

THE HONG KONG SOCIETY OF INTERVENTIONAL RADIOLOGY LIMITED

香港介入放射科醫學會有限公司

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THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

THE HONG KONG SOCIETY OF INTERVENTIONAL RADIOLOGY LIMITED

香港介入放射科醫學會有限公司

- 1 The name of the Company is “THE HONG KONG SOCIETY OF INTERVENTIONAL RADIOLOGY LIMITED 香港介入放射科醫學會有限公司” (hereinafter called “the Society”)
- 2 The registered office of the Society will be situated in Hong Kong.
- 3 The objects for which the Society is established are:-
 - 3.1 To engage and support education, research, study and survey in respect of issues relating to interventional radiology.
 - 3.2 To engage and support research, study and survey on ways of enhancing the quality of medical and health care service, on programmes and such other means to elevate the levels of competence and skills in interventional radiology and other issues related thereto.
 - 3.3 In furtherance of the other objects as stated in this Clause 3 but not otherwise, to engage and support research, study and survey on the relations, the professional outlook and co-operation between medical professionals who are interested and working in the field of interventional radiology.
 - 3.4 In furtherance of the other objects as stated in this Clause 3 but not otherwise, to promote and establish close contacts among medical professionals who are interested and working in the field of interventional radiology.

- 3.5 To promote honorable interventional radiology practice, and to establish an ethical and healthy environment for the practice of interventional radiology in the interest of the general public of Hong Kong.
 - 3.6 To assist and promote research undertaken by other persons or organisations on the future development of interventional radiology in Hong Kong.
 - 3.7 To adopt all such means as may seem expedient for the publication, distribution and dissemination of the results of the researches, studies and surveys made or sponsored by the Society with a view to proposing recommendations to the governmental policy makers or such other organisations as may be considered desirable or beneficial for the general public.
 - 3.8 To promote and spread knowledge of interventional radiology related issues among the public.
 - 3.9 To undertake charitable work of all kinds and descriptions for the benefit of the public at large in the area of interventional radiology related issues.
 - 3.10 To support charitable works related to the field of interventional radiology, including, but not limited to, non-profit making medical and health care, development and advancement, and non-profit making educational projects and charitable humanitarian projects.
 - 3.11 To establish, undertake, superintend, administer, and contribute to any charitable fund from whence shall be made donations or advances for the purposes of the Society to deserving persons who engaged in areas related to interventional radiology.
 - 3.12 To develop and maintain contacts and co-operation with organisations, bodies and individuals sharing common aims and objectives with the Society.
4. In furtherance of the aforesaid objects but not otherwise, the Society shall have power:-
- 4.1 To borrow and raise money in such manner as the Society may think fit and upon such terms and on such securities as may be determined.
 - 4.2 To invest any moneys of the Society not immediately required for any of its objects in such manner as may from time to time be determined.
 - 4.3 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments.
 - 4.4 To print and publish newspapers, periodicals, books or leaflets and to establish, operate and/or publish in any website, homepage or through any other electronic means as shall be desirable for attaining the objects of the Society.

- 4.5 To adopt such means of making known the Society and its objects as may seem expedient, and in particular by working through internet and mass media such as television and radio and newspaper, etc.
- 4.6 To organise, support and hold all kinds of meetings, workshops, seminars and conferences for the discussion and promotion of the science and practice of interventional radiology.
- 4.7 To collect, prepare and distribute information and statistics relating to the studies in interventional radiology related issues, and to promote or propose such views or measures as may be considered desirable or beneficial for all or any of the Society's objects.
- 4.8 To act as a body to advise on all matters relating to the science and practice of interventional radiology.
- 4.9 To grant bursaries, scholarships, grants, subsidies, allowances, loans (whether interest bearing or interest free) and other forms of financial assistance, including, but not limited to, giving of guarantee for payment of monies for persons assisted by the Society.
- 4.10 To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required for the objects of the Society.
- 4.11 To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal estate or property which may be deemed necessary or convenient for any of the objects of the Society and to sell, exchange, manage, lease, mortgage, charge, dispose of or otherwise deal with the same.
- 4.12 To construct, maintain and alter any house buildings or works necessary or convenient for the objects of the Society.
- 4.13 To insure with any other company against losses, damages, risks and liabilities of all kinds that may affect the Society.
- 4.14 To apply for, register, purchase or otherwise acquire and protect, prolong and renew any licenses, designs, copyrights, protections and concessions and any other form of intellectual property.
- 4.15 To employ all such officers and staff on such terms as may be considered necessary for the objects of the Society and to pay to them for their services rendered to the Society.

