

**HONG KONG COLLEGE OF PAEDIATRICIANS**

**香 港 兒 科 醫 學 院**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

Incorporated the eighth day of May 1991

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**PETER MARK & CO.**

Solicitors & C.

Hong Kong

Printed by Child Health Communication Co.

THE COMPANIES ORDINANCE (Chapter 622)

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Company Limited by Guarantee and not  
having a Share Capital

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**MEMORANDUM OF ASSOCIATION**

**OF**

**HONG KONG COLLEGE OF PAEDIATRICIANS**

香 港 兒 科 醫 學 院

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First:- The name of the Company is ‘HONG KONG COLLEGE OF PAEDIATRICIANS’ 香 港 兒 科 醫 學 院 (hereinafter referred to as “the College”).

Second:- The Registered Office of the College will be situated in Hong Kong.

Third:- The objects for which the College is established are:-

- (1) to promote for the public benefit the advancement of knowledge of the science and art of Paediatrics;
- (2) to act as a body for the purpose of consultation in matters of educational or public interest concerning Paediatrics;
- (3) to develop and maintain the good practice of Paediatrics by ensuring the highest professional standards of competence and ethical integrity;
- (4) to institute and provide lectures and demonstrations upon medical subjects for the benefit of the members of the College and to admit to such lectures and demonstrations persons who are not members of the College on such occasions as shall be deemed expedient by the College;
- (5) to consider all questions affecting the interests of the College and to

promote or oppose any measure relating to paediatrics or the interests of the College as may be deemed expedient by the College;

- (6) if and when considered advisable to apply or petition for or promote an Ordinance to be passed for the purposes of the College or for the re-incorporation for the members thereof or for continuing or expanding the work thereof;
- (7) to acquire establish print issue and circulate such magazines periodicals circulars calendars or other literary or scientific works as may seem conducive to the promotion of these objects or in any way beneficial to the College;
- (8) to acquire by purchase donation or otherwise a library of scientific works and to maintain and from time to time extend and improve such a library;
- (9) to establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions connected with the ~~objects purpose~~ of the College or calculated to further its objects provided that the College shall not amalgamate with any association or institution unless it shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof.
- (10) to promote postgraduate training and to conduct examinations in Paediatrics for the public benefit;
- (11) to promote research in Paediatrics for the public benefit;
- (12) to disseminate information on matters affecting the College;
- (13) to advise on medical matters, to represent a medical view by representation of the College on appropriate medical and health bodies and to obtain and maintain recognition as the body responsible for Paediatrics (provided always that any benefit obtained by members of the College as a result of such recognition should be merely incidental to the achievement of the objects of the College);
- (14) to provide a focus for academic paediatrics throughout Hong Kong;
- (15) to liaise with other medical faculties or bodies about matters of mutual interest;
- (16) to promote international communication in the field of Paediatrics;
- (17) to achieve the objects ~~and powers~~, it is in order for the College:-

- (a) to accept any gift donation endowment or bequest made to the College generally or for the purpose of any specific object of interest to the College and to carry out any trusts attached to any such gift donation endowment or bequest;
- (b) to procure the College to be registered and recognized in any country or place outside Hong Kong as shall be deemed desirable or expedient by the College;
- (c) to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property wheresoever situate and any rights or privileges which the College may think reasonably necessary for the objects~~or convenient for the purposes~~ for which it is established and in particular any lands buildings plant and equipment;
- (d) to do all such other things as are incidental or conducive to the attainment of the above objects.

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 regulation of relations between workers and employers or organizations of workers and organizations 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.

Fourth:-

(1) The income and property of the College shall be applied solely towards the promotion of the objects as set out in the Memorandum and Articles of Association.

(2) Subject to (3) below, none of the income or property of the College may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the College.

(3) The requirement under (2) above does not prevent the payment by the College:

(a) of reasonable and proper remuneration to a member of the College for any goods or services supplied by him or her to the College;

(b) of reimbursement to a member of the College for out-of-pocket expenses properly incurred by him or her for the College;

(c) of interest on money lent by a member of the College to the College at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;

(d) of rent to a member of the College for premises let by him or her to the College; Provided that the amount of the rent and the other terms of the lease must be

reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and

(e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the College 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.

