

(Altered on 17 July 2024)

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

**Sports Medicine and Sports Science Association of Hong Kong,
China Limited**

中國香港運動醫學科學學會有限公司

Incorporated the 4th day of October, 1988.

No. 228855

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

**HONG KONG ASSOCIATION OF SPORTS MEDICINE
AND SPORTS SCIENCE LIMITED**
(香港運動醫學科學學會有限公司)

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

GIVEN under my hand this Fourth day of October One Thousand Nine Hundred and Eighty-eight.

(sd.) J. Almeida
p. Registrar General
(Registrar of Companies)
Hong Kong

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION

OF

Sports Medicine and Sports Science Association of Hong Kong,
China Limited

中國香港運動醫學科學學會有限公司

1st. – The name of the Company is Sports Medicine and Sports Science Association of Hong Kong, China Limited 中國香港運動醫學科學學會有限公司 (herein-after called “the Association”).

2nd. – The Registered Office of the Association will be situate in Hong Kong.

3rd. – The objects for which the Association is formed are as follows: –

- (a) To promote and advance the practice, education and research of medical science in relation to sports and exercise including, inter alia:
 - a) The basic physiological, biomechanical, structural and behavioral mechanisms.
 - b) The maintenance and enhancement of physical & mental fitness for daily living.
 - c) The evaluation and conditioning for athletic performance.

- d) The prevention, treatment and rehabilitation of diseases & injuries related to sport and exercise.
- (b) To promote the welfare and protect the lawful interests of the members of the Association.
- (c) To promote and establish friendly relationship with other medical associations and organizations both in Hong Kong and abroad.
- (d) To promote and spread knowledge of preventive medicine and public hygiene among the public.
- (e) To promote the study of and work for the advancement of sports and medical science.
- (f) To promote and encourage unity and friendly relationship among members.
- (g) To protect the good name and uphold the honour and interests of the Association.
- (h) To make application or representation to the Government or other appropriate authorities on any question or matter affecting the members of the Association or any of them.
- (i) To assist the Government in all matters concerning public health so far as the same concern the interest of the Association.
- (j) To promote, support or oppose legislative or other measures affecting the interests and the matters of the Association.

- (k) To collect and circulate medical and scientific inventions or discoveries and other information of interest to the members of the Association.
- (l) To establish maintain and conduct a social club for the members of the Association and their friends and to provide club premises and other conveniences and generally to afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of a social club.
- (m) To acquire build or otherwise provide clubhouses, pavilions and other conveniences in connection therewith and to furnish, alter, enlarge, repair, uphold and maintain the same, and to permit the same to be used by members and employees of the Association and others, either gratuitously or for payment.
- (n) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges.
- (o) To purchase, hire, make or provide and maintain and to sell or otherwise dispose of all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, cards, games, tools, implements, utensils and other things required or which may be conveniently used connection with or by the Association.
- (p) To buy, prepare, make, supply, sell and deal in all kinds of liquors, beverages, tobacco, provisions and refreshments required used by the members of the Association, or other persons frequenting the Association premises.
- (q) To hire and employ all classes of persons considered necessary for the purposes of the Association and to

pay to them and to other persons in return for services rendered to the Association salaries, wages, gratuities and pensions.

- (r) To promote and hold either alone, or jointly with any other association, club or persons, meetings, competitions and matches for the playing of billiards, bridge, or other pastimes, or dinners, balls, concerts and other entertainments.
- (s) To support and subscribe to any charitable or public body, and relief or public fund Hong Kong or elsewhere, and any institution, society or club, which may be for the benefit of the Association or its members or employees; to give pensions, gratuities or charitable aid to any persons who may have served the Association, or to the wife, widow, children or other relatives of such persons; to make payments towards insurance; to form and contribute to provident and benefit funds for the benefit of any persons employed by the Association; and to make donations to such persons or institutions and in such cases as the Association shall think fit Provided that none of the funds of the Association shall be paid to any institution society or club which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- (t) To invest, and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (u) To borrow or raise and give security for moneys by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory note or other obligations or securities of the Association or by mortgage or

charge upon all or any part of the property of the Association.

