

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not
having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE HONG KONG NEONATAL SOCIETY LIMITED

(香港新生兒科醫學會有限公司)

1. The Name of the Company is “THE HONG KONG NEONATAL SOCIETY LIMITED (香港新生兒科醫學會有限公司)” (hereinafter called “the Society”).
2. The Registered Office of the Society will be situated in The Hong Kong Special Administrative Region.
3. The objects for which the Society is formed are:-
 - (a) To advance the interest in and knowledge and practice of Neonatology and to improve the standard of clinical practice in the field of neonatology.
 - (b) To promote all aspects of health of neonates.
 - (c) To foster fellowship among professionals working in health care facilities for neonates.
 - (d) To organise or sponsor scientific and social meetings, talks, seminars and exhibitions in order to encourage interchange of ideas, to stimulate cooperation in the various fields of neonatology and to promote the study, practice and knowledge of neonatology and perinatology and for any or all of these purposes to procure by acquisition or hire or time share the requisite venue and all other facilities in connection therewith, to furnish and maintain the same, and to provide the same to be used by the members and other persons, either gratuitously or for payment.
 - (e) To serve as advocates for neonates and their families in all matters pertaining to health care.
 - (f) To serve as a source of neonatal health care information to other organizations

and government.

- (g) To conduct and promote public education programmes that focus on the health needs of neonates and their families.
- (h) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of any other associations or societies whose objects are similar or in part similar to the object of the Society provided that such associations or societies shall have restrictions on the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Society under Clause 4 of this Memorandum.
- (i) To arrange for individuals or other organizations to sponsor the activities of the Society.
- (j) To raise fund for the promotion, developments and publication of the aims and functions of the Society which funds may also be used to set off any expenses incurred in the general running of the Society.
- (k) To promote, organise and hold, either alone or jointly with other association, club or persons, all kinds of activities in pursuance of or which are conducive to the objects of the Society.
- (l) To issue, print, publish, distribute and sell books, periodicals, newsletters, study notes and other publications of educational or other value relating to neonatology or perinatology.
- (m) To promote, support, sponsor and further education of neonatology or perinatology by giving prizes, awards, scholarships, bursaries, grants and loans.
- (n) To honour and reward excellence in academic or practice achievement, and to give prizes, scholarships and other awards therefor.
- (o) To construct, maintain, improve and renovate any premises, buildings, grounds or facilities owned or occupied or otherwise enjoyed by or for the purposes of the Society.
- (p) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property or assets of the Society reasonably necessary for the purposes of the Society.
- (q) To purchase, lease, obtain a licence of, or by any means acquire the use of, any property, premises, buildings, grounds as well as any equipment, machinery and other facilities and assets reasonably required for the objects of the Society.
- (r) Subject to Clause 4 hereof, to hire and employ persons necessary or desirable for the purposes of the Society and in return for services rendered to the Society, to pay them salaries, wages, gratuities and pensions and to contribute to their provident funds, retirement schemes and the like.
- (s) To invest and deal with the moneys of the Society not immediately required, upon such securities and in such manner as allowed by the laws and for the

purpose of the Society.

- (t) To borrow or raise and give security for money so borrowed or raised upon all or any part of the property of the Society reasonably necessary for the purposes of the Society.
- (u) To establish undertake and execute any trusts which are conducive to the objects of the Society.
- (v) To do all such other lawful things as are incidental or conducive to the objects of the Society.

Provided that:-

- (i) In case of the Society shall take or hold any property which may be subject to any trusts, the Society will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) 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.
- (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap.32) are hereby excluded.

4. (a) The income and property of the Society, however derived, shall be applied solely towards the promotion of the objects of the Society as set out in this Memorandum of Association.

(b) Subject to sub-clauses (d) and (e) 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.

(c) No member of the Council or 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 (e) below) shall be given by the Society to any member of the Council or Governing Body.

(d) 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 Governing Body of the Society in return for any services actually rendered to the Society.

