

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not

Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

HONG KONG COLLEGE OF MEDICAL NURSING LIMITED

香港內科護理學院有限公司

1. The name of the Company is “HONG KONG COLLEGE OF MEDICAL NURSING LIMITED 香港內科護理學院有限公司” (Hereinafter called “the College”).
2. The registered office of the College will be situated in Hong Kong.
3. The objects for which the College is established are:-
 - (a) to promote the advancement of the art and science of medical nursing;
 - (b) to promote excellence in nursing and health care in Hong Kong through regulating medical nursing specialists practice and professional boundaries;
 - (c) to define and promote the standards of advanced medical nursing practice and its specialties;
 - (d) to promote integrity, ethical conduct and standards in the practice of advanced medical nursing and its specialties;
 - (e) to foster the development of advanced medical nursing education in specialist areas;
 - (f) to provide education to the specialist nurses to promote professional and educational advancement in caring for the sick and in giving better service to the community;

- (g) to facilitate the exchange of information and ideas in nursing and matters concerning the nursing profession;
- (h) to involve actively in the postgraduate training of medical nurses;
- (i) to provide a high standard of quality care and better service to the community;
- (j) to protect the public by regulating standards of advanced medical nursing practice;
- (k) to advise the Hong Kong Government SAR on matters related to health regulations and to better the health service of the community of Hong Kong;
- (l) to apply for, promote and obtain any legislative or regulatory enactment, order, regulation, directive or other authorization which may seem calculated directly or indirectly to further the objects of the College;
- (m) to publicize the purpose, history, record, functions, operations, activities or achievement of the College, by whatever means or channels including, without limitation, by conferences, seminars and public forums, publication of books, periodicals or other documents, circulars or advertisements, web-page over the internet, and to stimulate support for the College;
- (n) to make provisions for the application of any of the profits, funds, monies or assets of the College to any charitable, benevolent, provident or public purposes whatsoever;
- (o) to assist, advise and provide mediation for the members of the College and to assist members in career development;
- (p) to organize and hold lectures, discussions, debates and other meetings and to arrange concerts, exhibitions, plays and cinema shows for charitable purpose;
- (q) to run any canteen or restaurant to cater for College members and for functions

sponsored by the College;

- (r) to undertake and administer any trust for charitable purposes;
- (s) to accept and receive subscriptions, donations and gifts (of whatever nature or kind) and bequests to the College for charitable purpose;
- (t) 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 College for charitable purpose;
- (u) to grant scholarships and prizes;
- (v) to manage, improve and maintain all or any part of the buildings, easements and properties of the College, 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 College may think fit;
- (w) to hire and employ all classes of persons necessary for the purposes of the College and to pay to them and to other persons in return for services rendered to the College, salaries, wages, gratuities and pensions;
- (x) to establish, promote or assist in establishing or promoting any other bodies whose objects are similar or in part similar to the objects of the College or the establishment or promotion of which may be beneficial to the College provided that the College shall not have any subsidiaries and none of the funds of the College shall be paid to 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 to its members;
- (y) to invest and deal with money of the College not immediately required, upon such security and in such manner as may from time to time be determined;
- (z) 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 College or by sale or mortgage or charge upon all or any part of the property of the College;

- (aa) 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 determined;
- (bb) to open and operate bank account or accounts with bank or banks for the purposes of the College, and for such purposes to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments; and
- (cc) 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 College 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 College would make it a trade union.