- (v) To establish promote and maintain libraries, and also reading and writing rooms, and a reference library, and to furnish the same respectively with books, reviews, magazines, newspapers, and other publications.
- (w) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes, and conferences and to publish bulletins or other publications calculated directly or indirectly to advance the cause of education, whether general, professional, or technical.
- (x) To accept donations and endowments for all or any of the purposes herein provided and subject to the proviso contained in sub-clause (s) hereof, to support establishments and institutions for any of the purposes herein provided.
- (y) To raise money by subscription or other lawful means for the purpose of the above objects or any of them.
- (z) To appoint or nominate for appointment by the Hong Kong Government person or persons to sit on any Government or statutory board or the like.
- (aa) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

4th.- The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or

otherwise howsoever by way of profit, to the members of the Association Provided that nothing herein shall prevent the payment, in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council or governing body of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5th.- The liability of the members is limited.

6th.- Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of twenty dollars.

7th.- If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities,

any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution, or institutions, having objects similar to the objects of the Association. and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution, or in default thereof by a judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8th.- True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure take place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

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

Names. Addresses and Descriptions of Subscribers

(sd.) CHAN KAI MING, CAVOR
CHAN KAI MING, CAVOR (陳啟明)
Flat 13B, Residence No. 14,
The Chinese University of Hong Kong,
Shatin,
New Territories.
Doctor

(sd.) FU, HOO KIN, FRANK
FU, HOO KIN, FRANK (傅浩堅)
66B Bonham Road,
23rd Floor,
Hong Kong.
Director of Physical Education

(sd.) CHOW YAT NGOK, YORK
CHOW YAT NGOK, YORK (周一嶽)
Flat 5, Peak Pavilion,
12 Mt. Kellett Road,
Peak,
Hong Kong
Doctor

(sd.) HO WAI TAK DAVID
HO WAI TAK DAVID (何惠德)
A201 Dahfuldy,
21 Homantin Hill Road,
Kowloon.
Doctor

Names. Addresses and Descriptions of Subscribers

(sd.) LEUNG MEE LEE
LEUNG MEE LEE (梁美莉)
Flat 13H, 17 Science Museum Road,
Tsimshatsui East,
Kowloon.
Teacher

(sd.) LO YING SUI, ARCHIE
LO YING SUI, ARCHIE (羅鷹瑞)
28 Watford Road,
Hong Kong.
Doctor

(sd.) SO SHUN YANG
SO SHUN YANG (蘇淳養)
Block 1, Flat 6A,
Ronsdale Garden,
25 Tai Hang Drive,
Hong Kong.
Doctor

(sd.) CHIN MING KAI PAUL
CHIN MING KAI PAUL (錢銘佳)
Ground Floor, E2, Pine Villa,
Lok Yuen Path,
Shatin,
New Territories.
Sports Science Coordinator

Dated the 11th day of August, 1988.

WITNESS to the above signatures:-

Address:-

1804-5 Wing On House,
71 Des Voeux Road,
Central, Hong Kong.

(sd.) MAURICE LEE MUI SANG
Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE (Chapter 622)

Company Limited by Guarantee
And not having a share capital

ARTICLES OF ASSOCIATION
OF

Sports Medicine and Sports Science Association of Hong
Kong, China Limited
(中國香港運動醫學科學學會有限公司)

Preliminary

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 622, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. In these articles, unless there be something in the subject matter or context inconsistent therewith:-

“The Association” means the above named Association.

“The Ordinance” means the Companies Ordinance, (Chapter 622) of the Laws of Hong Kong.

“Council” means the Council of the Association.

"Member" means a member of the Association, whether Honorary Fellows, Fellows, Ordinary, Associate or Student Members.

Words denoting masculine gender include feminine gender.

1A. English and Chinese are the official languages of the Association.

Members

2. The Association, for the purposes of registration, is declared to consist of 1,000 members, but the Council of the Association may from time to time register an increase of members.

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

4. Members of the Association may be of any nationality and shall be of the following kinds:-

(a) Fellows:-

Chartered members, and members who within a period of last three years have attended two annual scientific meetings and have demonstrated their competence in sports medicine science through publications or professional activities, are eligible to apply for advancement to Fellowship status.