- 4.16 To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions and donations to the Society and to accept subscriptions donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) and devises and bequests for all or any of the objects aforesaid and to sell and dispose of, to lease and accept surrenders of leases of, and manage all real estate so received and not required to be or capable of being occupied for the objects of the Society and generally to manage all monies belonging to the Society.
- 4.17 To set up, establish, undertake, execute and manage any trusts or any agency business or to act as trustee for any trust fund and to take or hold any property subject to any trust which may seem directly or indirectly conducive to any of the objects of the Society.
- 4.18 To accept donations and endowments for all or any of the aforesaid objects.
- 4.19 To establish, aid or support any medically related charitable trust or settlement and to make such donations in cash or assets and to lend money to any such trust or settlement, in such manner and on such terms as the Council may think fit.
- 4.20 To support, subscribe and make charitable or other donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) to charitable organisations and objects or public bodies and to health care or medical institutes or bodies in Hong Kong and elsewhere in the world as may be deemed appropriate by the Council of the Society.
- 4.21 To establish and support, and to aid in the establishment and support of, any other organisations formed to promote all or any of the objects of the Society.
- 4.22 To grant pensions, allowances and gratuities to and to provide provident funds and other retirement benefits for the Society's employees, ex-employees and any person who have served the Society and their dependants.
- 4.23 To act solely or jointly with any other person, company, corporation or body as the circumstances may require.
- 4.24 To amalgamate with any companies institutions societies or associations having exclusively charitable objects similar to those of the Society and which shall prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed upon the Society by virtue of Clauses 5.1 to 5.6 hereof or to transfer all or any part of the property assets liabilities and engagements of the Society to any one or more of the companies institutions societies or associations with which the Society is authorised to amalgamate.

- 4.25 To carry out all or any of the objects of the Society and to do all or any of the above things either as principals, agent, trustee, contractor or otherwise, and either alone or in conjunction with other, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise.
- 4.26 To do any and all lawful things deemed necessary, suitable, convenient or appropriate in connection with or incidental to the accomplishment of the above objects and exercise of powers of the Society or any of them.

Provided that:-

- (i) No officer, member of the Council, trustee or employee of the Society or any other person (whether or not being a member of the Council of the Society) having any part in the conduct or management of the affairs or property of the Society shall be liable for breach of duty towards the Society by reason of any act or omission on the part of such officer, member of the Council, trustee, employee or other person unless it is proved that such act or omission was done, omitted or concurred in by him in bad faith and Provided further that (subject and without prejudice as aforesaid) incorporation of the Society shall not diminish or impair any contract or authority exercisable by the High Court of Hong Kong over such officers, members of the Council, trustees, or employees, but (subject and without prejudice as aforesaid) they shall as regards any such property be subject jointly and separately to such control and authority as if the Society were not incorporated.
- (ii) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (iii) The objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iv) There shall be excluded all the powers set forth in the Seventh Schedule of the Companies Ordinance which would otherwise be included among the powers of the Society by virtue of Section 5(5) of the Companies Ordinance.
- 5.1 The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Society.
- 5.2 Subject to sub-clauses 5.4 and 5.5 below, no portion of the income and property of the Society shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the Society.