Provided that:-

- (i) In case the College shall take or hold any property which may be subject to any trusts, the College 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 College shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
 - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.
4. (a) The income and property of the College, however derived, shall be applied solely towards the promotion of the objects of the College 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 College shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the College.
- (c) No member of the Council or governing body of the College shall be appointed to any salaried office of the College, or any office of the College paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Sub-clause (e) below) shall be given by the College to any member of the Council or governing body.
- (d) Nothing herein shall prevent the payment, in good faith, by the College of reasonable and proper remuneration to any officer or servant of the College, or to any member of the College in return for any services actually rendered to the College.
- (e) Nothing herein shall prevent the payment, in good faith, by the College:-
 - (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 College 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 Limited for Hong Kong dollar loans or 12% at maximum per annum whichever is the lower on money lent;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the College or of its Council or governing body; and
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the College 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/she may receive in respect of any payment properly paid in accordance with Sub-clauses (d) and (e) above.
- 5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.
- 6. The liability of the members is limited.
- 7. Every member of the College undertakes to contribute to the assets of the College in the event of its being wound up while he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the College contracted before he/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 \$1.
- 8. If upon the dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the College but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the College 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 and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 9. True accounts shall be kept of the sums of money received and expended by the

College, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the College, 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 College for the time being in force, shall be open to inspection of the members. Once at least in every year the accounts of the College shall be examined, and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

10. The Memorandum and Articles of Association of the College 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 a Company, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Founder Members:-

(Sd.) CHENG Mei Wan, Winnie (鄭美雲)

[REDACTED]

Registered Nurse

(Sd.) CHIU Hing, Frances (趙馨)

[REDACTED]

Registered Nurse

(Sd.) WONG Yee Hing, Esther (黃綺馨)

[REDACTED]

Registered Nurse

(Sd.) KONG Lim Lim, Irene (江琳琳)

[REDACTED]

Registered Nurse

(Sd.) YEUNG Yuen Shui Lan, Sharon (楊袁瑞蘭)

[REDACTED]

Registered Nurse

(Sd.) CHAN Ming Fung, Maggie (陳明鳳)

[REDACTED]

Registered Nurse

(Sd.) LEUNG Lai Yee, Elaine (梁麗儀)

[REDACTED]

Registered Nurse

(Sd.) YEUNG Wai Fong, Ellen (楊偉芳)

[REDACTED]

Registered Nurse

(Sd.) Chan Nim Chi, Cecilia (陳念芝)

[REDACTED]

Registered Nurse

(Sd.) HUI Yin Hing (許燕卿)

[Redacted Signature]

Registered Nurse

(Sd.) KO Lui Wing Mui (高呂詠梅)

[Redacted Signature]

Registered Nurse

(Sd.) LAM Hung Suet, Conita (林鴻雪)

[Redacted Signature]

Registered Nurse

Dated the 25th day of November, 2010.

WITNESS to the above Signatures,

(Sd.) Mr. KWOK Siu Nam, Dave (郭嘯南)

Rm. 902, General Commercial Building,
156-164 Des Voeux Road, Central, Hong Kong.
Certified Public Accountant.

THE COMPANIES ORDINANCE (Chapter 32)
Company Limited by Guarantee and not
Having a Share Capital

ARTICLES OF ASSOCIATION
OF

HONG KONG COLLEGE OF MEDICAL NURSING LIMITED

香港內科護理學院有限公司

1. In these Articles,

"The College"	means the Hong Kong College of Medical Nursing Limited 香港內科護理學院有限公司.
"Ordinance"	means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).
"Articles"	means the Articles of Association of the College from time to time.
"Council"	means the Council of the College for the time being.
"A Committee"	means a full committee formed in accordance with Article 68.
"President"	means the President of the College for the time being.
"Vice President"	means the Vice-President of the College for the time being.
"Secretary"	means the Secretary of the College for the time being.
"Treasurer"	means the Treasurer of the College for the time being.
"Annual General Meeting"	means the yearly general meeting of the members of the College and also includes the First General Meeting of the College Members.
"General Meeting"	means a General Meeting of the members of the College whether annual or extraordinary.

