

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

**THE HONG KONG SANATORIUM & HOSPITAL
NURSES ALUMNI ASSOCIATION LIMITED**
(香港養和醫院護士畢業校友會有限公司)

Incorporated the 29th day of August, 1973.

PATRICK POON & CO.
Solicitors,
HONG KONG

No. 35124

[COPY]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

**THE HONG KONG SANATORIUM & HOSPITAL
NURSES ALUMNI ASSOCIATION LIMITED**
(香港養和醫院護士畢業校友會有限公司)

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

GIVEN under my hand this Twenty-ninth day of August, One Thousand Nine Hundred and Seventy-three.

(Sd.) SHAM FAI
for Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE, (CHAPTER 32)

Company Limited by Guarantee and not
Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**THE HONG KONG SANATORIUM & HOSPITAL
NURSES ALUMNI ASSOCIATION LIMITED**
(香港養和醫院護士畢業校友會有限公司)

1. The name of the Company is "THE HONG KONG SANATORIUM & HOSPITAL NURSES ALUMNI ASSOCIATION LIMITED (香港養和醫院護士畢業校友會有限公司)" (hereinafter called "the Association").

2. The registered office of the Association will be situate in the Hong Kong Special Administrative Region.

3. The objects for which the Association is established are: -

- (a) To take over the management, assets and liabilities of the unincorporated association known as The Hong Kong Sanatorium & Hospital Nurses Alumni Association.
- (b) To advance higher ethical and professional standards among nurses.
- (c) To promote professional and educational advancement in caring for the sick and in giving better service to the community.
- (d) To establish, maintain and conduct a social association for the accommodation of members of the Association and their friends, and to provide Association premises and other conveniences and generally to afford to members and their friends all the usual privileges, advantages, convenience and accommodation of an association.
- (e) To promote the social, economic, cultural, physical and recreational welfare and advancement of its members.
- (f) To collect and disseminate information regarding members of the Association and information of any event or happening.
- (g) To carry out, establish, construct, maintain, improve, manage and superintend, or to assist in carrying out, establishment, construction, maintenance, improvement, management or superintendence of non-profit making schools, hostels, aged homes, training and recreational centres, libraries, clubs, hospitals, clinics, nurseries, kindergartens, dispensaries and stations for social, educational and benevolent purposes, provided that none of the funds of the Association shall be paid to any school, hostel, library, club, hospital, clinic, nursery, dispensary or any centre,

whether recreational or otherwise which pays or transfers directly or indirectly any part of its income or property by way of profit to its members.

- (h) To make provisions for the application of any of the profits, moneys or assets of the Association to any charitable, benevolent, provident or public purposes whatsoever.
- (i) To assist, advise and provide mediation for the members of the Association and to assist members in seeking for posts.
- (j) To organize and hold lectures, discussions, debates and other meetings and to arrange concerts, exhibitions, plays and cinema shows.
- (k) To run any canteen or restaurant to cater for members and for functions sponsored by the Association.
- (l) To undertake and administer any trust for charitable purposes.
- (m) To accept and receive subscriptions, donations and gifts (of whatever nature or kind) and bequests to the Association.
- (n) To take any gift or assignment of property whether subject to any special trust or not for any one or more of the objects of the Association.
- (o) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association, provided that in case the Association shall desire to hold more land than the law shall for the time being permit it to hold without the licence of the Governor, such licence shall be obtained. To construct, maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the Association.
- (p) To manage, improve and maintain all or any part of the buildings, easements and properties of the Association, and to demise, underlet, exchange, sell or otherwise deal with and dispose of same, either together with or in portions, and for such considerations as the Association may think fit.
- (q) To hire and employ all classes of persons necessary for the purposes of the Association and to pay to them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- (r) To establish, promote or assist in establishing or promoting, and to subscribe to or become a member of or affiliate or amalgamate with, any other bodies whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association shall be paid to nor shall this Association amalgamate with any institution, society, club or other body which pays or transfers, directly or indirectly, any part of its income by way of dividend bonus or otherwise howsoever by way of profit to its members.
- (s) To invest and deal with money of the Association not immediately required, upon such security and in such manner as may from time to time be determined.
- (t) To borrow and raise money to give security for any of the above purposes by the issue of open bonds, debentures, debenture stocks, bills of exchange, promissory notes or other obligations or securities of the Association or by sale or mortgage or charge upon all or any part of the property of the Association.
- (u) To lend or advance money on the security of land, building or leasehold premises or upon such other securities or otherwise in such manner as may from time to time be determined.

