows**

- (a) The subscribers to the Memorandum and Articles of Association of the College and such other persons already admitted to the fellowship by the Council before 1<sup>st</sup> June 2004 shall be Fellows of the College. Other than these and the Honorary Fellows and Ad Hominem Fellows, those admitted to be Fellows of the College shall meet all the requirements set out in (b) and (c) and (d) of this Article.
- (b) A Fellow must have completed such training requirements in orthopaedic surgery and passed such examination(s) as determined by the Council from time to time.

- (c) A Fellow must be a registered medical practitioner of Hong Kong who ordinarily resides in Hong Kong. This requirement may be exempted by a resolution carried by a three-quarter majority of the Council members present at a Council meeting of the College.
- (d) Admission of Fellows

Applications for fellowship must be submitted to the Honorary Secretary of the College on forms provided by the College. The application must be supported by two Fellows of the College. Admission to fellowship shall be by a majority vote of at least two-thirds of the Council members present and voting at a Council meeting of the College. Agreement in writing (by email, fax, or otherwise) of two-thirds or more of all Council members shall be as effective as a majority vote of at least two-thirds of the Council members present and voting at a Council meeting.

#### 6. Honorary Fellows

Honorary Fellowship may be conferred upon an individual who has made outstanding contributions to orthopaedic surgery or to the College and such conferment shall be recommended by the Council and approved at a general meeting of the College. An Honorary Fellow may quote his/her title as “Honorary Fellow of the Hong Kong College of Orthopaedic Surgeons (Hon FHKCOS)” or in Chinese “香港骨科醫學院榮譽院士”.

#### 7. Ad Hominem Fellows

Ad Hominem Fellows may be conferred upon an individual who does not practice orthopaedic surgery in Hong Kong. The candidate has made distinguished contributions to orthopaedic surgery or to the College, and the nomination shall be proposed and seconded by five fellows of the College. The Council shall be entitled at their discretion to appoint Ad Hominem Fellows of the College and shall decide by a resolution carried by a three-quarter majority of the Council members present at a Council meeting of the College. An Ad Hominem Fellow may quote his/her title as “Ad Hominem Fellow of the Hong Kong College of Orthopaedic Surgeons (Ad Hom FHKCOS)” or in Chinese “香港骨科醫學院名譽院士”.

#### 8. Inactive Fellows

A Fellow who is no longer engaged in the active practice of orthopaedic surgery, or one disabled by sickness or injury for a period in excess of one year, may on application to the Council be granted Inactive Fellowship, with waiver of subscription fees. The application must be submitted in writing to the Honorary Secretary of the College and shall be approved by a resolution carried by a simple majority of the Council members present at a Council meeting of the College. Inactive Fellowship may be transferred back to active fellowship upon the written request of the Inactive Fellow and by permission of the Council. Inactive Fellow may continue to use the title of FHKCOS.

#### 9. Overseas Fellows

A Fellow who has resided out of Hong Kong for a period of exceeding one year, may on application to the Council be granted Overseas Fellowship. The application must be submitted in writing to the Honorary Secretary of the College. Application for Overseas Fellowship shall be approved by a resolution carried by a simple majority of the Council members present at a Council meeting of the College. An Overseas Fellow shall have the right to vote but not be eligible for election to the Council. Overseas Fellowship may be transferred back to active fellowship upon

the written request of the Fellow and by permission of the Council. An Overseas Fellow is required to pay the subscription fees.

### **RIGHTS AND PRIVILEGES**

10. Save as hereinafter provided, all categories of membership have the right to enjoy the privileges and facilities of the College. Only Fellows and Overseas Fellows who have duly paid up their annual subscriptions will have the right to attend and vote at general meetings of the College. Only Fellows who have duly paid up their annual subscriptions will have the right to be elected to the Council of the College. Honorary Fellows, Ad Hominem Fellows and Inactive Fellows shall have the right to attend the general meetings of the College but shall not have the right to vote and shall not be eligible for election to the Council.

### **SUBSCRIPTION AND OTHER FEES**

11. Fellows and Overseas Fellows shall pay annual subscription fees. The amount of these fees will be recommended by the Council and approved at a General Meeting of the College from time to time. In addition, the Council may impose such fees for a particular service or event if and when it deems necessary.