~~The income and property of the College whencesoever derived shall be applied solely towards the promotion of the objects of the College as set forth in this Memorandum of Association; 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 College.~~

~~Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the College, or to any member of the College, in return for any service actually rendered to the College, nor prevent the payment of interest on money lent by any member to the College 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; but so that 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 that no remuneration or other benefit in money or money's worth shall be given by the College to any member of such 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 let to the College provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council or Government 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 any such payment.~~

Fifth: - The liability of the members is limited.

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

Seventh: - If upon the winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the College; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be determined by a resolution of the members of the College at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

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**ARTICLES OF ASSOCIATION**  
**OF**  
**HONG KONG COLLEGE OF PAEDIATRICIANS**  
香 港 兒 科 醫 學 院

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**INTERPRETATION**

1. In these articles:

“Companies Ordinance” means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) including the related subsidiary legislation.

“predecessor Ordinance” means the predecessor Ordinance as defined in section 2(1) of the Companies Ordinance.

“member of the Council” means any person for the time being appointed as a member of the Council and the person so appointed shall be deemed to be a ‘director’ of the College for the purposes of the Ordinance.

2. For the purposes of registration, the number of members of the College is declared not to exceed 1,000.

3. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Cap. 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.

4. The College is established for the object expressed in the Memorandum of Association.

**MEMBERSHIP**

5. (a) The College shall consist of Fellows, Members and Associates.
- (b) The subscribers to the Memorandum and the Articles of Association shall ipso facto be Fellows of the College.
- (c) Fellows and Members of the Hong Kong College of Physicians elected or admitted before the incorporation of the College who had recognized training and experience in Paediatrics shall be Fellows and Members of the College respectively upon written application to the Council of the College.
- (d) No person shall be a Fellow or a Member unless he is a registered medical practitioner of Hong Kong and holds a higher medical qualification approved by the Council.
- (e) No person shall be an Associate unless he is a registered medical practitioner of Hong Kong who is interested in the pursuit of

continuing paediatric education.

- (f) A Member or an Associate shall have no right to vote at meetings of the College, nor may a Member or an Associate hold any office in the College nor be a member of the Council.
- (g) The rights and privileges of every Fellow, Member or Associate shall be personal to himself and shall not be transferred or transmitted.

### **GOVERNING BODY**

- 6. (a) The governing body of the College shall be a Council consisting of :-
  - (i) the four officers elected pursuant to Article 15(a).
  - (ii) eight other elected Council members, who shall be Fellows, and
  - (iii) such temporary Council members as may be appointed pursuant to Article 6.
  - (iv) the immediate past President of the Council who shall hold office for an ex-officio period of 3 years from the date he ceases to be President, who shall have no vote at the Council meeting.
- (b) The first four officers for the purposes of sub-clause (a) (i) shall be the four officers named in sub-clause 15(c).
- (c) The first other Council members for the purposes of sub-clause (a) (ii) shall be CHAN Chok-wan, CHAN Kwok-hing Alex, CHAU POON Shun-haan Alice, FUNG Hing-piu Robert, IP Lai-sheung, KO Yiu-shum Paul, OPPENHEIMER Stephen James, TAM Yat-cheung Alfred.

7. The Council shall at any time and from time to time have power for any purpose to co-opt not more than five additional Fellows to be temporary members of the Council and to fix the period for which they shall hold office which may be either for a fixed term or until the happening of some specified event. Upon the expiration of the period so fixed or the happening of the specified event unless the period shall have been extended by the Council or upon the passing of a resolution by the Council terminating their appointment such co-opted persons shall cease to be members.

8. A "casual vacancy" shall mean any vacancy in the membership of the Council caused otherwise than by the retirement of a member as hereinafter provided. The Council shall have power to fill casual vacancies but any Fellow appointed to fill a casual vacancy shall hold office for such time only as the member whose place he fills would have held office if such member had remained a member of the Council until his retirement and shall then be eligible for re-election.

9. The Council may appoint any Fellow of the College to be a substitute member of the Council during the temporary absence from Hong Kong of any member of the Council or with the consent of such member during the period of

his inability to attend meetings of the Council from any cause and the appointee while he holds office as a substitute member shall be entitled to notice of meeting of the Council and to attend and vote thereat accordingly. The substitute member shall ipso facto vacate office if and when the member whose substitute he is returns to Hong Kong or vacates office or informs the President of his ability to resume his attendance at Council meetings.