- 5.3 No member of the Council or the governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause 5.5 below) shall be given by the Society to any member of the Council or the governing body.
- 5.4 Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society not being a member of the Council or the governing body of the Society in return for any services actually rendered to the Society.
- 5.5 Nothing herein shall prevent the payment, in good faith, by the Society:-
- (i) to any member of its Council or governing body of out-of-pocket expenses;
 - (ii) of interest on money lent by any Member of the Society or its Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong and Shanghai Banking Corporation for Hong Kong dollars loan;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council or governing body;
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Society or a member of its Council or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- 5.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses 5.4 and 5.5 above.
- 6 The liability of the Members is limited.
- 7 Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same 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 Society contracted before the time at which 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 the sum of HK\$50.00.
- 8 If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to other institution or institutions which have charitable objects similar to objects of the Society and which prohibit the distribution of its or their income and property by way of

dividend or otherwise amongst its or their members to an extent at least as great as is imposed upon the Society by virtue of the Clauses 5.1 to 5.6 thereof, such institution or institutions to be determined by the Members of the Society at or before the time of the dissolution or in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

Names, Addresses and Descriptions of Subscribers

(Sd.) KWOK CHONG HEI, PHILIP
(郭昶熹)
Consultant
Department of Radiology and Imaging,
Queen Elizabeth Hospital,
30 Gascoigne Road,
Kowloon, Hong Kong

(Sd.) LI HOI CHING JIMMY
(李開正)
Senior Medical Officer
Department of Radiology,
Queen Mary Hospital,
102 Pokfulam Road,
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(Sd.) LAW TAK CHOY
(羅德才)
Senior Medical Officer
Department of Radiology,
Kwong Wah Hospital,
25 Waterloo Road,
Kowloon, Hong Kong

(Sd.) YU CHUN HO
(余俊豪)
Consultant
Department of Diagnostic Radiology and
Organ Imaging,
Prince of Wales Hospital,
30-32 Ngan Shing Street, Shatin,
New Territories, Hong Kong

Dated the 5th day of December, 2000.

WITNESS to the above signatures:-

(Sd.)
Cheng Mo Chi, Moses
Solicitor, Hong Kong SAR
P.C. Woo & Co.
1225 Prince's Building,
Central, Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

THE HONG KONG SOCIETY OF INTERVENTIONAL RADIOLOGY LIMITED

香港介入放射科醫學會有限公司

Interpretation

- 1 In these Articles the following expressions have the following meanings:-
- 1.1 “Articles” means the Articles of Association for the time being;
 - 1.2 “Associate Members” means the Associate Members for the time being of the Society;
 - 1.3 “Companies Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and shall include all of its statutory amendments or substitutions for the time being in force;
 - 1.4 “Council” means the Council constituted in accordance with these Articles;
 - 1.5 “Council member” means a member for the time being of the Council;
 - 1.6 “Fiscal Year” means the fiscal and business year of the Society, which shall commence on the first day of April in each year and terminate on the thirty-first day of March next year;
 - 1.7 “Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;
 - 1.8 “Honorary Auditor” means the person or persons appointed to audit the

accounts of the Society;

- 1.9 “Honorary Legal Advisor” means Honorary Legal Advisor for the time being of the Society;
- 1.10 “Honorary Secretary” means the Honorary Secretary for the time being of the Society;
- 1.11 “Honorary Treasurer” means the Honorary Treasurer for the time being of the Society;
- 1.12 “Member” means a member of the Society and whose name is on the Register of Members for the time being;
- 1.13 “Memorandum of Association” means the memorandum of association of the Society for the time being;
- 1.14 “President” means the President for the time being of the Society;
- 1.15 “Seal” means the common seal of the Society;
- 1.16 “Society” means “The Hong Kong Society of Interventional Radiology Limited 香港介入放射科醫學會有限公司”; and
- 1.17 Unless the context otherwise requires, words importing the singular number only shall include the plural and vice versa and words importing a gender shall include every gender and words importing persons shall include firms and corporations.
- 2 These Articles shall be construed with reference to the Companies Ordinance and expressions used in these Articles, unless otherwise defined or stated, shall have the meanings respectively assigned to them by the Companies Ordinance.