### **TERMINATION OF MEMBERSHIP**

12. A member shall cease to be member of the College under the following circumstances:-

- (a) If he resigns by written notice to the Council, provided that such resignation shall not take effect until the expiration of 6 calendar months from delivery of such notice, or the earlier acceptance by the Council of the resignation.
- (b) If in the opinion of the Council he ceases to hold any of the qualifications rendering him eligible for membership of the College.
- (c) If by a resolution of the Council passed by a majority of at least two-thirds of the Council members for the time being it is declared that his conduct has been prejudicial to the interests and the good name of the College and it be resolved that his membership be terminated. Provided that at least 28 days before the Council meeting at which such a resolution is passed the member shall have been sent written notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting have had an opportunity of giving any explanation or defence he may think fit.
- (d) If by two written notices of payment of outstanding annual subscriptions he fails to make payment of the said outstanding annual subscriptions within 14 days after the posting of the second written notice.

A member who is expelled from the College shall have the right to appeal to the College within six months of receiving notice of his expulsion.

## **GENERAL MEETINGS**

13. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the College shall, 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. The annual general meeting shall be held at such time and place as the Council shall appoint.

14. There are two kinds of general meetings of the College. A general meeting held in accordance with Article 13 shall be called an annual general meeting. Any other general meeting shall be called general meeting.

15. The Council may, if it thinks fit, call a general meeting. If the Council is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the Council does 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.

## **NOTICE OF GENERAL MEETINGS**

16. An annual general meeting shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall –

- (a) specify the date and time of the meeting;
- (b) specify the place 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.

17. A general meeting of the College shall, notwithstanding that it is called by shorter notice than that specified in these Articles, be regarded as having been duly called if it is so agreed, in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting and, in the case of any other general meeting, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at the meeting.

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

## **PROCEEDINGS AT GENERAL MEETINGS**

19. Unless specified or required by the Ordinance, no business shall be deemed special that is transacted at an annual general meeting or any other general meeting.

20. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 20 members present in person and entitled to vote at the meeting shall be a quorum.

21. If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved but, in any other case, it shall be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Council may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the members present shall be a quorum.

22. The President shall preside as chairman at every general meeting but if at any meeting he is not present within 15 minutes from the time appointed for the meeting, or is unwilling to preside, or is absent from Hong Kong or has given notice to the College of his intention not to attend the meeting, the Vice President shall take the chair. If the Vice-President is not present or is unwilling to act as chairman, the members of the Council present shall choose one of their number to preside as chairman.

23. If at any meeting no Council member is willing to act as chairman or if no Council member is present within 15 minutes from the time appointed for the meeting, the Fellows present shall choose one of their number to be chairman of the meeting.

24. The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):-

- (a) by the Chairman of the meeting; or
- (b) by at least 2 members present in person or by proxy and entitled to vote at the meeting; or
- (c) by any member or members present in person or by proxy and representing not less than 5% of the total voting rights of all the members having the right to vote at the meeting.

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

or against such resolution.

The demand for a poll may be withdrawn.

26. Except as provided in Article 28, 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.

27. 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.

28. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **VOTES OF MEMBERS**

29. Every Fellow and Overseas Fellow shall have one vote. No other class of members shall have the right to vote.

30. A member who is a mentally incapacitated person may not vote.

31. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the College in his capacity as Fellow or Overseas Fellows (as appropriate), and which have been outstanding for more than 1 month after they fell due for payment, have been paid.

32. On a poll votes may be given either personally or by proxy, provided that no voting by proxy shall be allowed in respect of election of Council Members, which shall be conducted by postal ballot.

33. Any instrument appointing a proxy shall be in writing (but shall not include a facsimile form) in such form as the Council may approve and shall be deposited at the Office not later than 24 hours before the time for holding the general meeting to which it refers. A proxy shall be entitled to demand or join in demanding a poll and need not be a member.

34. Subject to Article 35, an instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

#### THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS

香港骨科醫學院 (the "College")

"I [ ] of [ ], being a Fellow/Overseas Fellow\* of the College, hereby appoint [ ] of [ ] or failing him [ ] of [ ], as my proxy to vote for me on my behalf at the [annual or as the case may be] general meeting of the College to be held on the [ ] day of [ ] 20[ ], and at any adjournment thereof. Signed this [ ] day of [ ] 20[ ]."