10. (a) At the First Annual General Meeting four of the Council Members named in sub-clause 5(c) shall retire voluntarily or by lot but shall be eligible for re-election.
- (b) At the Second Annual General Meeting the remaining four Council Members named in sub-clause 5(c) shall retire but shall be eligible for re-election.
- (c) At the Third Annual General Meeting the four officers named in sub-clause 15(c) shall retire but shall be eligible for re-election.
- (d) The following provisions shall apply at all subsequent elections to the Council:
  - (i) The Council Members elected at the Annual General Meetings shall hold office for three years and shall retire at the end of the Annual General Meeting at which their successors take office. They shall be eligible for re-election. If the College has dispensed with the holding of Annual General Meetings or is not required to hold Annual general Meetings, the members of the Council must retire from office before the end of 9 months after the end of the College's accounting reference period by reference to which the financial year in which the members of the Council were appointed is to be determined. Nevertheless, such retiring members of the Council shall then be eligible for re-election, but shall not be taken into account in determining the members of the Council who are to retire by rotation at such meeting.
  - (ii) Every candidate for membership of the Council shall be nominated in writing by at least two Fellows and shall signify in writing his acceptance of nomination.
  - (iii) Every nomination shall be left with or forwarded by post to the Honorary Secretary so as to reach him at least 21 days before the serving of the postal ballot for election on a date so specified.
  - (iv) If the number of nominations for the vacancies in the Council to be filled shall not exceed the number of such vacancies the persons so nominated shall be declared duly elected as the Annual General Meeting, but if the number of nominations exceeds the vacancies balloting lists shall be prepared containing in alphabetical order the names of the candidates nominated, and one such list shall be delivered together with a ballot paper by mail to every Fellow entitled to vote.
  - (v) Postal ballot shall be sent to a Fellow entitled to vote to the address in accordance with those registered with the College

submitted by the Fellows.

- (vi) No Fellow shall be entitled to vote unless all moneys payable by him to the College in his capacity as a Fellow have been paid. Every Fellow entitled to vote shall have the right to vote for as many candidates as there are vacancies to be filled and no more. No Fellow shall give more than one vote to any one candidate. No other class of member shall have the right to vote.
- (vii) Votes for the election of members shall be by postal ballot.
- (viii) 21 days shall be allowed for the return of postal ballots and in any case the closing date of acceptance of returned ballots shall be specified and all late return shall be void.
- (ix) Ballots returned by hand may be accepted provided that they conform to the format specified for the election.
- (x) No copy of a ballot paper in whatever form shall be valid.
- (xi) All ballots shall be counted by the Honorary Auditor who shall have absolute discretion to determine the validity of ballot papers.
- (xii) The candidates up to the number of vacancies who shall receive most votes shall be declared elected. In case of equivalence of votes the outcome shall be determined by voting in person at the Annual General Meeting and voting by proxy shall not be allowed.
- (xiii) The results of the election shall be announced at the Annual General Meeting.

11. 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;
- (b) if he be found lunatic or becomes of unsound mind;
- (c) if he ceases to be a member;
- (d) if he resigns his office by notice in writing to the College given in accordance with section 464(5) of the Companies Ordinance;
- (e) if he ceases to be entitled to practise as a legally qualified medical practitioner in the country in which he resides;
- (f) A member of the Council who is in any way, whether directly or indirectly materially interested in any transaction, arrangement or contract (being a contract of significance in relation to the operations of the College) with the College, shall declare the nature of his interest in manner required by section 162 of the predecessor Ordinance or section 536 of the Companies Ordinance.

- (g) 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 thereout, 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. A general notice given to the Council that a member of the Council is to be regarded as having an interest of the nature and to the extent as specified in the notice, in any contract or arrangement which may, after the date of the notice be entered into or made by the College, shall be deemed to be a disclosure that the member of the Council has an interest in any transaction of the nature and to the extent so specified.

### **POWERS OF COUNCIL**

12. The management and control of the business and affairs of the College shall be vested in the Council and the Council may exercise all such powers and do all such acts and things as the College is by its Memorandum of Association or otherwise authorized to exercise and do.

13. The Council shall provide means whereby the educational aims of the College may be put into effect. Such means shall include arranging meetings lectures and demonstrations for the benefit of the members of the College and others whom the Council may invite. The Council shall encourage and support by all means in its power the promotion of scientific research in medical subjects. The Council shall conduct examinations for the purpose of certification of postgraduate paediatric training.

14. It shall be the duty of the Council to further the objects of the College in such a way as to benefit so far as practicable medical practitioners whether members of the College or not and the public generally.

