

**THE COMPANIES ORDINANCE (CHAPTER 32)**

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

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**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

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- 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

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Dated the 5<sup>th</sup> day of December, 2000.

WITNESS to the above signatures:-

(Sd.)  
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