- (v) To open and operate bank account or accounts with bank or banks for the purposes of the Association, and for such purposes to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them Provided that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Association would make it a trade union.

4. The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth herein; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officers or servants of the Association, or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 12% per annum on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Executive Committee or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association Provided that the provision last aforesaid shall not apply to any payment to any company of which any member of the Executive Committee or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while she is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before she ceases to be a member, and 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 HK\$20.00.

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

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

9. The Memorandum and Articles of Association of the Association shall be construed in accordance with the English Text.

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

Names, Addresses and Descriptions of Subscribers.

Lau Jink Shuet
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Chan So Hang
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Special Nurse.

Wong Po Shim
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Rowena Chu
Nursing School
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Sister Tutor.

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

Names, Addresses and Descriptions of Subscribers

Leung Yuek Yin
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Chiu Wah Yan
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Assistant Sister Tutor.

Tang Bik Kit
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Dated the 11th day of August, 1973.

WITNESS to the above signatures:-

(Sd.) Partrick Poon
Solicitor,
Hong Kong.

THE COMPANIES ORDINANCE, (CHAPTER 32)

Company Limited by Guarantee and not
Having a Share Capital

ARTICLES OF ASSOCIATION

OF

**THE HONG KONG SANATORIUM & HOSPITAL
NURSES ALUMNI ASSOCIATION LIMITED**
(香港養和醫院護士畢業校友會有限公司)

1. In these Articles, unless there is something in the subject or context inconsistent therewith:-

“The Association” shall mean The Hong Kong Sanatorium & Hospital Nurses Alumni Association Limited (香港養和醫院護士畢業校友會有限公司).

“The Ordinance” shall mean the Companies Ordinance, Chapter 32, Laws of the Hong Kong Special Administrative Region.

“The Members” shall mean the members of the Association whether Active, or Associate as the text will permit.

“The Executive Committee” shall mean the Executive Committee of the Association for the time being.

“The President” shall mean the President of the Association for the time being.

“The Vice-President” shall mean the Vice-President of the Association for the time being.

“The First Treasurer” shall mean the First Treasurer of the Association for the time being.

“The Second Treasurer” shall mean the Second Treasurer of the Association for the time being.

“The First Secretary” shall mean the First Secretary of the Association for the time being.

“The Second Secretary” shall mean the Second Secretary of the Association for the time being.

“Annual General Meeting” shall mean the yearly general meeting of the members of the Association and also includes the First General Meeting of the members of the Association.

“Extraordinary General Meeting” shall mean a general meeting of the members of the Association specially summoned under these Articles.

“General Meeting” shall mean a General Meeting of the members of the Association whether annual or extraordinary.

“Special Resolution” and “Extraordinary Resolution” shall have the meanings assigned thereto respectively by Section 116 of the Ordinance.

“The Registered Office” shall mean the registered office for the time being of the Association.

“The Seal” shall mean the Common Seal of the Association.

“Month” shall mean calendar month.

“In writing” shall include printed, lithographed and typewritten, or partly by one and partly by another of those means.

Words and expressions in the singular shall include the plural and words and expressions in the plural shall include the singular.

Words and expressions in the feminine gender shall include the masculine gender.

General

2. Membership of the Association for the purpose of registration is declared to be unlimited.
3. The Association is established for the purposes expressed in the Memorandum of Association.

Membership

4. Members shall be classified as follows: -

- (A) Active members who may be either-
 - (i) Life members:

Any ordinary member who pays to the Association a single payment in such sum as the Association may by ordinary resolution in General Meeting from time to time decide.

- (ii) Ordinary members:

All nurses graduated from the Hong Kong Sanatorium & Hospital and registered with the Nursing Board of Hong Kong.

- (B) Associate Members:

- (i) All student nurses of the Hong Kong Sanatorium & Hospital enrolled with the Nursing Board of Hong Kong.

Members' Subscriptions

5. Every member of the Association other than Life member shall pay an annual subscription. The time of payment of the annual subscription and the amount so payable shall be such as the Association may by ordinary resolution in General Meeting from time to time prescribe. Life member shall be exempted from payment of any annual subscription.

6. Any qualified nurse graduated from the Hong Kong Sanatorium & Hospital and registered with the Nursing Board of Hong Kong who is willing to abide by the Constitution of the Association may apply for membership. Every such application for membership shall be made in writing signed by the candidate and shall be in such form as the Executive Committee may from time to time think fit. The

Executive Committee shall have the right of either accepting or refusing any application without assigning any reason therefor.