15. Without prejudice to the general powers conferred by Article 12 and the other powers conferred by these presents and for the purpose of furthering the objects of the College but not otherwise, the Council shall have the following powers:-

- (1) To purchase take on lease or otherwise acquire any land offices buildings or other property for the objects ~~business and purposes~~ of the College and generally on behalf of the College to enter into such contracts agreements and arrangements and make or take such purchases leases or other transactions for such consideration on such terms and in such manner and form as they may from time to time think fit and proper for the objects ~~business and purposes~~ of the College.
- (2) To appoint any person or persons whether incorporate or not to accept and hold in trust for the College any lands or rights in land from the Government or other concessions or any exclusive or other beneficial rights or privileges or any funds and generally any or such of the property rights and funds of any descriptions whatsoever of the College as the Council may deem desirable and they may cause all such deeds and things to be made and done as shall be lawful and requisite to vest the same in the persons so appointed.

- (3) To appoint remove and suspend employees and agents of the College as the Council may from time to time consider to be requisite and subject to Clause 4 of the Memorandum of Association of the College to fix their remuneration and determine their duties.
- (4) To establish such branches and agencies and to make such regulations for their management and to close and discontinue the same as they may from time to time think fit and determine.
- (5) To conduct or compromise or abandon any legal proceedings and to refer any disputes to arbitration and observe and perform the awards.
- (6) To invest such part of the funds of the College as shall not be required to satisfy or provide for immediate demands upon such securities or investments as they may think advisable and from time to time vary such securities and investments and convert the same as they may deem expedient.
- (7) To pay the costs charges and expenses preliminary and incidental to the formation establishment and regulation of the College.
- (8) To authorize such Fellows of the College or other persons as they shall think fit to sign on behalf of the College bills notes receipts acceptances endorsements releases contracts and documents and to authorize any two officers to sign cheques on behalf of the College.
- (9) From time to time to enact vary and repeal all such bye-laws and standing orders as they may deem necessary or expedient ~~or convenient~~ for the proper conduct and management of the College and in particular but not exclusively they may by such bye-laws or standing orders:
  - (a) Prescribe all forms which may be necessary or convenient.
  - (b) Regulate the maintenance and use of museums laboratories and libraries.
  - (c) Regulate the conduct and supervision of research and experiments.
  - (d) Regulate all matters in connection with the appointment and duties of all committee boards and other bodies appointed by the Council.
  - (e) Regulate voting by Fellows and all matters incidental thereto.
  - (f) Subject to Article 18 prescribe the procedure to be followed in connection with proceedings relating to the termination of the membership of any Fellows Members and Associates of the College.

(g) Deal generally with all such matters as may be lawfully and conveniently dealt with by bye-laws.

~~(10)~~—Set, levy, collect and amend administrative fees in respect of late payments of subscriptions and other sums of money payable to the College.

~~(10)~~(11) To adopt such means as they deem sufficient to bring to the notice of the Fellows, Members and Associates of the College the bye-laws and standing orders of the College for the time being in force and all such bye-laws shall be binding upon the Fellows Members and Associates of the College.

~~(11)~~(12) To enter into all negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the College as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the objects purposes of the College.

~~(12)~~(13) To prescribe terms and conditions for the admission of Fellows Members and Associates and all matters connected therewith.

PROVIDED ALWAYS THAT the decision of the Council upon any application or recommendations for admission as a Fellow or Member or Associate shall be final and conclusive and subject to no appeal and the Council shall not be bound to give any reason for its decision.

## OFFICERS

16. (a) The Fellows shall elect from amongst themselves the following officers, who shall thereupon become members of the Council:

- (i) President,
- (ii) Vice-President,
- (iii) Honorary Secretary, who shall perform the duties and functions of Secretary under the provisions of the Companies Ordinance, Cap. 32, and
- (iv) Honorary Treasurer.

(b) Subject to Article 10(d)(i), the respective officers shall hold office for three years and shall retire at the end of the Annual General Meeting at which their successors take office. All officers shall be eligible for re-election, but the President shall hold office for no more than two consecutive terms.

(c) The first President, Vice-President, Honorary Secretary and Honorary Treasurer shall be respectively Professor YEUNG Chap-yung, Dr. LEUNG Nai-kong, Dr. CHIU Man-chun, Dr. TSAO Yen-chow, who shall hold office until the Third Annual General Meeting, but shall then be eligible for re-election. The foregoing period of office of

Professor YEUNG Chap-yung as President shall count as a term of office for the purposes of sub-clause (b).