(e) 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 Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Society or of its Council 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 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.
 - (f) 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 (d) and (e) above.
5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society 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 Society 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 contributories among themselves, such amount as may be required not exceeding ten dollars.
7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Society; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, 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 Society under or by virtue of clause 4 above, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable objects.

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

<u>Name, addresses and descriptions of subscribers</u>
<p>(1) Dr. AU YEUNG Cheuk-lun, Henry (歐陽卓倫) Room 824, Leighton Centre, 77, Leighton Road, Hong Kong.</p> <p>Occupation : Medical Practitioner</p> <p>(2) Dr. CHAN Hin Bill (陳衍標) Dept. of Paediatrics United Christian Hospital Kowloon, Hong Kong.</p> <p>Occupation : Medical Practitioner</p> <p>(3) Dr. LEE Wai Hong (李偉航) Dept of Paediatrics Queen Elizabeth Hospital, Kowloon, Hong Kong.</p> <p>Occupation : Medical Practitioner</p>

Dated the day of 2012.

WITNESS to the above
signature of subscribers

Name, addresses and descriptions of subscribers

- (4) Prof. NG Pak Cheung (伍百祥)
Dept. of Paediatrics
The Chinese University of Hong Kong,
Hong Kong.

Occupation : Medical Practitioner

- (5) Dr. WONG William (王偉廉)
Dept. of Paediatrics,
Prince of Wales Hospital,
Shatin,
Hong Kong.

Occupation : Medical Practitioner

Dated the day of 2012.

WITNESS to the above
signature of subscribers

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not
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ARTICLES OF ASSOCIATION

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THE HONG KONG NEONATAL SOCIETY LIMITED

(香港新生兒科醫學會有限公司)

PRELIMINARY

Interpretation

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance (Chapter 32), and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent therewith :-
 - (a) “The Society” means this company called “THE HONG KONG NEONATAL SOCIETY LIMITED (香港新生兒科醫學會有限公司)”.
 - (b) “The Ordinance” means the Companies Ordinance, Cap.32 of the Laws of Hong Kong.
 - (c) “These Articles” means and includes these Articles of Association and the rules, regulations and by-laws of the Society from time to time in force.
 - (d) “Council Member” means any person for the time being appointed as a member of the Council of the Society.
 - (e) “Member” means an honorary life, full, associate, and/or affiliate member of the Society.
 - (f) “Seal” means the common seal of the Society.
 - (g) “Secretary” means any person appointed to perform the duties of the secretary of the Society.
 - (h) “Session” means a period of one year or thereabouts from the

conclusion of one Annual General Meeting to the next.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural, and vice versa.

Words denoting neuter gender shall include the masculine or feminine gender, and vice versa.

Purpose

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

MEMBERSHIP, RIGHTS, PRIVILEGES AND OBLIGATIONS

3. The membership of the Society shall be divided into four (4) classes, namely, Full Members, Associate Members, Affiliate Members and Honorary Life Members.
 - (a) Full Members - any medical practitioner fully registered with the Hong Kong Medical Council normally residing in Hong Kong who has at least three years of supervised training in neonatology shall be eligible for application to be admitted as a Full Member of the Society upon the written recommendation of two Full Members of the Society. They are entitled to vote, to hold office and to take part in all the Society's functions. All applications for full membership are subject to approval by the Council. All subscribers shall be full members of the Society.
 - (b) Associate Members - any medical practitioner, fully registered with the Hong Kong Medical Council who is interested in neonatology or practice but is not qualified to be Full Members shall be eligible for application to be admitted as an Associate Member of the Society upon the written recommendation of two Full Members. All applications are subject to approval by the Council. Associate Members shall have no voting rights and shall not be eligible for election to office.
 - (c) Affiliate Members - any persons who is involved or interested in neonatology but is not, qualified to be registered as a medical practitioner or not normally residing in Hong Kong shall be eligible for application to be admitted as an Affiliate Member of the Society upon

the written recommendation of two Full Members. All applications are subject to approval by the Council. Affiliate Members shall have no voting rights and shall not be eligible for election to office.