- "Extraordinary General Meeting"** means a general meeting of the members of the College specially summoned under these Articles.
- "By-laws"** means the rules and regulations published by the Council from time to time.
- "The College Members"** means either an Ordinary Member or an Associate Member or a Fellow or a Honorary Fellow for the time being of the College.
- "Ordinary Members"** means the persons whose names appear on the Register as ordinary members of the College.
- "Associate Members"** means the persons whose name appear on the Register as associate members of the College.
- "Fellows"** means the persons whose name appear on the Register as fellows of the College.
- "Honorary Fellows"** means the persons whose name appear on the Register as honorary fellows of the College.
- "Register"** means the register of members of the College kept in accordance with Article 9.
- "Special Resolution"** have the meaning assigned thereto respectively by Section 116 of the Ordinance.
- "The Registered Office"** means the registered office for the time being of the College.
- "The Seal"** means the Common Seal of the College.
- "Month"** means calendar month.
- "In writing"** includes printed, lithographed and typewritten, or partly by one and partly by another of those means.

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.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the College.

Membership

2. The number of Members with which the Association proposes to be registered is 100,000.
3. The Association is established for the purposes expressed in the Memorandum of Association.
4. The founder members to the Memorandum of Association and such other persons as the College shall admit to membership shall be Members of the College. Membership shall be open to individuals of whatever domicile, residence or nationality, being a registered nurse in Hong Kong and holds a valid certification approved by The Nursing Council of Hong Kong. Corporate or institutional membership will not be allowed or the founder members and such other persons as the Council shall admit to membership shall be members of the College. The founder members to the Memorandum shall be entitled to be elected as Council Members. Ordinary Members can become Fellows through nomination by a Fellow and assessed by a panel for the time being.
5. Subject to the provision of paragraph 4, only Ordinary Members shall be entitled to the privileges of membership of the College and to vote in meetings; and only Fellow shall be entitled to be elected as Council Members.
6. There are three categories of earned membership and one category of honorary membership

Earned membership

- (a) Fellow

If an Ordinary Member has successfully fulfilled an assessment, conducted or recognized by the College in relation to the admission of Fellow;

or if a registered nurse has specialized and practiced in Medical nursing for 15 years or more within two years of the establishment of The Provisional Hong Kong Academy of Nursing (PHKAN) and has demonstrated significant contributions to specialty services development, and in the opinion of the Council, the conduct of his/her practice was consistently good throughout such years.

(b) Ordinary

If an Associate Member has successfully completed a Medical related specialty course or periods of training and passed such examinations held, conducted or recognized by the College in relation to the admission of members.

(c) Associate

If a registered nurse is engaged in postgraduate nursing education or in any study or other activity which is in the nature of continuing nursing education or if the Hong Kong College of Medical Nursing is satisfied that he/she is interested in such study or activity.

Honorary membership

Honorary Fellow

Person of eminence or any person who has rendered outstanding service to the art or science of nursing or to the Hong Kong College of Medical Nursing, may be admitted to the membership of the College as an Honorary Fellow.

7. Members shall pay Annual Subscription fees. The amount payable shall be prescribed by the College in General Meeting from time to time. Fees once paid are not refundable.

8. An application for membership shall be made in writing and signed by the applicant and shall be in such form as the Council may from time to time prescribe. The application form shall be submitted to the College, accompanied by a cheque or cash or by credit card of an amount equal to the entrance fee and the first year annual subscription. The Council shall have the right of either accepting or refusing any application without assigning any reason thereof. If an application is refused, the monies received by the College with the application form, subject to deduction of any administrative charges in relation to the processing of the application, shall be repaid to the applicant.
9. Upon the approval of an application for membership, the applicant shall be notified in writing and that person's name shall be entered into the Register accordingly. A copy of the Memorandum and Articles of Association and the By-laws of the College shall be forwarded to that College Member. The College shall keep a register of members which shall contain the name and address of each College Member, the date of he/she becoming a College Member and the type of Membership held.
10. Each member shall pay the annual subscription fee on each financial year on which that member's name is entered into the Register. If upon the expiry of any one year of membership, a member has failed to pay the annual subscription fee in respect of that year, the Council shall be entitled to strike the name of that member off the Register and that person shall forthwith cease to be a member of the College. A member whose name has been struck off the Register of the College for non payment of annual subscriptions shall be entitled to automatic reinstatement upon payment of the arrears.
11. If any College Member violates these Articles or the By-laws or if his/her conduct shall in the opinion of the Council be injurious to the character or interests of the College, a meeting of the Council shall be specially summoned to consider the case.