### **INDEMNITY AND RESPONSIBILITY**

17. Subject to Clause 4 of the Memorandum of Association and the applicable statutory requirements, every agent, auditor, secretary and other officer (other than a member of the Council) for the time being of the College shall be indemnified out of the assets of the College against any liability incurred by him in relation to the College in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the predecessor Ordinance or section 903 or 904 of the Companies Ordinance in which relief is granted to him by the court.

### **SUBSCRIPTION AND CALLS**

18. The Fellows in general meeting may impose admission fees for new Fellows Members and Associates and readmission fees for reinstatement of those Fellows Members and Associates who have ceased their respective membership according to Article ~~194~~8, and annual subscriptions and may levy calls of such respective amounts as it shall think fit and may determine by whom the same are payable and may alter such fees subscriptions or calls.

### **TERMINATION OF MEMBERSHIP**

19. A Fellow Member or Associate shall cease to be a Fellow Member or Associate in the following circumstances:

- (a) If by notice in writing to the College he resigns as a Fellow Member or Associate PROVIDED THAT such resignation shall not have effect until the expiration of six calendar months from delivery of such notice to the Council or the earlier acceptance by the Council of the resignation.
- (b) If by resolution of the Council passed by a majority of at least two-thirds of the whole number of Councillors or their substitutes it be 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 meeting of the Council at which such a resolution is passed the Fellow Member or Associate shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such Fellow Member or Associate may by notice in writing lodged with the Honorary Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the College in general meeting and in the event an extraordinary general meeting of the College shall be called



for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Fellow Member or Associate concerned shall be expelled and his name removed from Register.

- (c) If by two written notices of payment of outstanding annual subscriptions for two years sent to him by the Honorary Treasurer by prepaid certified post at his last known address he fails to make payment of the said outstanding annual subscriptions within 14 days after the posting of the second written notice, then the Fellow Member or Associate concerned shall be expelled and his name removed from the Register.
- (d) The membership of the College of a person, whose name is on the General Register kept under the Medical Registration Ordinance (Cap. 161) shall cease automatically upon the removal of his name from the General Register in consequence of a disciplinary inquiry by the Medical Council of Hong Kong under the Medical Registration Ordinance.

Any Fellow Member or Associate who shall cease to be a Fellow Member or Associate pursuant to the provisions of this Article shall forfeit all the rights and privileges which as a Fellow Member or Associate he does or may enjoy and shall have no right or claim upon the College or its property or funds.

### **REINSTATEMENT OF MEMBERSHIP**

19A. (a) A person, whose membership of the College has been terminated or has ceased under these Bylaws, may apply to the Council for reinstatement of membership.

19A. (b) The Council may, in its absolute discretion, reinstate a person as a member of the College in the category of membership that the person was before the termination or the cessation of membership.

19A. (c) The Council may impose such conditions as it may consider appropriate on the reinstatement of membership including, but not limited to, payment of moneys due to the College and the completion of continuing medical education.

### **ANNUAL MEETING**

20. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Companies Ordinance, the College must, in respect of each financial year of the College, hold a general meeting as its Annual General Meeting in accordance with section 610 of the Companies Ordinance. The Annual General Meeting shall be held at such time and place as the member of the Council shall in each year determine and the business of such Annual General Meeting shall be:

- (a) To receive the report of the Council.

- (b) To receive the Statement of Receipt and Expenditure.
- (c) To receive the report of the scrutineers as to the result of the voting for members of the Council and the declaration of the Chairman as to the result of such election.
- (d) To consider any resolution of which notice shall have been given in accordance with the provisions of Article 35 of these presents.
- (e) General business.
- (f) Any other business which may lawfully be brought forward.

21. The consideration of any resolutions of which notice shall have been given in accordance with Article 28 shall not be deemed special business at any general meeting.

### **EXTRAORDINARY MEETING**

22. The Council may whenever it thinks fit convene an extraordinary meeting and it shall on a requisition in writing of the Fellows of the College representing not less than one-tenth of the total voting rights of all the Fellows of the College convene an extraordinary meeting and in the case of such requisition the following provisions shall have effect:

- (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Honorary Secretary consist of several documents in like form each signed by one or more of the requisitionists.
- (b) If the Council does not within twenty-one days from the date of the deposit proceed duly to convene a meeting the requisitionists or any of them representing more than one-half of the voting rights of all of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.
- (c) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Council shall be deemed not to have duly convened the meeting if it does not give such notice as is required by section 571 of the Companies Ordinance.
- (d) Any meeting convened under this Clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Council.