- (d) Honorary Life Members - the Council may recommend at the Annual General Meeting distinguished persons in the field of neonatology or persons who have in the opinion of the Council made great contributions to the Society to become Honorary Life Members. Honorary Life Member shall have no voting rights and shall not be eligible for election to office.

- 4. For the purpose of registration, the number of members of the Society is declared not to exceed 9999.
- 5.
 - (a) The Council shall have absolute power to accept or refuse or postpone an application for membership. In no case shall the Council be required to give reason for the acceptance or refusal of an application for membership.
 - (b) Any member desiring to resign from the Society shall give notice in writing addressed to the Council deposited at the registered office of the Society of his intention so to do before payment of the next annual subscription has become due otherwise he shall be liable to pay the annual subscription for that year.
 - (c) Any member of the Society who infringes the constitution or by-laws of the Society, or is guilty of conduct prejudicial to the reputation of the Society shall render himself liable to expulsion or suspension from membership by the Council. Any expelled member who is aggrieved by a decision of the Council may appeal by lodging, as soon as possible after notification of the Council's decision to the coming General Meeting, a notice of appeal setting out the grounds for the appeal and such other particulars as may be prescribed. At the completion of the General Meeting, the members present may (i) adjourn for such period as it considers necessary to reach a decision; or (ii) confirm, reverse or vary the decision appealed against. The decision of the members present at such General Meeting on any appeal shall be final.
 - (d) A member who has voluntarily resigned or has been expelled under Clause 5(c) from the Society shall forfeit all rights in and claim upon the Society.
- 6. All members shall fulfill the following obligations :-
 - (a) abide by the memorandum and articles of association and resolutions of the Society;
 - (b) pay entrance fees and annual subscription fees as prescribed by the

Society from time to time.

7. The rights and privileges of membership shall not be transferable.

ENTRANCE FEE AND SUBSCRIPTION

8. Full, Associate and Affiliate Members shall pay an entrance fee of HK\$1.00 or such entrance fee as shall from time to time be fixed and endorsed by a majority vote at the Annual General Meeting of the Society.
9. Full, Associate and Affiliate Members shall pay an annual subscription as decided at the Annual General Meeting payable in advance on the first day of January each year. Each year the Hon Treasurer will send a maximum of two notices by ordinary mail at four to eight weeks interval to a Full, Associate or Affiliate Member who will then be required to fulfill payment within four weeks. A registered reminder will be sent four to eight weeks after expiration of the second notice in case of non-payment, demanding a 100% surcharge in addition to the current annual fee, both to be paid within two weeks after issuance of the registered reminder. Failure to respond to such a reminder will result in the removal of the person's name from the membership list, and re-entry into the Society will be treated as a new application, subject to consideration and approval by the Council.
10. As and when the Honorary Life Members are not entitled to vote, elect or be elected as Council Member(s) and participate in the management of the Society, they shall pay no annual subscription.
11. All absent Full, Associate or Affiliate Members are required to pay their annual subscription at the current rate.

PATRON

12. The patron shall be appointed at the Annual General Meeting of the Society at the invitation of the outgoing Council. Such patron so appointed shall not be entitled to vote in the General Meeting and shall not have any executive power or function.

COUNCIL

13. The Council shall be the chief policy making and executive body of the Society and shall be responsible for organising the activities of the Society and managing its business until the new Council is formed at the next Annual General Meeting.
14. As determined by the subscribers of the Memorandum of Association, the first Council shall be appointed by the subscribers. The first Council shall hold office until election of the next Annual General Meeting.
15. The Council shall consist of 8 Council Members as Officers and at least six but

not more than twelve other Council Members and each such Officers and Council Members shall be elected at the Annual General Meeting by nomination. The deadline for such nomination shall be 7 days before the election.