12. If the violating College Member does not explain his/her conduct to the satisfaction of the Council, the Council shall be entitled to require the College Member to resign within one month and should that person not do so his/her name shall be deleted from the Register and he/she shall *ipso facto* cease to be a College Member provided that the member affected shall have the right to appeal to the College.
13. A College Member may resign by giving one month's notice in writing to the First Secretary but he/she shall be liable for payment of any unpaid annual subscription fee for the current year in which the resignation takes place.
14. When a person ceases to be a College Member either by resignation or otherwise, the College shall not return any fees or other monies paid by such member.
15.
 - (a) All Ordinary Members who have paid their subscription fees payable from the relevant year may vote at any General Meeting and any election.
 - (b) Only Fellows who have paid up their subscription fees payable in the relevant year shall be eligible for election as member of the Council.
16. The duties and obligations of all College Members shall include:
 - (a) to abide by the constitution these Articles, and resolutions of the College and the By-laws;
 - (b) to pay the respective membership subscriptions.

General Meetings

17. The College shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the College and that

of the next. Provided that so long as the College holds its first Annual General Meeting within 18 months of its incorporation, it need 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 directors shall appoint.

18. The General Meetings referred to in Article 17 shall be called "Annual General Meeting", all other General Meetings shall be called "Extraordinary General Meetings".
19. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Council Members capable of acting to form a quorum at a meeting of the Council, any Council Member or any 2 College Members 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.

Notice of General Meetings

20. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the College 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 College in General Meeting, to such persons as are, under the articles of the College entitled to receive such notices from the College.

Provided that a meeting of the College 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.

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

Proceedings at General Meetings

22. All business shall be deemed special that is transacted at an extraordinary general meeting, and 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 and auditors, the election of the Council Members in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
23. 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; six Council Members of whom three must be office bearers together with fourteen Ordinary Members shall constitute a quorum.
24. 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 College Members, shall be dissolved; in any other case it shall stand adjourned until another day.

25. The President, or in her absence, the Vice President shall preside as chairperson at every General Meeting of the College.
26. The chairperson may, with the consent of any General 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 College Members present in person and entitled to vote, and unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the books of proceedings of the General Meeting 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 chairperson of that General Meeting 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 chairperson 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 chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Votes of Members

31. Every Ordinary Member and Fellow is entitled to have one vote. A vote may be given either in person or by proxy.
32. No Ordinary Member or Fellow shall be entitled to vote at any General Meeting unless all money payable by him/her to the College in his/her capacity as member, and which have been outstanding for more than one month after they fell due for payment, have been paid.
33. On a poll, votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy has to be a member of the College.
35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the College 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.
36. A member of unsound mind, or in respect of whom an order has been made by

any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.

37. 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 provided that no intimation in writing of such death, insanity, or revocation shall have been received by the College at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
38. Where it is desired to afford 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 College of Medical Nursing Limited

I/We _____ of _____

being a member/members of the Hong Kong College of Medical Nursing Limited, hereby appoint _____ of _____ or failing him/her 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 College 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 the resolution.

Unless otherwise instructed, the proxy will vote as he/she thinks fit.

*Strike out whichever is not desired."

39. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
40. 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 company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Election

41. All elections shall be held by written ballot once every three years and in advance of Annual General Meetings.
42. (a) The Council shall appoint an election committee (the "Election Committee") which shall consist of not less than 3 Fellows and one Ordinary Member.
- (b) The Election Committee on behalf of the Council shall be responsible for handling all matters relating to elections and shall report to the Council and College Members.
- (c) Each candidate who presents herself / himself for election shall be:
- (i) a Fellow and
 - (ii) proposed by five Ordinary Members
43. The Election Committee shall convene a meeting at the end of the election to count the ballots, and the 12-24 persons with the largest number of votes shall be the newly elected Council members. The Election Committee shall issue a certificate to the Council, signed by all members of the Election Committee,

specifying the names of all the candidates who stood for election and the number of votes cast in favour of the respective candidates. Within one month after the election is held, a special meeting of the Council shall be held and shall be attended by the newly elected Council members whereat they shall vote (subject to approval of the College in General Meeting) as to which of these persons shall fill the respective offices. All College Members shall be notified of the new office-bearers by mail / email. The members of retiring Council shall hand over their office within 14 days after the Annual General Meeting.

Governing Body

44. The governing body of the College shall have a Council consisting of not less than 12 and not more than 24 Fellow Members and comprising:
- (a) The President – who shall preside over all business Meetings of the College and coordinate its function and activities and manage its businesses;
 - (b) The Vice-Presidents – who shall preside at business Meetings and act in the absence of the President;
 - (c) Secretaries (First and Second) – who shall be responsible for correspondence and information dissemination to Members. He/She shall keep a Register of all members and take the minutes at the business Meetings;
 - (d) The Treasurers (First and Second) – who shall be responsible for the management of funds, financial matters and accounts of the College;
 - (e) The Council Members – who shall sit in the Council for various decision-makings, day-to-day running of the College and are responsible for organizing professional development activities and promoting

standards of practices. They will also participate in taking minutes at the business Meetings in the absence of the Secretaries.

45. The Council shall, through Council Meetings, manage the businesses, the activities and affairs, and conduct the day-to-day operation of the College. The Council shall define the powers, authorities, discretions and duties of the Secretary, and of other officers of the College and from time to time may alter or limit any such power, authorities, discretions and duties in any manner as they may deem desirable.
46. The First Council shall be nominated in writing by the subscribers to the Memorandum and Articles of the College. The first members of the Council will elect amongst themselves the officers of the College as set out in Article 17 at their first meeting.

Accreditation Committee

47. The Accreditation Committee comprising not less than three Fellows, one of whom shall be a Council member may from time to time be appointed by the Council. The Accreditation Committee shall recommend to the Council the admission of Ordinary Members as Fellows.

Powers and Duties of Council

48. The business of the College including its monies and properties shall be managed by the Council, who may exercise all such powers of the College as are not, by the Ordinance or by these Articles, required to be exercised by the College 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 College in General Meeting; but no regulation made by the College in General Meeting shall invalidate any prior act of the Council which would have been valid if that

regulation had not been made.

49. No salary remuneration or allowance shall be paid to the members of the Council but the principals of the College and other officers and servants employed for the purposes of the College shall be employed on such terms and on such remuneration as the Council shall from time to time determine.
50. Without prejudice to the general powers contained in the preceding Articles hereof the Council shall have power:
 - (a) to pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the College;
 - (b) to acquire by purchase or otherwise any property rights or privileges, capable of being validly acquired by the College 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 College and to give time to any debtor of the College;
 - (d) to invest or otherwise deal with the monies of the College not immediately required upon 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 College;
 - (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 Council 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 By-laws for the regulations of the affairs of the College, its officers and servants;
- (h) to make, fulfil, rescind, modify or vary any contract and do all such acts and things as they may think expedient for the purpose of the College;
- (i) to pay all costs, charges and expenses of and incidental to the carrying out the objects for which the College is established; and
- (j) from time to time, to appoint any person who may render valuable services to the College to be honorary advisers such honorary advisors shall not be entitled to vote and shall have no executive power or function.