(b) Ordinary Members:-

Candidates must possess recognized Bachelor degree (or above) or its equivalence related with sports science or sports medicine, and be processed and approved by the Council.

(c) Associate Members:-

Candidates must possess recognized Bachelor degree (or above) or its equivalence, and be current practitioners in a field related to sports science, sports medicine or related fields, and be processed and approved by the Council.

(d) Student Members:-

Candidates must be undergraduate or postgraduate students in a field related to sports science, sports medicine, or related fields.

(e) Honorary Fellows:-

Candidates must have outstanding contributions to the advancement of Sports Medicine & Sports Science, and on recommendation of the Council.

(f) Chartered Members:-

Those members who join the Association during the first year of the Incorporation of the Association. They are eligible to apply for advancement to Fellowship status.

Application for Membership

5. Every candidate for membership of the Association (except Student Membership) shall be proposed by one and seconded by another Ordinary Member of the Association to both of whom the candidate shall be personally known. Every such application for membership shall be made in writing, signed by the candidate and by his proposer and seconder, and shall be in the form contained in the Schedule hereto or in such other form as the Council shall from time to time approve.

Entrance Fee & Annual Subscription

6. The entrance fees and subscriptions payable by members of the Association shall be such as the Association in general meeting shall from time to time prescribe; provided that, until the Association in general meeting shall otherwise resolve, the annual subscriptions fees shall be as follows:

SUBSCRIPTIONS FEES:-

- (a) Ordinary Member
 - i. One-year membership - \$250
 - ii. Life membership - \$3000
- (b) Associate Member
 - i. One-year membership - \$150
- (c) Student Member
 - i. One-year membership - \$50

Ordinary Members can apply for one-year membership or life membership. But candidates of life membership must be an active Ordinary Member for two years or more, and be processed and approved by the Council.

7. All annual subscriptions shall become due and payable in advance on the 1st of January in every year; however, in the case of a member's 1st annual subscription the full annual subscription shall be payable upon approval of membership if he joins the Association between the period from 1st January to 30th June or in the case where he joins the Association between the period from 1st of July to 31st December only half of the annual subscription shall become due and payable upon approval of membership.

Member Benefits

7A. Members of the Association are entitled to the following benefits:-

(a) Ordinary Member:-

Ordinary Members are entitled to enjoy discount on courses and conferences organized by the Association. Every Ordinary Member shall have one vote at any General meeting.

(b) Associate Members:-

Associate Members are entitled to enjoy discount on courses and conferences organized by the Association.

(c) Student Members:-

Student Members are entitled to enjoy discount on courses and conferences organized by the Association.

Election of Candidate for Membership

8. Every candidate for election shall be balloted for by the members of the Council.

9. When a candidate has been elected, and upon payment of his first annual subscription, he shall become a member of the Association provided, nevertheless, that if such payment be not made within two months after date of election, the Council may, in their discretion, cancel such election.

Council

10. The Association shall have a Council consisting of not more than 14 members, namely:-

- (i) The President of the Association, who shall ex-officio be a member of the Council. The President shall be elected by the Association in general meeting from among those members of the Association who shall have been Ordinary Members of the Association for not less than one year and who shall have been members of the Council of the Association for not less than one year. The President shall retire from office at the second annual general meeting next after at which he is elected. He shall be eligible for re-election.

- (ii) Two Vice-Presidents of the Association, who shall ex-officio be members of the Council. The Vice-Presidents shall be elected by the Association in general meeting from among those members of the Association who shall have been Ordinary Members of the Association for not less than one year. The Vice-Presidents shall retire from office at the second annual general meeting next after that at which they are elected. They shall be eligible for re-election.
 - (iii) The Honorary Secretary and Honorary Treasurer of the Association, who shall ex-officio be member of the Council. The Honorary Secretary and Honorary Treasurer shall be elected by the Association in general meeting from among its members who shall have been Ordinary Members of the Association for not less than one year. The Honorary Secretary and Honorary Treasurer shall retire from office at the second annual general meeting next after that at which they are elected. They are eligible for re-election.
 - (iv) Eight other members, of whom the retiring President of the outgoing Council shall ex-officio be one without election shall be elected by the Association in general meeting from among those members of the Association who shall have been Ordinary Members of the Association for not less than one year.
11. The first members of the Council shall be:-
- President - Dr. Chan Kai Ming
 - Vice-President - Dr. Frank Hookin Fu
 - Dr. York Y.N. Chow
 - Honorary Secretary - Dr. David W.T. Ho
 - Honorary Treasurer - Ms. Leung Mee Lee
 - Council Members - Dr. Archie Y.S. Lo