### **CONDUCT OF GENERAL MEETINGS**

23. The members of the Council may, if they think fit, call a general meeting. If the members of the Council are required to call a general meeting under section 566 of the Companies Ordinance, they must call it in accordance with section 567 of the Companies Ordinance. If the members of the Council do not call a general

meeting in accordance with section 567 of the Companies 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 Companies Ordinance.

24. Fifteen Fellows of the College personally present and having voting rights shall be a quorum for a general meeting and no business shall be transacted at any general meeting unless the quorum requisite shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Every Fellow shall have one vote.

25. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman shall have a casting vote in addition to the vote to which he may be entitled as a Fellow of the College.

26. At any general meeting unless the meeting shall decide that the votes of Fellows of the College shall be taken a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book 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.

27. The chairman of a general meeting may with the consent of the meeting adjourn the same 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.

### **PROXY**

28. The instrument appointing a proxy shall be in writing under the hand of the appointor and unless otherwise instructed the proxy may vote as he thinks fit. A proxy need not be a Fellow of the College.

### **NOTICE OF PROPOSED RESOLUTION**

29. Unless a shorter notice shall be allowed by the Council thirty days' written notice of the intention to propose any resolution at a general meeting of the College shall be given to the Honorary Secretary who shall send notice of the same to every Fellow to his address appearing in the Register at least twenty-one days before the Annual Meeting or the special meeting convened for the purpose.

30. The Council may determine that a shorter notice not being less than fourteen days may be given of intention to propose any such resolution, other than a Special Resolution, in which case the minimum period of notice shall be 21 days.

### **FUNDS**

31. The Honorary Treasurer or Acting Honorary Treasurer shall receive all funds of the College and disburse the same. Unless and until the Council shall otherwise determine cheques shall be signed by the Honorary Treasurer and one other

office bearer.

### **SEAL**

32. The Council shall provide a Common Seal for the College which shall always be kept in the safe custody by the Honorary Secretary and shall never be used except by the authority of the Council previously given and then only in the presence of and accompanied by the signatures of at least two members of the Council and countersigned by the Honorary Secretary or some other person appointed by the Council for that purpose.

### **ACCOUNTS**

33. The Council shall cause proper accounts to be kept with respect to:

- (a) All sums of money received and expended by the College and the matter in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the College.
- (c) The assets and liabilities of the College.

34. 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 such income and expenditure accounts, balance sheets and reports as are required by the statutes.

### **AUDIT**

35. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

36. The books of account shall be kept at the registered office of the College, or, subject to the applicable statutory requirements, at such other place or places as the members of the Council think fit, and shall always be open to the inspection of the members of the Council.

37. Every account of the Council when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive PROVIDED THAT nothing in this Article shall give a conclusive effect to any matters or things arising out of or involving a breach of Clause 4 of the Memorandum of Association of the College.

### **NOTICES**

38. Any notice required by law or by or under these Articles to be given to any Fellow Member and Associate shall be 30 days' notice and shall be given by sending it through the post in a prepaid envelope or wrapper addressed to such Fellow Member and Associate at his registered address. The non-receipt of such notice shall not invalidate the proceedings at any such general meeting nor render void any vote property taken thereat.

39. Every Fellow Member and Associate whose registered address is not in Hong Kong may from time to time notify in writing to the College an address in Hong Kong which shall be deemed his registered address within the meaning of the last preceding Article.

40. As regards those Fellows Members and Associate who have no registered address a notice posted up in the registered Office of the College shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.

41. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in providing such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed stamped and put in the post office and a certificate in writing signed by any secretary or other officer of the College that the envelope or wrapper containing the notice was so addressed and posted shall be evidence thereof.

42. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall (unless it is otherwise provided) be counted in such number of days or other period.

#### **WINDING UP**

43. 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.

#### **RESTRICTION ON FORMATION OF SUBSIDIARY**

44. 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.

#### **NO ALTERATION CLAUSE**

45. No addition, alteration or amendment shall be made to or in the regulation contained in the Memorandum and 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 Companies Ordinance.