7. On the approval of an application for membership, the Candidate shall be notified in writing and upon receipt of payment for her first membership subscription a copy of the Memorandum and Articles of Association and the bye-laws of the Association shall be forwarded to her.

8. If any member shall fail to pay her annual subscription after three months of the same falling due, she shall be called upon to pay the same in full within three months therefrom. If at the expiration of such period the amount due still remains unpaid the defaulter shall cease to be a member of the Association and her name shall be erased by the Executive Committee from the books but may be reinstated at the discretion of the Executive Committee on payment of all arrears.

9. If any member violates the Articles of Association or the bye-laws of the Association or if her conduct shall in the opinion of the Executive Committee be injurious to the character interests of the Association, a meeting of the Executive Committee shall be specially summoned to consider the case.

10. If the member complained of shall not explain her conduct to the satisfaction of the Executive Committee they shall call upon such member to resign within one month and should she not do so her name shall be erased from the list of members and she shall **ipso facto** cease to be a member of the Association.

11. A member may resign by giving one month's notice in writing to the Secretary but she shall be liable for payment of her subscription for the current year in which she resigns.

12. When a member ceases to be a member of the Association either by resignation or otherwise the Association shall not return any subscription or monies paid by such member.

13. All members who have paid up their subscriptions are entitled to vote at any general meeting and to put forward proposals and suggestions in writing for consideration. Only Active Members who have paid up their subscriptions are entitled to be elected as members of the Executive Committee of the Association.

14. The duties and obligations of all members shall include:-

(a) To abide by the constitution and resolution of the Association.

(b) To pay the respective membership subscriptions.

Honorary Advisers

15. The Executive Committee shall have the power of inviting the Medical Superintendent and the Matron for the time being of the Hong Kong Sanatorium & Hospital and other persons of distinction to be Honorary Advisers of the Association.

General Meetings

16. A General Meeting shall be held once in every calendar year at such time (not being more than 15 months after the holding of the last preceding General Meeting) and place as may be prescribed by the Association in General Meeting and/or the Executive Committee.

17. The above-mentioned General Meeting shall be called "Annual General Meeting" and other General Meetings shall be called "Extraordinary General Meeting".

18. The Executive Committee may, whenever think fit, convene an Extraordinary General Meeting. The Executive Committee shall also convene such Extraordinary General Meeting upon the request by members in accordance with Section 113 of the Ordinance. In the event that the Executive Committee fails to convene such Extraordinary General Meeting, the requisitionists may convene such Extraordinary General Meeting in accordance with Section 113 of the Ordinance.

Notice of General Meetings

19. Subject to the provisions of Section 116(1) of the Ordinance relating to special resolutions fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, date and the hour of meeting, and in case of special business, the nature of the business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meetings to such persons as are, under the regulations of the Association, entitled to receive such notice from the Association.

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

Proceedings at General Meetings

21. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an ordinary general meeting with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Executive Committee and auditors, the election of the Executive Committee members in place of those retiring, and the fixing of the remuneration of the auditors shall be deemed ordinary business.

22. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided not less than 20 members personally present at the meeting shall be a quorum.

23. If within half an hour from the time appointed for the meetings 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, 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.

24. The President, or in her absence, the Vice President shall preside as chairman at every general meeting of the Association.

25. If neither the President nor the Vice President is present within twenty minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to act as chairman.

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

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

28. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting, at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

30. A poll demanded on the election of a chairman or on a question or adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

31. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by her to the Association have been paid.

31A. On a poll, votes may be given either personally or by proxy.

31B. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, which shall be deposited at the meeting before the poll takes place.

Executive Committee

32. The Association shall have an Executive Committee consisting of not less than 10 Active Members who shall among themselves elect the following:-

One President

One Vice President

Two Secretaries (First and Second)

Two Treasurers (First and Second)

Nine Committee members

The First Committee Members shall be elected by the subscribers hereto.

33. The President shall represent the Association, direct the various sections under the Committee, conduct all the affairs of the Association and preside over all meetings.

34. The Vice President shall assist the President in conducting the affairs of the Association. In case the President is absent on leave or has vacated her post the Vice President shall act for her.

35. The First Secretary shall attend to all correspondence and secretarial work of the Association record minutes of all meetings and keep the membership register and the Seal of the Association.