Dr. So Shun Yang

Dr. Chin Ming Kai

Mr. Michael Speak

12. . The Council shall have power to appoint any member of the Association to fill any casual vacancy occurring by death or resignation or by reason of any member of the Council ceasing during his term of office to be a Member of the Association. But any member of the Council so appointed shall hold office only until the next Annual General Meeting of the Association and he shall be eligible for re-election.

Election of the President and Vice-President

13. A candidate for election as the President or Vice-President must be either an Ordinary Member of the Association and must be proposed by one and seconded by another Ordinary Member of the Association, and such proposal must be sent to the Honorary Secretary not less than fourteen days before the annual meeting. If the Council shall receive no nomination from the Ordinary Member of the Association the Council shall have a right to nominate a candidate for the Presidency or Vice-Presidency as the case may be. The Honorary Secretary shall circulate to all members of the Association not less than seven days before the annual general meeting the name or name of the nominees or nominee for the Presidency or the Vice-Presidency. At the annual general meeting the President and Vice-Presidents shall be elected from among such nominees for the said respective posts, and if there is only one nominee for the post the general meeting shall elect that nominee for the post.

Election of Honorary Secretary, Honorary Treasurer and Council Members

13. (a) A candidate for election as the Honorary Secretary, Honorary Treasurer or Council Member must be an Ordinary Member of the Association and must be proposed by one and seconded by another Ordinary Member of the Association and

such proposal shall be sent to the Honorary Secretary not less than 14 days before the annual general meeting, provided that the Council may nominate one or more candidates not less than 7 days before the annual general meeting. The Honorary Secretary shall circulate to all members of the Association not less than 7 days before the annual general meeting the name or names of the nominee or nominees for the above-mentioned posts. At the annual general meeting, the Honorary Secretary, the Honorary Treasurer or the Council Member shall be elected from among such nominees for the said respective posts.

Disqualification of Members of Council

14. The office of a member of the Council shall ipso facto be vacated:-

- a. If he becomes bankrupt or suspends payment or compounds with his creditors, or
- b. If he is found lunatic or becomes of unsound mind, or
- c. If he resigns his office by notice in writing to the Association, or ceases to be a registered medical practitioner.
- d. If he ceases to be a member of the Association.
- e. If an order under Section 21 of the Medical Registration Ordinance (Cap. 161) has been made against him by the Medical Council of Hong Kong and such order has been published in Hong Kong Government Gazette under the provisions of Section 21 (5) of the Medical Registration Ordinance.
- f. If he has been convicted of a criminal offence.
- g. If he failed to disclose his educational training and qualification or has committed forgery.

15. Subject to the provisions of the Memorandum and Articles of Association of the Association no council member shall be disqualified by his office from contracting with the Association either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Association in which any council member shall be in any way interested, be avoided, nor shall any council member be liable to account to the Association for any profit realised by any such contract or arrangement by reason only of such council member holding that office or of the fiduciary relations thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the Council at which the contract or arrangement is first taken into consideration if his interest then exists, or in any other case, at the first meeting of the Council after the acquisition of his interest. If a council member becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Council held after he becomes so interested. No council member shall as a council member vote in respect of any contract or arrangement in which he is so interested as aforesaid; and if he does so vote his vote shall not be counted, but this prohibition may at any time or times be suspended or relaxed to any extent by a general meeting and such prohibition shall not apply to any contract by or on behalf of the Association to give to the members of the Council or any of them any security for advances or by way of indemnity. A general notice that a council member is a member of any specified firm or company, and is to be regarded as interested in all transactions with that firm or company, shall be sufficient disclosure under this Article as regards such council member and the said transaction, and after such general notice it shall not be necessary for such council member to give a special notice relating to any particular transaction with that firm or company.