\*Strike out whichever is not applicable."



35. Where at a general meeting members will vote for or against a resolution or resolutions the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

THE HONG KONG COLLEGE OF ORTHOPAEDIC SURGEONS  
香港骨科醫學院 (the "College")

"I [ ] of [ ], being a Fellow/Overseas Fellow\* of the College, hereby appoint [ ] of [ ] or failing him [ ] of [ ], as my proxy to vote for me on my behalf at the [annual or as the case may be] general meeting of the College to be held on the [ ] day of [ ] 20[ ], and at any adjournment thereof. Signed this [ ] day of [ ] 20[ ].

My proxy shall vote \*in favour of/against the following resolution(s): [set out the resolutions]. Unless otherwise instructed, the proxy will vote as he thinks fit.

\*Strike out whichever is not applicable."

36. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

37. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the member appointing the proxy or revocation of the appointment of the proxy or of the authority under which the appointment of the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the College at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### COUNCIL

38. The Council shall comprise of not less than 8 and not more than 13 members, 7 of whom shall be Officers of the College. The immediate past-President shall be an ex-officio member of the Council.

39. The names of the first members of the Council shall be determined in writing by the subscribers to these Articles.

40. The Council members may be paid travelling, hotel and other expenses properly incurred by them in attending meetings or executing duties on behalf of or in connexion with the business of the College.

### TERMS OF OFFICE AND ELECTION TO COUNCIL

41. There shall be seven Officers of the College, consisting of the President, the Vice-President, the President-Elect, the Chief Censor, the Deputy Censor, the Honorary Secretary and the Honorary Treasurer.

42. The President shall preside at all general meetings and Council Meetings of the College. The President shall have full executive powers in conducting the business of the College, and shall sign all papers in the name of the College, subject to approval by the Council. He shall be

an ex-officio member of all committees, subcommittees and boards appointed by the Council.

43. The Vice-President shall assist the President to discharge his duties. He shall deputize for the President in case of the President being absent from Hong Kong or for any reason cannot duly discharge his duties as the President. If the President ceases to hold office during his term, the Vice-President shall ipso facto become the President for the remainder of the term.

44. The President-Elect is elected to assume the office of President at the conclusion of a specified future annual general meeting of the College. The President-Elect shall assist the President and Vice-President to discharge their duties.

45. The Honorary Secretary shall be responsible for the general correspondence of the College, the drafting of agenda, minutes of proceedings and all meetings of the College, circulation of notices, keeping of all books, documents, records and papers, and any other duties and functions of a secretary. The Honorary Secretary shall keep a register of all members, accredited training centres or programmes, trainers and trainees of the College.

46. The Honorary Treasurer shall be responsible for all financial matters of the College including but not limited to the collection of all subscriptions, donations, or other moneys due to the College, and shall be the custodian thereof. He shall inform those members paying annual subscription fees when his subscription is due or past due. He shall make all disbursements approved by the Council. He shall keep an account record of the College and submit an annual statement of the accounts and balance sheet to the annual general meeting. He shall prepare and submit financial statements at any time that the Council deems expedient. He may solicit assistance, with or without fees, upon approval by the Council, from people other than members of the College in preparing the records and statements. The Honorary Treasurer shall be responsible for staff matters of employees of the College.

47. The Chief Censor shall be the Chairman of the Education Committee which shall be responsible for approving training programmes and posts and monitoring training, conducting examinations, and accreditation of training. He will be assisted by the Deputy Censor. The Chief Censor may delegate part of his duties to other Council members.