16. At the Annual General Meeting, the Members present in person shall elect the 8 Officers and other Council Members of the Society by paper ballot.
17. No member of the Society shall be eligible to become President of the Society unless he has been a Council Member for at least one year continuously at the commencement of his term of office. Only Full Members with membership for one year or more are eligible to be elected as Council Members.
18. To ensure continuity, the President for the previous Session (“Immediate Past President”) shall also be a member of the Council.
19. All Council Members shall hold office until the next election to take place at the next Annual General Meeting.
 - (a) All retiring Office Bearers and Council Members shall be eligible for re-election at the next Annual General Meeting except that the President can be in Presidency for a maximum of two consecutive years.
 - (b) If any vacancy shall exist or arise in the Council at any time during the Session, the Council shall have power by a majority vote to appoint any Full Member of the Society as they think fit to fill the vacancy until the next Annual General Meeting.
20. Council Meetings shall be convened at least once every 4 months and the quorum for all Council Meetings shall be four Council Members.

POWERS OF THE COUNCIL

21. The business of the Society shall be managed by the Council Members, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Ordinance or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Council Members which would have been valid if that regulation had not been made.
22. In furtherance and without limiting the general powers conferred by the foregoing Article, the Council may :-
 - (a) from time to time appoint or terminate the appointment of any person as an employee or representative or servant of the Society;
 - (b) from time to time get approval from General Meetings (save approval from Companies Registry and Inland Revenue Department) by passing

special resolution at the General Meeting to make such rules, regulations and by-laws for ensuring and carrying into effect the objects of the Society as it may think fit, not involving any such alteration of or addition to these Articles of Association as may only legally be made by special resolution and not being contrary to the Memorandum of Association provided that such rules, regulations and by-laws may be set aside by a resolution of a General Meeting of the Society.

23. The President shall represent the Society, conduct all its affairs by the direction of the Council and preside over all its meetings whenever he is present. He is also the official spokesman of the Society.
24. The First Vice-President shall assist the President in undertaking the affairs of the Society. In case the President is absent, on leave or has vacated his post, the First Vice-President, may act in his place.
25. The Second Vice-President shall assist the President and First Vice-President in undertaking the affairs of the Society. In case the President or First Vice-President is absent, on leave or has vacated his post, the Second Vice-President, may act in his place.
26. The Hon. Secretary, or in his absence the Hon. Deputy Secretary, shall perform all the secretarial duties of the Society including correspondence and circulation of Society matters to Members and shall carry out the directions of the Council. He shall also keep minutes of all General Meetings, and Council Meetings and a register of all Members and an inventory of the Society's assets. An Annual Report of the activities of the Society during the preceding year shall be presented to the members at each Annual General Meeting. The Hon. Deputy Secretary shall assist the Hon. Secretary in his duties. The Society shall pay no fees, remuneration or other benefits in money or money's worth to the Hon. Secretary and/or Hon. Deputy Secretary.
27. The Hon. Treasurer, or in his absence the Hon. Deputy Treasurer, shall attend to all financial matters, collection of payments and receipts of the Society. He shall compile, before the Annual General Meeting, a statement of accounts for the Session which, after being approved by the Council and duly audited, shall be submitted to the Annual General Meeting for adoption. The Hon. Deputy Treasurer shall assist the Hon. Treasurer in his duties.
28. The Social Convenor shall be responsible for the organisation and arrangement of all the Society's functions approved by the Council.
29. All bank accounts of the Association shall be operated by any two of the three Members of Council selected for this purpose.
30. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by one of the five Council Members selected for this purpose.

DISQUALIFICATIONS OF COUNCIL MEMBERS

31. The office of Council Member shall be vacated if the Council Member :-
- (a) without the consent of the Society in general meeting holds any other office of profit under the Society; or
 - (b) becomes of unsound mind; or
 - (c) resigns his office by notice in writing to the Society given in accordance with Section 157D(3)(a) of the Companies Ordinance; or
 - (d) shall for more than 6 months have been absent without permission of the Council Members from meetings of the Council Members held during that period; or
 - (e) is directly or indirectly interested in any contract (being a contract of significance in relation to the Society's business) with the Society and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Companies Ordinance.