51. The Council shall cause minutes to be made in books provided for the purpose

- (a) of all appointments of Council members made by the Council;
- (b) of the names of the Council members present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the College, and of the Council, and of committees of Council, and every Council Member present at any meeting of Council or committee of Council shall sign his/her name in a book to be kept for that purpose.

Disqualification of Members of Council

52. The office of a member of the Council shall be vacated if such member of the Council:

- (a) becomes bankrupt; or
- (b) becomes of unsound mind; or
- (c) resigns his/her office by notice in writing to the College; or
- (d) fails to attend three consecutive meetings without reasonable excuse.

Rotation of Members of Council

- 53. The term of appointment of each Council member shall be three years. A Council member may serve the same position for two terms.
- 54. The College may from time to time in General Meeting increase or reduce the number of members of the Council and may also determine in what rotation the increased or reduced number is to go out of office.
- 55. Any casual vacancy occurring in the Council shall be filled up by the Fellow who had the next largest number of votes in the last election, but the person so chosen shall be subject to retirement at the same time as if he/she had become a member of the Council on the day on which the member of the Council in whose place he/she is appointed was last elected a member of the Council.
- 56. The council may appoint any Fellow of the College to be a substitute member of the Council during the temporary absence from Hong Kong of any member of the Council or with the consent of such member during the period of his in-ability to attend meetings of the Council from any cause and the appointee while he holds office as a substitute member shall be entitled to notice of meetings of the Council and to attend and vote thereat accordingly. The substitute member shall ipso facto vacate office if and when the member he substituted returns to Hong Kong or vacates office or informs the President of his ability to resume his attendance at Council meetings.

57. A retiring Council Member shall be eligible for re-election.
58. The College at the meeting at which a Council Member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council Member shall, if offering himself/herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council Member shall have been put to the meeting and lost.
59. No person other than a Council Member retiring at the meeting shall unless recommended by the Council be eligible for election to the office of Council at any General Meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the College notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and also notice in writing signed by that person of his/her willingness to be elected.
60. The College may by special resolution remove any Council Member before the expiration of his/her period of office notwithstanding anything in these Articles or in any agreement between the College and such Council Member. Such removal shall be without prejudice to any claim such Council Member may have for damages for breach of any contract of service between him/her and the College.

Proceedings of the Council

61. The Council may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Unless otherwise determined the Council shall meet not less than four times a year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote.

62. The quorum necessary for each meeting of the Council shall be not less than 50% of the total number of Council Members.
63. If and so long as the number of members of the Council at any time fall below 12, the Council may continue to act for the purpose of increasing the number of Council members to 12 or for the purpose of summoning a General Meeting of the College but for no other purpose.
64. The Council may delegate any of their powers to Committees consisting of such members of their body as they think fit; any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the Council.
65. A resolution in writing, signed by all the Council members for the time being entitled to receive notice of a meeting of the Council members, shall be as valid and effective as if it had been passed at a meeting of the Council Members duly convened and held.
66. A 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 chairperson shall have a second or casting vote.
67. All acts done by any meeting of the Council or a 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 Council or 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 Council or Committee.
68. The decision of a 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 Council.

Management of Monies and Properties

69. All monies and valuables of the College save cash in hand not exceeding an amount approved by the Council from time to time shall be deposited with such banks of high financial standing as may be directed by the Council and account books in respect of dealings with such banks shall be kept.
70. All cheques must be signed by the President or the Vice President and countersigned by the Treasurer.
71. The monthly accounts of the College shall be prepared by the Treasurers and presented at the Council Meetings. The yearly accounts shall be audited by and authorized by the Council auditor and reported at the Annual General Meeting.
72. Any expenditure not provided for in the yearly budget and exceeding a figure stipulated annually by the Council must first be approved by the Council and no payment shall be made in respect of such expenditure unless prior approval has been given by the Council.