48. The Deputy Censor shall assist the Chief Censor to discharge his duties in all related matters.

49. At the second annual general meeting after the incorporation of the College, all the Council members shall retire from office. Thereafter, a Council member shall retire from office at the conclusion of the second annual general meeting held after the annual general meeting at which he is elected; but shall be eligible for re-election, provided that:

- (a) subject to (b) and (c) of this Article, the President shall not retire from office at any annual general meeting, except that no person shall hold office as President for a term covering more than 5 annual general meetings and the President shall retire from office at the conclusion of the last annual general meeting of the aforesaid 5 annual general meetings;
- (b) the President shall retire from office at an annual general meeting if he resigns as President with effect at the conclusion of the annual general meeting;
- (c) the President shall retire from office at an annual general meeting if the President-Elect has been elected to assume the office of President at that annual general meeting;

- (d) the President who retires from office at an annual general meeting shall become the immediate past-President and shall, in accordance with Article 38, be an ex-officio member of the Council without the need for election to the Council; and
- (e) the President-Elect shall not retire from the Council at any annual general meeting but shall assume the office of President at the conclusion of the annual general meeting specified for him to assume such office in accordance with Article 44.

50. The College at the meeting at which a Council member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council member shall have been put to the meeting and lost.

51. No person other than a Council member retiring at the meeting shall unless recommended by the Council be eligible for election to the office of Council member following the postal ballot at any general meeting unless, not less than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the College notice in writing in such form as the Honorary Secretary may prescribe, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election and of the office to which such person is proposed to fill, and also notice in writing signed by that person of his willingness to be elected. The names of all nominees and those of their proposers, and the offices to which each nominee is proposed to fill, shall be circulated to all members entitled to vote at the annual general meeting by the Honorary Secretary not less than 14 days before the date of the annual general meeting at which the results of the election conducted by postal ballot shall be announced.

52. The College may from time to time by ordinary resolution increase or reduce the number of Council members and/or Officers.

53. The Council shall have power at any time, and from time to time, to appoint any person to be Council member to fill a casual vacancy so that the total number of Council members shall not at any time exceed the number fixed in accordance with these Articles. Any Council member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

54. The College may in accordance with section 462 of the Ordinance remove any Council member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the College and such Council member. Such removal shall be without prejudice to any claim such Council member may have for damages for breach of any contract of service between him and the College.

55. The College may by ordinary resolution appoint another person in place of a Council member removed from office under the immediately preceding Article. Without prejudice to the powers of the Council under Article 53 the College in general meeting may appoint any person to be a Council member to fill a casual vacancy. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Council member on the day on which the Council member in whose place he is appointed was last elected a Council member.

## **POWERS AND DUTIES OF THE COUNCIL**

56. The business and affairs of the College shall be managed by the Council, who may pay all expenses incurred in promoting and registering the College. The Council shall keep a register of members of the Council in accordance with section 641 of the Ordinance.

57. The Council may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the College in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the College in general meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

58. All cheques drawn on the College's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the College, all receipts for moneys paid to the College and all other contracts entered into by the College in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, by any two of the following persons: the President, Vice-President, the Treasurer or Honorary Secretary.

59. The members of the Council may exercise all the powers of the College to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, and other securities whether outright or as security for any debt liability or obligation of the College or of any third party.

60. The Council shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by authority of a resolution of the Council. Every instrument to which the Seal is affixed shall be signed by the President and shall be countersigned by the Honorary Secretary or by a Council member or by some other person appointed by the Council for this purpose.

61. The members of the Council shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the members of the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee or sub-committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the College, and of the Council and of any committee or sub-committee of the Council and every Council Member present at any meeting of the Council or committee or sub-committee of the Council shall sign his name in a book to be kept for that purpose.

## **PROCEEDINGS OF THE COUNCIL**

62. The Council may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Council member may, and the Honorary Secretary on the requisition of a Council member shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any Council member for the time being absent from Hong Kong.

63. The quorum for a meeting of the Council shall be 6 Council members present at the time when the meeting proceeds to business and continuing to be present until the conclusion of the meeting provided that if, within 30 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting the members of the Council present shall be a quorum.

64. The Council members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the College as the necessary quorum, the continuing Council members must not take any decision other than a decision to call a general meeting of the College to appoint further Council members.

65. A Council member shall be deemed to be present at a meeting of the Council if he participates by telephone or other electronic means and all Council members participating in the meeting are able to hear each other.

66. The President shall preside as Chairman at all Council meetings. If at any meeting the President is not present within 30 minutes after the time appointed for holding the same, the Vice-President shall be the Chairman. If the President and the Vice-President are not present within 30 minutes of the time appointed as aforesaid, the Council members present may choose one of their number to be chairman of the meeting.