16. The Council shall consist of fourteen members. At each Annual General Meeting the four members longest in office since election or re-election shall retire but shall be eligible for re-election Provided that for the purpose of re-election, the

President, the Vice-President, the Honorary Secretary and the Honorary Treasurer shall not be required to retire. As between members who shall have been longest in office for a term of equal length those to retire shall be determined by lot.

17. The Council shall have power to co-opt a Member to fill any casual vacancy in the Council which may occur during a year of office. The appointment of any such co-opted member shall be subject to confirmation at the next Annual General Meeting of Members.

18. A retiring member of the Council shall act as a member of the Council throughout the meeting at which he retires.

19. The Association in general meeting may, subject to the provisions of these Articles, from time to time, appoint new members of the Council, and may increase or reduce the number of members of Council in office, and may also determine the term such increased or reduced number of members of Council is to hold office or go out of office.

20. The Association at any general meeting at which members of the Council retire may fill up the vacated offices by electing a like number of qualified persons to be members of the Council, and, without notice in that behalf, may fill up any other vacancies.

21. If, at any general meeting at which an election of members of the Council ought to take place, the place of any member retiring is not filled up, he shall, if willing, continue in office until the annual general meeting in the next year, and so on from year to year until his place is filled up, unless it shall be determined at such meeting on due notice to reduce the number of members of the Council.

22. The Association may by extraordinary resolution remove any member of the Council before the expiration of his period of office,

and may by ordinary resolution appoint another qualified persons in his stead; the person so appointed shall hold office during such time only as the member in whose place he is appointed would have held the same if he had not been removed.

Appointment by the Council

22A. The Council may appoint members of the Association to be the following:-

(a) Commission Members:-

The Council may appoint any Ordinary Member, Associate Member, or Student Member from the general body of the Association as they think fit to be a commission member of the Association to facilitate the work of the Council every two years. The Council may, from time to time, revoke such appointment, either as to persons or purposes. Every commission member appointed should confirm to any regulations that may from time to time be imposed on it by the Council. They shall be eligible for re-appointment.

(b) Honorary Fellows:-

The Council may appoint any ones who have outstanding contributions to the advancement of Sports medicine & Sports Sciences to be Honorary Fellows.

Proceedings of Council

23. The Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, four members shall be a quorum. A member

interested is to be counted in a quorum notwithstanding his interest.

24. The President may at any time, and the Honorary Secretary upon the request of a member shall, convene a meeting of the Council. A member who is at any time not in Hong Kong shall not during such time be entitled to notice of any such meeting.

25. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the regulations of the Association for the time being vested in or exercisable by the Council generally.

26. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

27. The Council may delegate any of their powers to sub-committees consisting of such member or members either from among their body or from the general body of members as they think fit, and may, from time to time, revoke such delegation, or revoke the appointment of and discharge any such sub-committee either wholly or in part and either as to persons or purposes, but every sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council.

28. All acts done by such sub-committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect, as if done by the Council.

29. All acts done by any meeting of the Council, or of a sub-committee or by any person acting as a member, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such

members or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member.

30. A resolution in writing signed by all the members shall be as valid and effectual as if it has been passed at a meeting of the Council duly called and constituted.

Powers of Council

31. The Council shall exercise all such powers and do all such things as may be exercised or done by the Association, save such as are by these articles or by any statute for the time being in force required to be exercised or done by the Association in general meeting.

Resignation and Forfeiture of Membership

32. Any member wishing to resign his membership of the Association shall give notice in writing addressed to the Honorary Secretary and deposited at the registered office of the Association before the 31st day of December of his intention so to do, otherwise he shall be liable to pay the annual subscription for the next year.

33. The name of a member whose annual subscription is unpaid on the 30th day of June of the year to which the subscription relates shall be posted in the Association Premises and any member whose subscription is still unpaid by the following 31st December shall cease ipso facto to be a member of the Association and shall forfeit all right in, and claim upon, the Association and its property; but may be reinstated, at the discretion of the Council, on payment of all arrears.