Objects

- 3 The Society is established for the purposes set forth in the Memorandum of Association.

Membership

- 4 Any person being:-
- (i) a medical practitioner registered or deemed to be registered under the Medical Registration Ordinance (Cap.161); and
 - (ii) is engaged in the practice of interventional radiology; and
 - (iii) is a member or a fellow of the Hong Kong College of Radiologists

shall be eligible to be a Member.

- 5 The number of members for which the Society proposed to be registered is unlimited.
- 6 Application for membership shall be made to the Society in writing or through the Internet. Upon the acceptance and approval of the application by the Council and the payment of the subscription fee, the person shall become a Member or an Associate Member (as the case may be) of the Society.
- 7 The subscribers to the Memorandum of Association of the Society shall become Members on the incorporation of the Society without having to apply for such admission.
- 8 Members shall have the right to elect Council members and the right to vote at meetings that they are entitled to attend.
- 9 Members and Associate Members shall have the obligation to observe the provisions of the Articles, to abide by the decisions of the Council and to pay the subscription fee.
- 10 The rights and privileges of Members and Associate Members shall be personal to themselves and shall not be transferable by any personal act or by operation of law. Membership shall cease upon death of the Member or the Associate Member.
- 11 Any Member or Associate Member may withdraw from the Society by giving one month's notice in writing addressed to the Society at its registered office of an intention so to do and upon the expiration of the notice the person serving notice shall cease to be a Member or an Associate Member (as the case may be).

Membership Subscription

- 12 Each Member and Associate Member shall pay an annual subscription fee of such amount as from time to time prescribed by the Council.
- 13 The first annual subscription fee shall be payable on application for admission of membership. Annual subscription fee thereafter shall be paid in advance on the first day of April each year.
 - 13.1 If there is any person fails to pay the annual subscription fee to the Society within three (3) months after the beginning of that fiscal year, a warning letter will be issued to him in due course and he may be automatically reinstated as a Member or Associate Member (as the case may be) by paying the arrears of the annual subscription fee on or before the end of six (6) months after the beginning of that fiscal year.
 - 13.2 If there is any person fails to pay the annual subscription fee to the Society

within six (6) months after the beginning of that fiscal year, he may only be reinstated as a Member or Associate Member (as the case may be) by paying the arrears of the annual subscription fee together with the re-instatement fee, and subject to the prior approval of the Council.

- 13.3 Provided always that neither the rights of the Society to levy the re-instatement fee nor the rights of the Council to approve the re-instatement of such person shall be prejudiced by reason of any accidental failure to issue the aforesaid warning letter.
- 13.4 The amount of the aforesaid re-instatement fee shall be prescribed from time to time by the Council.
- 14 Any Member or Associate Member who shall fail in the observance of any regulation of the Society or who shall in the judgement of the Council have been guilty of any act or practice or conduct calculated to bring discredit or disrepute on the Society, or to lower its status may be expelled from the Society by a resolution of the Council at a special meeting called for that purpose. Such Member or Associate Member shall have thirty days' notice to attend the aforementioned special meeting. Any Member or Associate Member so excluded shall then cease to be a Member or an Associate Member (as the case may be) subject to the following Articles.
- 15 Any Member or Associate Member expelled from the Society by the vote of the Council as is provided in the last preceding Article may within seven days after having received notice of expulsion appeal from the decision of the Council to an extraordinary general meeting of the Society which shall then be convened by the Council. A majority of not less than two-thirds of the Members present at such last-mentioned meeting shall have power to annul the expulsion, subject to the performance of any conditions which the meeting shall think fit to impose.
- 16 Any Member or Associate Member shall ipso facto cease to be a Member or an Associate Member (as the case may be) of the Society:-
- 16.1 if he is proved to be of unsound mind by at least two qualified medical practitioners;
- 16.2 if he shall neglect or refuse to comply with any Article of Association or any Bye-law of the Society after written notice sent to him by registered post by the Honorary Secretary on the instructions of the Council directing his attention to such neglect or refusal and he shall fail to take any remedial action within a reasonable time; or
- 16.3 if he fails to pay the annual subscription fee to the Society which is required for membership on or before the thirty-first (31st) of December of that year.
- 17 Any person whose name has been removed from the Register of Members under

Articles 14 to 16 shall not be entitled to a refund of the subscription fee paid.