The Seal

73. The Seal of the College shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of the President or a Vice President and the First Treasurer or a Second Treasurer, and the President or Vice President and the First Treasurer or Second Treasurer as aforesaid shall sign every instrument to which the Seal of the College is so affixed in their presence.

Accounts

74. The Council shall cause proper books of account to be kept with respect to
- (a) all sums of money received and expended by the College and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the College; and
 - (c) the assets and liabilities of the College.
75. 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 College's affairs and to explain its transactions.
76. The books of account shall be kept at the registered office of the College, or, subject to section 121(3) of the Companies Ordinance, at such other place or places as the Council shall think fit, and shall always be open to the inspection of any member of the Council.
77. The Council 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 College or any of them shall be open to the inspection of any College Member, and no College Member shall have any right of inspecting any account or book or document of the College except as conferred by statute or authorized by the Council or by the College in General Meetings or by the Memorandum of Association or by these Articles.
78. The Council shall from time to time in accordance with sections 122, 124 and 129D of the Companies Ordinance, cause to be prepared and to be laid before the College in General Meeting such an income and expenditure account as is referred to in those sections.
79. A copy of every balance sheet (including every document required by law to be

annexed thereto) which is to be laid before the College in General Meetings, together with a copy of the Council's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the College.

Audit

80. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Companies Ordinance.

Notices

81. A notice may be given by the College to any College Member either personally or by sending it by post to him/her or to his/her registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him/her to the College for the giving of notice to him/her.
82. Where a notice is sent by post, 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 in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
83. Notice of every General Meeting shall be given in the same manner hereinbefore authorized to
- (a) every College Member except those College Members who (having no registered address within Hong Kong) have not supplied to the College an address within Hong Kong for the giving of notices to them; and
 - (b) the auditors for the time being of the College.

No other person shall be entitled to receive notices of General Meetings.

Winding Up

84. The provisions of Clause 8 of the Memorandum of Association relating the winding up or dissolution of the College shall have effect and be observed as if the same were repeated in these Articles.

Indemnity

85. Subject to Section 165 of the Companies Ordinance, every member of the Committee, Auditor and Officers for the time being of the College shall be indemnified out of the funds and assets of the College against any liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the College other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the College against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court. Provided that none of the funds or assets of the College shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Names, Addresses and Descriptions of Founder Members:

(Sd.) CHENG Mei Wan, Winnie (鄭美雲)

[REDACTED]

Registered Nurse

(Sd.) CHIU Hing, Frances (趙馨)

[REDACTED]

Registered Nurse

(Sd.) WONG Yee Hing, Esther (黃綺馨)

[REDACTED]

Registered Nurse

(Sd.) KONG Lim Lim, Irene (江琳琳)

[REDACTED]

(Sd.) YEUNG Yuen Shui Lan, Sharon (楊袁瑞蘭)

[REDACTED]

Registered Nurse

(Sd.) CHAN Ming Fung, Maggie (陳明鳳)

[REDACTED]

Registered Nurse

(Sd.) LEUNG Lai Yee, Elaine (梁麗儀)

[REDACTED]

Registered Nurse

(Sd.) YEUNG Wai Fong, Ellen (楊偉芳)

[REDACTED]

Registered Nurse

(Sd.) Chan Nim Chi, Cecilia (陳念芝)

[REDACTED]

Registered Nurse

(Sd.) HUI Yin Hing (許燕卿)

[Redacted Signature]

Registered Nurse

(Sd.) KO Lui Wing Mui (高呂詠梅)

[Redacted Signature]

Registered Nurse

(Sd.) LAM Hung Suet, Conita (林鴻雪)

[Redacted Signature]

Registered Nurse

Dated the 25th day of November, 2010.

WITNESS to the above Signatures,

(Sd.) Mr. KWOK Siu Nam, Dave (郭嘯南)

Rm. 902, General Commercial Building,
156-164 Des Voeux Road, Central, Hong Kong.
Certified Public Accountant.