Expulsion

34. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of the

Association, or bye-laws of the Associations, or the rule of etiquette of the medical profession, or shall be guilty of any conduct unworthy of a medical practitioner or a gentleman or likely to be injurious to the Association as the case may be, such member shall be liable to expulsion by a resolution of the Association in general meeting passed by not less than three-fourths of the members present at the meeting provided that at least one week before the meeting at which such resolution is passed he shall have had notice thereof, and of the intended resolution for his expulsion, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or shall forfeit all right in and claim upon the Association and its property.

35. If any member shall be convicted of an indictable offence or adjudged a bankrupt, or shall make any composition or arrangement with his creditors, under the provisions of any statute, or shall, on account of misconduct, be prohibited by the competent authority from continuing to practise as a doctor, he shall ipso facto cease to be a member of the Association and shall forfeit all right in, and claim upon, the Association and its property; but upon application being made by such member to the Council stating the cause of such indictment, adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid as the case may be, such member may be re-admitted and restored to his former right by the Council.

Code of Ethics

35A. Termination from Membership: Members who acts or behaves in contravention of the aims and objects of the Association (either by active behavior or otherwise) may result in termination from membership, which will be at the discretion of the Executive Council.

35B. Restoration of Membership: Members who ceased to be a member of Association or whose membership has been terminated for any reasons may be re-enrolled as member with the approval of Executive Council, upon written request.

Votes

36. Every Member shall have one vote. Honorary Fellows , Associate Members, and Student Members shall not be entitled to any vote and shall not be eligible to become members of the Council.

37. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

38. Whether upon a show of hands or on a poll votes may only be given personally. No member not personally present shall be entitled to vote.

Officers

39. The officers of the Association shall consist of the President, the Vice-Presidents, the Honorary Secretary and the Honorary Treasurer.

40. No officer of the Association shall receive any remuneration for his services, but nothing herein contained shall be deemed to prohibit the reimbursement to the Honorary Secretary for such sums as may be disbursed by him for clerical or other assistance.

41. The first officers of the Association shall be:-

President - Dr. Chan Kai Ming

Vice-President - Dr. Frank Hookin Fu

Dr. York Y.N. Chow

Honorary Secretary - Dr. David W.T. Ho

Honorary Treasurer - Ms. Leung Mee Lee

Council Members - Dr. Archie Y.S. Lo

Dr. So Shun Yang

Dr. Chin Ming Kai

Mr. Michael Speak

Each of the said first officers shall retire from office at the first Annual General Meeting after the incorporation of the Association but shall be eligible for re-election or, in the case of the Honorary Secretary, for re-appointment.

42. A retiring officer shall act as an officer of the Association throughout the meeting at which he retires.

Borrowing Powers

43. The Council may issue debentures, debenture stock, bonds, or obligations of the Association at any time, in any form or manner, and for any amount and may raise or borrow for the purposes of the Association any sum or sums of money either upon mortgages or charge of any of the property of the Association or on bonds or debentures or otherwise, as the Council may think fit.

Bye-laws

44. The Council shall have power from time to time to make, alter, and repeal all such bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association, and in particular, but not exclusively, they may by such bye-laws regulate :

- (a) The admission and classification of temporary or restricted members of the Association and the rights and privileges of such members.
- (b) The terms and conditions upon which honorary guests, and visitors, shall be permitted to use the premises and property of the Association.
- (c) The times of opening and closing of the club-house, or other premises of the Association or any part thereof.
- (d) The rules to be observed, and prizes or stake to be played for by members of the Association playing any games on the premises of the Association.
- (e) The prohibition of particular games on the premises of the Association entirely or at any particular time or times.
- (f) The conduct of members of the Association in relation to one another and to the Association's servants.
- (g) The setting aside of the whole or any part or parts of the Association premises at any particular time or times, or for any particular purpose or purposes.
- (h) The imposition of fines for the breach of any bye-law or any Article of Association of the Association.
- (i) The procedure at general meetings and meetings of the Council of the Association.
- (j) And generally all such matters as are commonly the subject matter of Association rules.

The Council shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such bye-laws, amendments, and repeals; and all such bye-laws, so long as they shall be in force, shall be binding upon all members of the Association Provided, nevertheless, that no bye-law shall be inconsistent with, or shall affect or repeal, anything contained in the Memorandum or Articles of Association of the Association and that any bye-law may be set aside by a special resolution of a general meeting of the Association.