67. The Council may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council. A committee may be given such name or description as the Council may think fit.

68. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

69. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

70. All acts done at any meeting of Council members or of a committee of the Council or by any person acting in his capacity as a Council member shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of any such Council member 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 and was qualified to be a member of the Council.

71. A resolution in writing (which shall include a facsimile letter) signed by all members of the Council for the time being present in Hong Kong shall be as effective as a resolution passed at a meeting of the Council duly convened and held and may consist of several documents, each signed by one or more of the members of the Council.

72. The Council shall have power from time to time to make, amend and repeal all such rules, regulations and bye-laws as it may deem necessary or convenient for the carrying out of the objects of the College and for the proper conduct and management of the College and in particular but without prejudice to the generality of the foregoing, the Council may make rules, regulations and bye-laws in relation to the establishment of any specialty or sub-specialty in the field of orthopaedic surgery and the provision of professional standard in any such specialty or sub-specialty. No rules, regulations and bye-laws shall be inconsistent with, nor shall they affect or repeal anything

contained in the Memorandum or Articles of Association and any rule, regulation and bye-law may be repealed by a special resolution passed at a general meeting of the College.

### **DISQUALIFICATION OF COUNCIL MEMBERS**

73. The office of a member of the Council shall be vacated if such member:-
- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - (b) becomes prohibited from being a director of a company by law;
  - (c) becomes a mentally incapacitated person;
  - (d) resigns his/her office by notice in writing to the College given in accordance with section 464(5) of the Ordinance;
  - (e) shall for more than 6 months have been absent without permission of the Council from meetings of the Council held during that period; or
  - (f) is directly or indirectly interested in any transaction, arrangement or contract (being a contract of significance in relation to the College's business) with the College and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in with section 162 of the predecessor Ordinance or sections 536, 537 and 538 of the Ordinance.

A member of the Council shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

### **ACCOUNTS**

74. The Council shall cause proper accounting records to be kept with respect to:-
- (a) all sums of moneys received and expended by the College and the matters in respect of which the receipt and expenditure takes place;
  - (b) the assets and liabilities of the College;
  - (c) all sales and purchases of goods by the College; and
  - (d) all other matters necessary to show a true and fair view of the financial position and financial performance of the College.

Proper accounting records shall not be regarded as kept if there are not kept such accounting records as are necessary to give a true and fair view of the College's financial position and financial performance, to show and explain the College's transactions, and to enable the Council members to ensure that the financial statements comply with the Ordinance.

75. The accounting records shall be kept at the Office or at such other place as the Council thinks fit and shall always be open to the inspection of the members of the Council.

76. The Council shall determine the extent to which the accounts and books of the College or any of them shall be open to the inspection of members of the College, not being members of the Council, and no member (not being a member of the Council) shall have any right of inspection of any account, book or document of the College except as conferred by statute or by an order under section 740 of the Ordinance or authorised by the Council or by the College in general meeting.

77. The members of the Council shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the College in general meeting financial statements as are required by the statutes.

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

79. A copy of the financial statements which is to be laid before the College in general meeting, together with a copy of the Council members' report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the College provided that this Article shall not require a copy of those documents to be sent to any person of whose address the College is not aware.

### **NOTICES**

80. A notice may be served by the College 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, except for Overseas Fellows) 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 facsimile transmission, it 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 facsimile transmission that the facsimile number used was that of the member being served with such notice. Notice of every general meeting shall be given to every member except for those members who have not supplied to the College an address within Hong Kong (except for Overseas Fellows who can supply overseas addresses) for the giving of notices to them.

### **INDEMNITY**

81. The Auditor of the College and other officers (other than a member of the Council) of the College shall be indemnified out of the funds and assets of the College against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the College other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the College against any liability incurred by them in defending any proceedings relating to the College, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds or assets of the College shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of the Court.

82.

- (1) A member or former member of the Council 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 or the associated company (as the case may be).
- (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.

### **WINDING UP PROVISION**

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



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Medical  
Practitioner

Dated the 12<sup>th</sup> day of January, 1995

WITNESS to the above signatures:

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WITNESS to the signature of Dr. David Fang

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