Associate Members

- 18 Any person who is
- (i) a medical doctor registered in Hong Kong or his place of practice who is engaged in the practice of interventional radiology and is not a member or fellow of the Hong Kong College of Radiologists; or
 - (ii) a nurse in Hong Kong who is engaged in the practice of interventional radiology; or
 - (iii) a radiographer in Hong Kong who is engaged in the practice of interventional radiology

may upon approval of the Council become an Associate Member of the Society. The Associate Members shall not have any management power or voting rights at meetings of the Council and at meetings of the Members in his capacity as the Associate Members.

General Meetings

- 19 The first annual general meeting of the Society shall be held within the year two thousand and the subsequent annual general meetings to be held in each year shall be held not more than fifteen months after the holding of the last preceding annual general meeting, and at such time and place as may be prescribed by the Council.
- 20 The abovementioned general meetings shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings.
- 21 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and other general meeting of the Society shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, the day on which it is served or deemed to be served and the day of the meeting, and shall specify the place, the date and the hour of the meeting. In case of special business, the general nature of the business shall be specified in the notice and such notice shall be given in such manner as may be prescribed by the Association in general meeting to such persons, as are under these Articles, entitled to receive such notice from the Society:

Provided that a meeting of the Society shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing

not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

- 22 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate any resolution passed, or proceeding had, at any meeting.
- 23 The business to be transacted at an annual general meeting shall be:-
 - 23.1 the consideration and adoption of the annual reports of the Honorary Secretary and the Honorary Auditor;
 - 23.2 the consideration and adoption of the Honorary Treasurer's annual statement of accounts;
 - 23.3 the election of Council members and Officers in the place of those retiring; and
 - 23.4 the appointment of the Honorary Auditor.
- 24 No business shall be transacted at any general meeting unless a quorum of Members is present at the commencement of the meeting. Ten (10) Members present in person or by proxy shall form a quorum.
- 25 If within fifteen (15) minutes from the time appointed for the meeting a quorum of Members is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place or to such other day, time and place as the President shall by notice to the Members appoint, and if at such adjourned meeting a quorum of Members is not present, the Members present shall be a quorum and may transact the business for which the meeting was called.
- 26 The President (and in his absence, the Honorary Secretary) shall preside as President at every general meeting of the Society. If the President and the Honorary Secretary shall not be present within 15 minutes after the time appointed for the holding of the meeting or are unwilling to act or are absent from Hong Kong or they have given notice to the Society of their intention not to attend the meeting, the Council members present shall elect one of their member to be President of the meeting.
- 27 If at any meeting no Council member is willing to act as President or if no Council member is present within 15 minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their members to be the President of the meeting.
- 28 The President of the meeting may, with the consent of 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.

- 29 At any general meeting a resolution put to vote of the meeting shall be decided by a show of hands, unless before the declaration of the result of the show of hands a poll is demanded by at least three (3) Members. Unless a poll is so demanded a declaration by the President of the meeting that the resolution has, on a show of hands, been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book of minutes of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 30 If a poll is validly demanded, it shall be taken in such manner as the President presiding at the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 31 If a matter relating to or affecting the Society has been raised at or considered at a general meeting and no resolution has been passed by reason of an equality of votes for and against, the President of the meeting shall have a second or casting vote.

Votes of Members

- 32 Each Member shall have one vote only, whether on a show of hands or on a poll.
- 33 On a poll, votes may be given either personally or by proxy.
- 34 The instrument appointing a proxy shall be in writing under the hand of appointer or of an attorney duly authorised in writing. A proxy need not be a Member of the Society. And in the case of an equality of votes, the President of the meeting shall have a second or casting vote.