General Meetings

45. The first general meeting shall be held at such time, not being less than one month nor more than six months after the incorporation of the Association, and at such place, as the Council may determine.

46. A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and at such place as may be prescribed by the Association in general meeting or, in default, at such time in the third month following that in which the anniversary of the Association's incorporation occurs, and at such place as the Council shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which the meetings are to be convened by the Council.

47. The above-mentioned general meetings shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings.

48. The Council may, whenever they think fit, convene an extraordinary general meeting, and an extraordinary general meeting shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by the Companies Ordinance. If at any time there are not within Hong Kong sufficient members of the Council capable of acting to form a quorum, any member of the Council or any two members of the Council, may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

Notice of General Meetings

49. Subject to the provisions of Section 564 of the Ordinance relating to special resolutions, 21 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given)

specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

50. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meeting

51. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the report of the Council and auditors, the election of members of the Council in the place of those retiring and the fixing of the remuneration of the auditors.

52. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members personally present shall be a quorum. Provided that the said quorum required may be increased or decreased by a majority vote at an Extraordinary General Meeting called for the purpose.

53. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such time not exceeding fourteen days after the day appointed for such meeting and to such place as the

members then 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 present shall be a quorum.

54. The President or in his absence either one of the two Vice-Presidents of the Association, to be determined by the Council prior to the meeting to be held shall preside as chairman at every general meeting of the Association.

55. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose a member of the Council, or if none present or willing, some one of their number to be chairman.

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

57. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person entitled to vote and unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of the fact, without

proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

58. 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.

59. 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.

60. A poll demanded on the election of a chair-man, or on a question of adjournment, shall be taken forthwith. A poll on any other question shall be taken at such times as the chairman of the meeting directs.

Accounts

61. The Council shall cause true accounts to be kept with respect to:-

(a) All sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;

(b) All sales and purchases of goods by the Association and

(c) The assets and liabilities of the Association.

The books of account shall be kept at the registered office of the Association, or at such other place as the Council think fit, and shall always be open to the inspection of the members of the Council. The Council shall from time to time determine at what times and places, and under what conditions and regulations, the accounts and books of the Association, or any of them, shall be open to the inspection of members of the Association not being members of the Council, and no member (not being a member of

the Council) shall have any right of inspecting any account or book or document of the Association, except as conferred by statute or by the Memorandum or authorised by the Council or by the Association in general meeting. The Council shall from time to time in accordance with the Companies Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that Ordinance. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the auditors' report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Association.

Audit

62. Auditors shall be appointed and their duties regulated in accordance with Sections 399 to 413 of the Companies Ordinance.

Notice

63. A notice may be given by the Association to any member personally, by electronic means or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.

64. A member who has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notice to him, shall be deemed to have received any notice which shall have been sent by any electronic means to him, or displayed at the premises of the Association and shall have remained there for the space of 24

hours, and such notice shall be deemed to have been received by such member at the expiration of 24 hours from the time when it shall have been first displayed.

The Seal

65. The Council shall provide for the safe custody of the seal of the Association.

Authentication of the Deeds and Documents

66. All deeds or instruments requiring the seal of the Association shall be signed by three members of the Council, and the three members shall consist of at least two of the following persons, namely the President, Vice-Presidents, the Honorary Secretary and the Honorary Treasurer.

67. All cheques drawn on the Association's banking account and all orders for payment, promissory notes, and other negotiable instruments made or issued by the Association shall be signed by the President or either one of the two Vice-Presidents and the Honorary Treasurer, or by such other person or persons as the Council shall from time to time appoint.

68. All other contracts and instruments entered into by the Association in the ordinary course of business shall be signed by the President or either one of the two Vice-Presidents and the Honorary Secretary or by such other person or persons as the Council shall from time to time appoint.

Winding-up

69. The provision of Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these articles.

Indemnity

70. Every member of the Council or officer of the Association or any person (whether an officer of the Association or not)

employed by the Association as auditor shall be indemnified out of the funds of the Association against all liability incurred by him as such member of the Council or officer or auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour.

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Sports Science Coordinator

Dated the 11th day of August, 1988.

WITNESS to the above signatures:-

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(sd.) MAURICE LEE MUI SANG
Solicitor,
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