A Council Member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

COMMITTEES

32. The Council may from time to time appoint Members to form Committee for a specific function and/or scope of work as they see fit. Such Committees shall be dissolved by the Council on completion of its function and/or scope of work.

GENERAL MEETINGS

33. The Annual General Meeting shall be held in the first half of each year for the purpose of receiving the Council's report on the Society's activities, of examining and passing the accounts of the past financial year, the election of office bearers and other Council Members, and the appointment of the Hon Auditor and the Hon Legal Advisor. Fourteen (14) days' notice in writing of such meeting shall be given to every member. The Society shall hold the Annual General Meeting in the manner that not more than 15 months shall lapse between the date of one Annual General Meeting of the Society and that of the next. Provided that so long as the Society holds its first Annual General Meeting within 18 months of its incorporation, it needs not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
34. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Council may, whenever they think fit, convene an Extraordinary General Meeting.

35. Subject to the provision in the Section 113 of the Ordinance, the President or any office bearer of the Council shall, on the requisition signed by not less than eight (8) Members convene an Extraordinary General Meeting within 21 days after receipt of the requisition by no less than 14 days' prior written notice of such meeting or in default, the requisitionists may convene such Extraordinary General Meeting as provided by Section 113 of the Ordinance. Any requisition so made shall state the matters to be considered at the requisitioned meeting. However, discussions and resolutions at the Extraordinary General Meeting shall be restricted to those matters set out in the requisition. The quorum shall be the same as that for the General Meeting. If at any time there are not within Hong Kong sufficient Council Members capable of acting to form a quorum, any Council Member or any ten (10) full members of the Society may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council Members.

NOTICE OF GENERAL MEETING

36. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 14 days' notice in writing at the least, and a Meeting of the Society other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of Meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices 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 at the meeting; 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.
37. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

38. All business shall be deemed special that is transacted at an Extraordinary

General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council Members and auditors, the election of Council Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.

39. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business and continues to be present until the conclusion of the Meeting; save as otherwise provided, 10 members present in person shall be a quorum.
40. If within half an hour from the time appointed for the meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council Members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting the Members present shall be a quorum.
41. The President, if any, of the Council Members shall preside as chairman at every General Meeting of the Society, or if there is no such President, or if he shall not be present within 15 minutes after the time appointed for the holding of the Meeting, or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the First Vice-President shall preside as chairman. If there is no such Vice-President or he is not then present or is unwilling to act, the Council Members present shall elect one of their Members to be chairman of the meeting.
42. If at any Meeting no Council Member is willing to act as chairman or if no Council Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their Members to be chairman of the meeting.
43. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
44. Matters arising at any General Meeting shall be decided on a show of hands of the members present and entitled to vote, unless a poll is demanded by any member present in person and entitled to vote and unless a poll is so demanded 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 shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

45. If a poll is duly demanded, then a poll shall be taken either by open voting or by ballot, as the chairman directs, and the result of the poll shall be deemed the resolution of the Meeting at which the poll was demanded.
46. The chairman of a General Meeting shall, in case of an equality of votes, be entitled to a second or casting vote in addition to the vote to which his membership entitles him.
47. Every member shall be entitled to receive notice of and to attend every General Meeting. Every Full Member shall be entitled to one vote. On a Poll, votes may be given personally or by proxy.
48. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing.
49. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Society or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
50. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

“THE HONG KONG NEONATAL SOCIETY LIMITED

I/We _____ of _____

, being a full member/members of the above Society, hereby appoint
of _____

or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the [annual or
extraordinary, as the case may be] general meeting of the Society to be held on
the _____ day of _____, and at any adjournment thereof.

Signed this _____ day of _____ “

51. Where it is desired to afford full members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“THE HONG KONG NEONATAL SOCIETY LIMITED

I/We _____ of _____

, being a full member/members of the above Society, hereby appoint
of _____

or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Society to be held on the day of , and at any adjournment thereof.