Council and Officers

- 35 The management and control of the property and affairs of the Society shall be vested in the Council consisting of nine (9) Council members, namely:
- (i) the President;
 - (ii) the Honorary Secretary;
 - (iii) the Honorary Treasurer;
 - (iv) two ex-officers, that is, the President and the Honorary Secretary from the previous term; and
 - (v) four other Council members.

The President, the Honorary Secretary and the Honorary Treasurer shall collectively be referred to as the "Officers" and individually as the "Officer".

- 36 The first Council members and Officers shall be appointed by the subscribers to the Memorandum and Articles of Association of the Society for a term of two years.
- 37 Subject to Article 36, the Officers and the Council members above mentioned shall be

nominated and elected by majority votes of the Members present (either personally or by proxy) at annual general meeting. Nomination for the Officers and Council members shall be proposed by a member and seconded by another member at the annual general meeting.

- 38 Any vacancy occurring on the Council during the two years' term shall be filled by a Member elected by a majority vote of the Council.
- 39 Subject to Article 36, the term of each of the above Officers and Council members shall commence immediately after the conclusion of the annual general meeting in which he/she was elected or re-elected (as the case may be) and for a term of two years. Provided that the term of office of an Officer shall end immediately when he/she ceases to be a Council member.
- 40 A retiring Council member shall be eligible for re-election and nomination but a retiring Officer shall not be eligible for re-election for the same office for more than two terms in succession.
- 41 The office of a Council member shall be vacated if he becomes bankrupt or of unsound mind or if he resigns his office by notice in writing to the Society.
- 42 The Council members must be Members of the Society.

President

- 43 The President shall preside over all the meetings of the Society and shall have general supervision, direction and active management of the business and affairs of the Society. He/she shall see that all orders or resolutions of the Council are carried into effect.

Honorary Secretary

- 44 The Honorary Secretary shall be responsible for:
- 44.1 issuing correspondence and circulars to Members;
 - 44.2 keeping the records of the Society under the supervision of the President and the Council, including a permanent record of minutes of all meetings of the Society, which minutes shall be signed by the President of the meetings and placed in a minute book kept for that purpose;
 - 44.3 keeping the Register of Members setting forth the names and addresses of the Members;
 - 44.4 preparing the Annual Report to be submitted to the annual general meeting for approval;

- 44.5 acting as the President in his/her absence; and
 - 44.6 preparing and organizing scientific meetings, educational programmes and research in the field of interventional radiology.
- 45 A provision of the Companies Ordinance or these articles requiring or authorising a thing to be done by or to an Council member and the Honorary Secretary shall not be satisfied by its being done by or to the same person acting both as Council member and as, or in place of, the Honorary Secretary.

Honorary Treasurer

- 46 The Honorary Treasurer shall:
- 46.1 have the custody of all the funds and securities of the Society on its behalf;
 - 46.2 take such steps as may be necessary to collect monies due to the Society;
 - 46.3 when necessary and proper, endorse on behalf of the Society all cheques, notes, drafts and other obligations payable to the Society or coming into his/her possession, and shall immediately deposit the same and the funds arising therefrom, together with all other funds of the Society coming into his/her possession to the credit of the Society in such trust companies or banks as may be selected by the President as the depositories of the Society, or otherwise properly care for them in such manner as the Council may direct;
 - 46.4 whenever required by the President or the Council so to do, exhibit a complete and true statement of his/her cash account and of the securities and other property in his/her possession, custody and control belonging to the Society;
 - 46.5 prepare annual statement of accounts to be submitted to the annual general meeting for approval; and
 - 46.6 be responsible for the Society's general financial matters, receipts and payments of money or money's worth.

Honorary Legal Advisor

- 47 The Council may appoint such person(s) to be the Honorary Legal Advisor who shall be responsible for giving professional legal advice to the Society in relation to its general affairs.