36. The Second Secretary shall assist the First Secretary in the secretarial work of the Association.

37. The First Treasurer shall attend to all financial matters, receipts and payments of the Association.

38. The Second Treasurer shall assist the First Treasurer in the financial affairs of the Association.

39. Every Committee Member shall hold office for a term of two years. At the expiry of her term of office she shall retire from office but shall be eligible for re-election at the next following annual general meeting.

Powers and Duties of the Executive Committee

40. The business of the Association including its moneys and properties shall be managed by the Executive Committee who may exercise also such powers of the Association as are not by the Ordinance or by these Articles required to be exercised by the Association in general meeting subject nevertheless to these Articles, the provisions of the Ordinance, and such regulations (not being inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in general meeting, but no regulation

made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.

41. No salary remuneration or allowance shall be paid to the members of the Executive Committee.

42. Without prejudice to the general powers contained in the preceding Articles hereof the Executive Committee shall have power:-

- (a) to pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the Association.
- (b) to acquire by purchase or otherwise any property rights or privileges, capable of being validly acquired by the Association and to settle the consideration, terms and conditions.
- (c) to bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon, or refer to arbitration, any such proceedings, or any claim by or against the Association and to give time to any debtor of the Association.
- (d) to invest or otherwise deal with the moneys of the Association not immediately required upon such securities and in such manner as they may think fit, and from time to time to vary or realize such investment.
- (e) to raise or borrow money required for the purpose of the Association upon such terms and on such securities as may be determined and secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association.
- (f) to delegate subject to such conditions as they shall think fit any of their powers to special committees consisting of such member or members of the Executive Committee and other person or persons as they shall think fit, and to make such regulations as to the proceedings of such committees as may seem expedient.
- (g) from time to time to make, vary and repeal bye-laws for the regulations of the affairs of the Association, its officers and servants.
- (h) to make, fulfill, rescind, modify or vary any contract and do all such acts and things as they may think expedient for the purpose of the Association.
- (i) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Association is established.

43. The Executive Committee shall cause minutes to be made in books provided for that purpose:-

- (a) of all appointments made by the Executive Committee.
- (b) of the names of the Executive Committee members present at each meeting of the Executive Committee and of any sub-committee of such Executive Committee.

and every member of the Executive Committee present at any meeting of the Executive Committee or its sub-committee shall sign her name in a book to be kept for that purpose.

44. The Executive Committee shall have power to appoint and remove all employees of the Association and to fix the amount of their remuneration.

Disqualification of Members of Executive Committee

45. The office of a member of the Executive Committee shall be vacated if such member of the Executive Committee:-

- (a) becomes bankrupt; or
- (b) becomes prohibited from being a member of the Executive Committee by reason of any order made under Sections 223 or 275 of the Ordinance; or
- (c) is found lunatic or becomes of unsound mind; or
- (d) resign her office by notice in writing to the Association; or
- (e) fails to attend three consecutive meetings without reasonable excuse; or
- (f) is requested in writing by all the other members of the Executive Committee to resign.

46. The Executive Committee shall have the power at any time to appoint an Active Member to fill any causal vacancy on the Committee and such member so appointed shall be subject to retirement at the time at which the Executive Member in whose place she is so appointed would have been subject to retirement had she remained in office.

47. The Association may by extraordinary resolution remove any member of the Executive Committee before the expiration of her period of office, and may by an ordinary resolution appoint an Active Member in her stead.

Proceedings of the Executive Committee

48. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined the Executive Committee shall meet every two months. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

49. The quorum necessary for the transaction of the business of the Executive Committee shall be not less than one-half of the members personally present.

50. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of members the continuing members of the Executive Committee may act for the purpose of increasing the Executive Committee to that number or of summoning a general meeting of the Association but for no other purpose.

51. The President or in her absence the Vice-President shall preside as chairman at every meeting of the Executive Committee, but if at any meeting the President or the Vice President is not present within twenty minutes after the time appointed for holding the same the members present shall choose one of the number to be chairman of the meeting.

52. The Executive Committee may delegate any of their powers to sub-committee consisting of such members of their body as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated, conform to any regulation that may be imposed on them by the Executive Committee.

53. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within twenty minutes after the time appointed for holding the same the members present shall choose one of their number to be chairman of the meeting.

54. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any member of the Executive Committee or of a sub-committee or by any person acting as a committee member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such members of Executive Committee or sub-committee or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Committee or sub-committee.

56. The decision of the sub-committee on any matter shall only be by way of recommendation and shall have no effect until it has been sanctioned by a resolution of the Executive Committee.