Signed this day of “

This form is to be used in favour of/against* the resolution. Unless otherwise instructed, the proxy instructed, the proxy will vote as he thinks fit.

52. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
53. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
54. In the event of the President, or any Officer of the Council failing to convene the requisitioned Extraordinary General Meeting in accordance with the foregoing Article 35, or to convene an Annual General Meeting for more than 15 months after the holding of the last Annual General Meeting and/or there being at any time no person or persons in whom the management of the affairs of the Society may for the time being vested, any ten Full Members may convene an Extraordinary General Meeting by giving 14 days prior written notice to each member at which meeting the matters set out in the original requisition may be considered and determined or as the case may be, a fresh Council may be elected to hold office until the next Annual General Meeting.

VOTES OF MEMBERS

55. Every Full Member shall have one vote.
56. The chairman of any General Meeting may at the commencement of such meeting or at any time prior to any voting at such meeting, disqualify any members from whom any money of whatever nature is due and owing to the Society for more than three months from attending, voting on any question, or being counted upon a poll or as a quorum.
57. At any General Meeting at which a Council member or an Officer retires from office, his retirement shall not take effect until the end of the Meeting or the adjourned Meeting.

COUNCIL MEETINGS

58. A Council meeting may be convened by the President, the Hon Secretary or the Hon Deputy Secretary. Any four members of the Council may at any time make a request in writing to the Hon Secretary or Hon Deputy Secretary to

convene a Council meeting and the Hon Secretary or Hon Deputy Secretary shall within seven days after he received the request convene such meeting and such meeting shall be held within 14 days after he received the request aforesaid.

59. No less than twenty four hours' notice shall be given prior to a Council meeting. It shall not be necessary to give notice to any Council member for the time being absent from Hong Kong.
60. The Council may make such regulations as it thinks proper as to the summoning and holding of its Meetings, and for the transaction of business thereof, and it may adjourn any meeting provided that no such regulations shall be inconsistent with any provisions of this Memorandum and Articles of Association.
61. The President, or in his absence the First Vice-President, shall take the chair at all meetings of the Council, and if at any Meeting not one of them is present within fifteen minutes after the time appointed, those present shall elect amongst those members present any one to be Chairman of the Meeting.
62. Questions arising at any meeting of the Council shall be decided by a majority of votes, in case of an equality of votes the Chairman shall have a second or casting vote.
63. A member of the Council may at any time resign by giving notice in writing to the Secretary, but shall not thereby be disqualified from being at any time thereafter re-elected.
64. The Council Members shall cause minutes to be provided for the purpose:-
 - (a) of all appointments of officers made by the Council Members;
 - (b) of the names of the Council Members present at each meeting of the Council Members and of any committee of the Council Members;
 - (c) of all resolutions and proceedings at all meetings of the Society, and of the Council Members, and of committees of Council Members,
65. Every such minutes, when so recorded and signed shall, in the absence of proof of error therein, be considered a correct record and an original proceeding.
66. All acts of the Council and of its appointed Committees and agents in their respective capacities shall be valid, notwithstanding that some defect shall thereafter be discovered to have existing or to have arisen in the appointment of or by the Society in the appointment of any member of the Society or of any such Committee or Agent.

SECRETARY

67. The secretary shall be appointed by the Council Members for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

68. A provision of the Companies Ordinance or these articles requiring or authorizing a thing to be done by or to a Council Member and the 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 secretary.

AUDITORS

69. The auditors shall be appointed by the Council Members for such term, at such remuneration and upon such conditions as they may think fit; and any auditors so appointed may be removed by them.
70. A provision of the Companies Ordinance or these articles requiring or authorizing a thing to be done by or to a Council Member and the auditors 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 auditors.

THE SEAL

71. The Society shall provide for the safe custody of the Seal of the Society, and make regulations as to the use thereof, but the Seal shall not be affixed to any instrument except by the authority of a resolution of the Society and in the presence of any two of the President, the First Vice-President, the Second Vice-President, the Honorary Secretary and the Honorary Treasurer, who shall sign every instrument to which the Seal of the Society is so affixed in their presence.