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**HONG KONG COLLEGE OF PAEDIATRICIANS**

**香 港 兒 科 醫 學 院**

**BYE-LAWS**

## HONG KONG COLLEGE OF PAEDIATRICIANS

### THE BYE-LAWS

( 香 港 兒 科 醫 學 院 )

1. The Hong Kong College of Paediatricians shall as far as may be, be governed by Bye-Laws to be enacted, altered and repealed as hereinafter mentioned.
2. Every Bye-Law of the College shall be approved by a majority of the members of the College present in General Meetings duly convened, due notice having been given of any Bye-Law to be proposed for enactment, alteration, or repeal at such Meetings.
3. No Bye-Law shall be inconsistent with the Memorandum and Articles of Association of the College.
4. No motion by any member for the alteration or repeal of any existing Bye-Law, or for the enactment of any new Bye-Law, shall be entertained at any General Meeting, unless either –
  - (a) notice in writing of such motion shall have been given at some previous General Meeting by the member intending to move the same; or
  - (b) notice in writing containing the terms of the intended enactment, alteration or repeal shall have been given to the Council by the member intending to move the same twenty-one days at least before the day on which the next General Meeting shall be held, and the Council shall consent to such notice being included in the notice of the next General Meeting.
5. As often as any Bye-Law shall be either enacted, altered, or repealed, such enactment, alteration, or repeal shall be entered by the Honorary Secretary, together with the day of the month and the year on which the same shall have been effected, in a copy of the Bye-Laws to be kept for that purpose, and certified by the signature of the President for the time being.
6. (i) The Council shall have the power to form Committees, one of the office-bearers shall be an ex-officio member of all Standing Committees.

- (ii) The College shall have the following Standing Committees, which shall each comprise a Chairman and at least three other members, who shall all hold office for a period of two years and shall be eligible for re-appointment. Members of the Review Committee cannot at the same time be members of other committees of the College : -
- (a) Accreditation Committee – Its functions shall be that of assessing the suitability of the various units for training purposes and of assessing individual training programme.
  - (b) Examination Committee – Its functions shall be that of organizing higher professional examinations in Paediatrics and its subspecialities.
  - (c) Review Committee – Its functions shall be that of reviewing matters arising from examinations, accreditation of training and education, and any other matters as directed by the Council, and advising the Council on actions to be taken.
  - (d) Professional & General Affairs Committee – Its functions shall be that of giving advice and making recommendations to the Council on matters related to the general health and medical care of children.
  - (e) Education Committee – Its function shall be that of organizing and conducting scientific meetings and postgraduate training courses; promoting and supporting research and disseminating and publishing educational materials to the medical profession.
  - (f) Membership Committee – Its functions shall be to scrutinize, examine and consider the qualification and experience of candidates for admission to the College and to advise the Council accordingly.
  - (g) House Committee – Its functions shall be to oversee the management of the College Chamber and secretariat, to procure benefits for members, to promote the use of information technology in the College and to maintain the College website.
- (iii) The Standing Committees shall have power to form Subcommittees.
- (iv) The Honorary Secretary shall have the right to be present at, and entitled to receive Agenda and Minutes of, all Meetings of all Committees of the College.
- (v) The Honorary Treasurer shall have the right to be present at, and entitled to receive Agenda and Minutes of, all Meetings of all Committees of the College at which major expenditure or outlay of moneys is to be considered.

7. Conduct of examinations of the College: -
- (a) All examinations shall have at least one internal and at least one external examiner(s) appointed by the Council on the recommendation of the Examination Committee.
  - (b) Internal Examiners shall be Fellows of the College.
8. Subscription Fees:-
- i) Fellows of the Hong Kong Academy of Medicine who are at present Members of the College must apply to become Fellows of the College and pay the Fellowship admission fee and the annual subscription accordingly.
  - ii) Only paid up members of the College shall enjoy the privileges of that category of membership.
  - iii) Subscription must be paid within the first six months of the calendar year. A notice and two reminders will be duly sent during this period. If the subscription is still unpaid after the six months' period, all mailing will be suspended. ~~Any outstanding subscription after one year will incur a surcharge of 50% for every year or part thereof.~~
  - iv) Fellows, Members and Associates over the age of 65 will be exempted from paying the annual subscription fee. This will take effect as from 1999.
9. In accordance to Article 7 (1) (a) of the Hong Kong Academy of Medicine Regulations, the Hong Kong College of Paediatricians is required by the Academy to develop, maintain and implement programmes of training and continuing medical education relating to its specialty or specialties in a manner determined by Council. The Council has the right to charge appropriate administrative fees for the programmes which could be varied with time.
10. Subspecialty Affairs - The College shall supervise paediatric subspecialty development through the accreditation, training and examination of each paediatric subspecialty in accordance to the Guidelines for Recognition of Academy College of the Hong Kong Academy of Medicine.
- i) The Director of Subspecialty Boards shall be appointed by the Council to supervise all Subspecialty Boards and to carry out relevant duties as directed by the Council. He/She will be an ex-officio member of the Council and the interim Working Group on Accreditation of Pediatric Subspecialties.
  - ii) A Committee for Subspecialty Boards shall be formed to assist the Director of Subspecialty Boards in his/her duties. The membership of the Committee will comprise the chairpersons of Accreditation, Education, and Examination Committees, the chairperson of each established Subspecialty Board, one representative each from the Hospital Authority, Department of Health, the two