Election

57. All elections shall be by ballot.

58. Except the first Executive Committee, all subsequent Executive Committee members shall be elected from the Active Members who are willing to serve.

59. One month before holding the Annual General Meeting for each year, the Executive Committee shall send to all Active Members the names of the Executive Committee members then serving together with a list of the names of all Active Members for election. All ballots shall be returned to the Secretary of the Association not later than the date on which the Annual General Meeting for that year is held.

60. The Executive Committee shall at the Annual General Meeting count the ballots so returned and the fifteen persons with the largest number of votes shall be the newly elected Executive Committee members. In the case of two or more candidates obtaining an equality of votes, the candidate to be elected shall be determined by lot.

61. At the first meeting of the newly elected Executive Committee, the respective offices shall be elected from among the Committee members. All members of the Association shall be notified of the new office-bearers by mail. Retiring Executive Committee shall hand over their office within 14 days after the Annual General Meeting in which the new Executive Committee is elected.

Management of Moneys and Properties

62. All moneys and valuables of the Association save cash in hand not exceeding HK\$10,000 shall be deposited with such banks of high financial standing as may be directed by the Executive Committee and account books in respect of dealings with such banks shall be kept.

63. All cheques must be signed by the President or the Vice President and countersigned by the First Treasurer or the Second Treasurer or by such person or persons as may be authorised by the Executive Committee.

64. The monthly accounts of the Association shall be prepared by the Treasurer and presented at the Executive Committee Meetings. The yearly accounts shall be audited by an authorized auditor and reported at the Annual General Meeting.

65. Any expenditure not provided for in the yearly budget and exceeding HK\$1,000 must first be approved by the Executive Committee and no payment shall be made in respect of such expenditure unless prior approval has been given by the Executive Committee.

The Seal

66. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of the President or a Vice-President and the Treasurer or a Second Treasurer, and the President or Vice President and the Treasurer or Second Treasurer as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.

Accounts

67. The Executive Committee shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by the Association and the matter in respect of which the receipts and expenditure take place.
 - (b) All sales and purchases of goods by the Association, and
 - (c) The assets and liabilities of the Association.

68. The books of account shall be kept at the registered office of the Association, or at such other place or places as the Executive Committee shall think fit, and shall be open at any time to the inspection of any member of the Executive Committee.

69. The Executive Committee shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of any member and no member shall have any right of inspecting any account or book or document of the Association except as conferred by Executive Committee or by the Association in General Meetings or by the Memorandum of Association or by these presents.

70. The Executive Committee shall from time to time in accordance with Section 122 of the Ordinance cause to be prepared and laid before the Association in General Meetings such an income and expenditure account as is referred to in that Section.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meetings together with a copy of the auditor's report shall not less than 7 days before the date of meeting be sent to all persons entitled to receive notice of General Meetings of the Association.

Audit

72. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 140 and 141 of the Ordinance.

Notices

73. A notice may be given by the Association to any member either personally or by sending it by post to her registered address, or (if she has no registered address within Hong Kong) to the address if any within Hong Kong supplied by her to the Association for the giving of notices to her, or by advertisement in one local newspaper published in Hong Kong in the English language and one in Chinese.

74. Where a notice is sent by post service of notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted. A notice appearing in the local newspaper shall be deemed to have been effected on the day the advertisement appears.

75. Notice of every general meeting shall be given in the same manner hereinbefore authorised to every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.

Winding Up

76. 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.

Indemnity

77. Every committee or sub-committee member of the Association or any person (whether an officer of the Association or not) employed by the Association as auditor shall be indemnified out of the funds of the Association against all liability incurred by her as such committee or sub-committee member, office bearer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted, or in connection with any application under Section 358 of the Ordinance, in which relief is granted to her by the Court.

Names, Addresses and Descriptions of Subscribers

Lau Jink Shuet
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Chan So Hang
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Special Nurse.

Wong Po Shim
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Rowena Chu
Nursing School,
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Sister Tutor.

Names, Addresses and Descriptions of Subscribers

Leung Yuek Yin
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Chiu Wah Yan
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Assistant Sister Tutor.

Tang Bik Kit
Hong Kong Sanatorium & Hospital,
Happy Valley,
Hong Kong.
Nursing Sister.

Dated the 11th day of August, 1973.

WITNESS to the above signatures:-

(Sd.) Patrick Poon
Solicitor,
Hong Kong.