Proceedings of the Council

- 48 The Council shall meet for the despatch of the business of the Society on such day and at such hour and such place as the Council thinks proper.
- 49 The Council shall hold at least one (1) meeting in every four months.
- 50 Meetings of the Council may be called by the President or any two Council members, by giving at least three (3) days written notice to each Council member, either by mail, facsimile or electronic mail; if, however, all of the Council members shall have signed a formal written waiver of notice of such a meeting the same shall be held without notice.
- 51 The Honorary Secretary shall on the request of the President or not less than two Council members convene a meeting of the Council.
- 52 The President shall preside at every meeting of the Council but if at any meeting the President is not present within 15 minutes after the time appointed for holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Council of his intention not to attend the meeting, the Honorary Secretary shall be the President of the meeting. If neither the President nor the Honorary Secretary is present or willing to act, the Council members present shall elect among themselves a person to be the President of the meeting.
- 53 The quorum necessary for the transaction of the business of the Council shall be three (3) Council Members personally present.
- 54 Questions arising at any meetings of the Council shall be determined by a majority of votes of those present and voting and in the case of an equality of votes the President of the meeting shall have a second or casting vote.
- 55 A resolution in writing signed by all the Council members and annexed or attached to the Minutes Book of the Society shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Council members. A cable or telex message or facsimile transmission sent by a Council member shall be deemed to be a document signed by him for the purposes of this Article.
- 56 The Council may exercise all such powers of the Society as are not prohibited by the Companies Ordinance or by any statutory modification or re-enactment thereof for the time being in force or by these Articles required to be exercised by the Society in general meeting: but no resolution made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution had not been made.
- 57 In addition to all powers expressly conferred upon them by the preceding Article, and without detracting from the generality thereof, the Council shall have the following powers, namely:-

- 57.1 To delegate, subject to such conditions as it thinks fit, any of its powers to the President or other Officers or staff of the Society or committees consisting of such Council members or together with other persons as the Council shall think fit, and to make such regulations as to the proceedings of such committees as may seem expedient;
- 57.2 To expend the funds of the Society in such manner as it shall consider most beneficial for the objects of the Society, and to direct the sale or transposition of any gift of property and devises and bequests received by the Society, and to expend the proceeds of any such sale for the purposes of the Society;
- 57.3 To acquire in the name of the Society or in the name of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings or premises for the use of the Society;
- 57.4 To enter into contracts, assignments or any other kinds of instruments on behalf of the Society;
- 57.5 From time to time make, vary and repeal bylaws (not being repugnant to or inconsistent with the Memorandum or Articles of Association of the Society) for regulating the conduct of the affairs of the Society provided that such bylaws shall not constitute or involve such an alteration of or addition to these Articles as could only lawfully be made by special resolution;
- 57.6 To grant to such person or persons as the Council may from time to time decide bursaries, scholarships, subsidies, allowances, loans (whether interest bearing or interest free) and other forms of financial assistance, including, but not limited to, giving of guarantee for payment of monies for the persons assisted by the Society and to decide the amounts of financial assistance to be granted and the terms and conditions therefor;
- 57.7 To make charitable or other donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) as the Council thinks fit;

- 57.8 To establish and maintain non-profit making services or organisations for furtherance of the objects of the Society;
- 57.9 To appoint and remove the staff of the Society as the Council may from time to time think fit, to fix the amount of their remuneration and to define the duties to be performed by them respectively;
- 57.10 Generally to do all things necessary or expedient for the due conduct of the affairs of the Society not herein otherwise provided for.
- 58 The Council shall cause minutes to be kept in proper books provided for that purpose of all resolutions and proceedings of the Council and of all sub-committees of the Council. The minutes of a meeting of the Council and if approved shall be signed by the President of that meeting and every minutes when so signed shall be sufficient evidence of the matters therein recorded.
- 59 All acts done by any meeting of the Council or of a sub-committee thereof or by any person acting as a Council member or a member of a sub-committee thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Council member or any such member of the sub-committee or persons acting as aforesaid or that they or any of them were disqualified as Council members or members of the sub-committee, be as valid as if every person had been duly appointed and was qualified to be a Council member or a member of the sub-committee.
- 60 Unless it is proved that such act, receipt, neglect or default was done wilfully or in bad faith, no Council member or other officer of the Society shall be liable for the act, receipt, neglect or default of any other Council member or officer, or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Council for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereof.