Universities, Fellows in private practice, as well as one senior Fellow and one junior Fellow appointed by the Council.

- iii) A Subspecialty Board shall be formed for each accredited subspecialty in accordance to the Guidelines on the Criteria for the Accreditation of a Paediatric Subspecialty Training Programme of the College.
- iv) The term of office of the Director, Committee for Subspecialty Boards, and Subspecialty Board members shall normally be three years or as directed by the Council. Members of the Committee shall be eligible for re-appointment, but the Director of Subspecialty Boards shall hold office for no more than a cumulative total of two terms.

**HONG KONG COLLEGE OF PAEDIATRICIANS**

香 港 兒 科 醫 學 院

**TERMS AND CONDITIONS FOR THE ADMISSION OF FELLOWS**

**AND MEMBERS**

# HONG KONG COLLEGE OF PAEDIATRICIANS

## 香 港 兒 科 醫 學 院

### TERMS AND CONDITIONS FOR THE ADMISSION OF FELLOWS MEMBERS AND ASSOCIATES

Following upon the General Meeting of the College held on 10<sup>th</sup> October, 1992 the Council has under Article 14(12) of the Articles of Association prescribed the following terms and conditions (as agreed at the meeting) for the admission of Fellows and Members:

The Membership of the college shall consist of the following:-

- (a) Fellows – No person shall be a Fellow unless he is a subscriber to the Memorandum and Articles of Association of the College or a Fellow of the Hong Kong College of Physicians elected before the incorporation of the College, who had recognized training and experience in paediatrics, or is a medical practitioner registered in Hong Kong within the meaning of Section 2 of the Medical Registration Ordinance (Chapter 161) and a Member of the College, with at least 3 years of post-registration paediatric training in an accredited institution, holding such higher professional qualifications as may be recognized by the Council and with at least 3 more years of experience in an accredited paediatric institution recognized by the Council and having passed the exit examination/assessment conducted by our College and accredited by the Academy.
- (b) Members – No person shall be a Member unless he is a registered medical practitioner registered in Hong Kong within the meaning of Section 2 of the Medical Registration Ordinance (Chapter 161) with at least 3 years of post-registration paediatric training in an accredited institution and holding such higher qualifications as may be recognized by the Council, or a Member of the Hong Kong College of Physicians admitted before the incorporation of the College, who had recognized training in paediatrics.
- (c) Honorary Fellows – Honorary Fellowship of the College may be bestowed on persons of eminence who do not necessarily hold a medical qualification, but have rendered exceptional services to the Science or Practice of Paediatrics. An Honorary Fellow who is a fully paid-up Fellow of the College will continue to enjoy all the privileges and rights of a Fellow including the right to vote.
- (d) Associates – The College may admit as an associate any medical practitioner registered in Hong Kong within the meaning of Section 2 of the Medical Registration Ordinance (Chapter 161) who is interested in the pursuit of continuing paediatric education. The continued membership of an associate shall be subject to his attendance of the number of hours of training prescribed by the Education Committee and shall be reviewed periodically by the Council.
- (e) Overseas Fellows – Fellows may apply for overseas fellowship if they are away from Hong Kong for at least 2 years, and upon return to Hong Kong for 3 months or more, they will have to be reverted back to local membership. They will have to fulfill CME requirements. Annual subscription will be 50% of the local membership. They will enjoy all the privileges as Fellows except not receiving local correspondences, and they will have the right to vote.