DISCIPLINE

72. The Society may issue warning to or at Annual General Meeting or an Extraordinary General Meeting specially convened to expel a member or a Council member who is found by the Council to have been guilty of any one of the following :-
- (a) infringement of the memorandum and articles of association or resolutions of the Society;
 - (b) committing any corrupt, immoral, illegal or criminal acts either in his own name or in the name of the Society, or otherwise conducting himself in such a way as to impair the reputation of the Society.

ACCOUNTS

73. The Council shall cause proper books of accounts to be kept in respect of the moneys received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, of the assets, credits, and liabilities of the Society and of all sales and purchases of goods by 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.

74. The financial year shall end on the 31st December of each year or on such date as may be determined by the Council.
75. The Council shall from time to time in accordance with the provisions of the Ordinance, including but without limitation to sections 122 and 129D of the Ordinance, cause to be prepared and presented before the Society in the Annual General Meeting an audited Statement of Accounts comprising an income and expenditure account, balance sheet and reports of the Auditors and the Council for the Financial Year as are referred to in the provisions.
76. A copy of the latest Audited Statement of Accounts incorporating a Balance Sheet (including every document required by law to be attached to it) which is to be laid before the Society in General Meeting together with copies of the Reports of the Council and of the Auditors shall, not less than 14 days before the Annual General Meeting, be sent to every member of the Society who is entitled to receive notices of general meetings of the Society. All other members shall be entitled to receive a copy of the same free of charge upon request.
77. All moneys received shall be kept in any bank fully licenced in Hong Kong. The Treasurer is empowered to keep cash of an amount not exceeding from time to time authorised by the Council to meet petty cash payment.

INSPECTION OF BOOKS AND RECORDS

78. The Council Members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Council Members, and no member (not being a Council Member) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorized by the Council Members or by the Society in General Meeting.
79. Every member shall from time to time notify the Hon Secretary a place of business or residence to be registered as his address, and the address so registered from time to time shall for the purposes of the Ordinance and these Presents be deemed his registered address.
80. If a member shall fail to give an address, he shall not be entitled to receive notice in advance of any of the General Meetings or other proceedings of the Society, and no meeting or other proceeding shall be invalidated by reason of him not having received such notice as aforesaid.
81. A notice may be served by the Society upon any member either personally or by sending it through the post or email in a prepared letter or email containing the notice properly addressed and posted or transmitted electronically.
82. Where a notice is sent by post or email, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing

the notice and to have been effected at the expiration of 24 hours after the letter or email containing the same was posted or transmitted electronically.

INDEMNITY

83. Every Council member, agent, auditor, Hon. Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in relation to the Society in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.

WINDING UP

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

Name, addresses and descriptions of subscribers

- (1) Dr. AU YEUNG Cheuk-lun, Henry (歐陽卓倫)
Room 824, Leighton Centre,
77, Leighton Road,
Hong Kong.

Occupation : Medical Practitioner

- (2) Dr. CHAN Hin Bill (陳衍標)
Dept. of Paediatrics
United Christian Hospital
Kowloon,
Hong Kong.

Occupation : Medical Practitioner

- (3) Dr. LEE Wai Hong (李偉航)
Dept of Paediatrics
Queen Elizabeth Hospital,
Kowloon,
Hong Kong.

Occupation : Medical Practitioner

Dated the day of 2012.

WITNESS to the above
signature of subscribers

Name, addresses and descriptions of subscribers

- (4) Prof. NG Pak Cheung (伍百祥)
Dept. of Paediatrics
The Chinese University of Hong Kong,
Hong Kong.

Occupation : Medical Practitioner

- (5) Dr. WONG William (王偉廉)
Dept. of Paediatrics,
Prince of Wales Hospital,
Shatin,
Hong Kong.

Occupation : Medical Practitioner

Dated the day of 2012.

WITNESS to the above
signature of subscribers