Scientific Meetings

- 61 Scientific meetings shall, from time to time, be held as arranged by the Council and may be open to the medical profession at the discretion of the Council. The President, or in his/her absence, the Honorary Secretary, or such other person appointed by the President shall be the Chairman of the scientific meetings.

Signing of Cheques, Drafts, Promissory Notes, Etc.

- 62 All cheques, drafts, promissory notes, and other documents required to be executed on behalf of the Society shall be signed by any two of the following persons, namely: the President, the Honorary Secretary, the Honorary Treasurer or by such person(s) authorised by the Council.

The Seal

- 63 The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of the President or a person appointed by the President or such other person(s) as the Council shall appoint for that purpose; and the President or the person(s) appointed by the President or such other persons as aforesaid shall sign every instrument to which the Seal is so affixed in his presence.
- 64 Notwithstanding anything in the immediately preceding Article, the Council may from time to time give a general authority to execute instruments on behalf of the Society (with or without any restriction as to the class or classes of instrument to which such authority shall extend) to such person or persons as may be specified in the resolution with power from time to time to revoke or vary any such authority: Provided that the particulars shall be entered in the book of the Society of every instrument executed pursuant to such general authority and the book shall be produced at the next meeting of the Council and the President or other person presiding thereat shall initial the entries therein relating to instruments so executed since the last meeting of the Council.

Accounts

- 65 The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Society on the matters in respect of which such receipts and expenditure take place, all sales and purchases by the Society, and the assets and liabilities of the Society; proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Society's affairs and to explain its transactions.
- 66 The books of account shall be kept at the registered office of the Society or at such other place or places as the Council thinks fit and shall always be open to the inspection of the Council members. Provided that the Society in general meeting may from time to time impose reasonable restrictions as to the time and manner in which the books and accounts of the Society shall be open to the inspection of the Members and subject thereto such books and accounts shall be open to their inspection during business hours.
- 67 The Council shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and to be laid before the Society in general meeting such income and expenditure accounts balance sheets and reports as are referred to in those provisions.

- 68 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting together with a copy of the Auditor's Report shall not less than 21 days before the date of the meeting be sent to all the Members of the Society.

Honorary Auditor

- 69 Honorary Auditor(s) shall be appointed at the annual general meeting and their duties shall be regulated in accordance with the provisions of the Companies Ordinance or any statutory modification for the time being in force.

Notice

- 70 A notice may be given by the Society to any Member either personally or by sending it by prepaid post to him to his address registered with the Society. Every Member shall from time to time notify to the Honorary Secretary a place of business or residence to be registered as his place of address, and the place so from time to time registered shall for the purposes of the Companies Ordinance and these Articles be deemed his registered address.

- 71 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a prepaid letter containing the notice and to have been effected in the case of the address of a Member being in Hong Kong, 48 hours after posting and in the case of the address of a Member being overseas, 72 hours after posting.

Amendments

- 72 Any proposed amendments to the Memorandum and Articles of Association of the Society shall be proposed by a Member and seconded by another Member and then presented to the Council who shall submit them for discussion at the following annual general meeting or extraordinary general meeting convened for the purpose.
- 73 No amendment to the Memorandum and Articles of Association of the Society shall be effective unless a special resolution to that effect is passed at the general meeting of the Society.

Winding Up

- 74 The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Society shall have effect as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

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Dated the 5th day of December, 2000.

WITNESS to the above signatures:-

(Sd.)
Cheng Mo Chi, Moses
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P.C. Woo & Co.
1225 Prince's Building,
Central, Hong Kong

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
**THE HONG KONG SOCIETY OF
INTERVENTIONAL RADIOLOGY LIMITED**

香港介入放射科醫學會有限公司

Incorporated the 5th day of January, 2001

*P.C. Woo & Co.,
Solicitors & Notaries
Hong Kong*