

THE COMPANIES ORDINANCE (CHAPTER 622)

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

*ARTICLES OF ASSOCIATION

OF

THE HONG KONG ACADEMY OF NURSING LIMITED
香港護理專科學院有限公司

Certified by:-

Name:

Director

Date:

PRELIMINARY

1. The name of the company is “THE HONG KONG ACADEMY OF NURSING LIMITED 香港護理專科學院有限公司” (“the Academy”).
2. In these regulations unless the context otherwise requires:-

“Academy” means THE HONG KONG ACADEMY OF NURSING LIMITED 香港護理專科學院有限公司.

“President” means the President of the Council;

“Committee” means a committee appointed by the Council;

“Council” means the Council of the Academy for the time being;

“Council Meeting” means meeting of Council Members;

“Council Members” means the persons who hold office as such, having been appointed or elected to the Council in accordance with these Articles;

“Executive Committee” means the executive committee of the Council;

“Honorary Secretary” means the honorary secretary of the Council;

“Honorary Treasurer” means the honorary treasurer of the Council;

“Institutional Member” means members of the Academy who are Academy Colleges of the Academy;

* As amended by Special Resolution passed on 3rd March 2018

“Fellow Member” means members who are recognized by the Council as Fellow Members;

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation;

“Founder Members” means the founder members of the Academy;

“Vice-President” means the vice-president of the Council;

“Ordinary Members” means members of the Academy who are classified as Ordinary Members of the Academy;

“Members” shall mean Ordinary Members, Institutional Members and Fellow Members collectively;

Words importing the masculine gender include also the feminine gender.

Words importing individuals include firms, corporations and associations.

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Academy shall have in these Articles the meanings so defined.

3. The registered office of the Academy is in Hong Kong.
4. The objects for which the Academy is established are:
 - a) to promote the advancement of the art and science of nursing;
 - b) to foster the development of continuing education for nurses and midwives;
 - c) to promote the improvement of health care for Hong Kong citizens;
 - d) to promote the health care in the Hong Kong community through:
 - i. promoting integrity, ethical conduct and standards in the practice of advanced nursing and its specialties;
 - ii. fostering a spirit of collaboration among nursing and health care practitioners; and
 - iii. facilitating the exchange of information and ideas in nursing and matters concerning the nursing profession.
5. In furtherance of the objects but not otherwise, the Academy shall have the power:
 - a) To organise, monitor, assess and accredit all nursing specialist training and to oversee the provision of continuing education.
 - b) On a non-profit making basis, to sponsor, support or conduct workshops, lectures, seminars, courses, programmes of instruction, projects, or any other activity as shall be desirable for attaining the above objects;

- c) To make charitable or other donations and any gift of property (whether of real, personal or pecuniary and whether or not subject to any trust) to charitable associations and causes deemed appropriate by the Academy provided that such associations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Academy under or by virtue of Articles 7 and 8 hereof;
- d) To grant scholarship, bursaries, allowances, awards, prizes and loans to students and to contribute to or assist by the provision of grants, donations and financial assistance, including, but not limited to, giving of guarantee, or payment of passage and other monies to persons undertaking nursing education or training upon such terms as the Council members may decide provided that tight internal control is adopted on loans provided to students;
- e) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Academy and to accept subscriptions, donations, gifts (whether or not subject to any trust) for any of the objects of the Academy and to manage all properties so received and not required to be or capable of being occupied for the objects of the Academy and generally to manage, invest and expend all monies belonging to the Academy in a proper and prudent manner;
- f) To establish associations or bodies in whatever form for the purpose of furthering the objects of the Academy provided that such associations or bodies shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Academy under or by virtue of Articles 7 and 8 hereof;
- g) To purchase furniture and equipment items or take on lease or option or in exchange, or to hire or otherwise acquire any real or personal property and any rights or privileges;
- h) Subject to Article 8, to employ, hire or otherwise obtain, remunerate and provide benefits to principal, teachers, secretaries, clerks and any other person or persons for the objects of the Academy;
- i) To co-operate with individuals and other bodies, associations or organizations (whether incorporated or unincorporated) having objects similar to the objects of the Academy, with governments and with national or international organizations concerned in any way with the objects of the Academy;
- j) To enter into, make, perform and carry out contracts or arrangements of every sort and kind for the furtherance of the objects of the Academy with any person, firm, association, corporation or body and to obtain from any such body any rights, privileges and concessions which the Academy may think it desirable to obtain and in this connection and in all transactions under the terms of the Academy to do any and all things which a co-partnership or natural person could do or exercise, and which now or hereafter may be authorized by law;

- k) On a non-profit making basis, to print and publish any newspapers, periodicals, books, electronic publications or leaflets as shall be desirable for attaining the above objects;
- l) To conduct research and make reform proposals and to announce and publish such findings as shall be desirable for attaining the above objects;
- m) To borrow or raise monies required for the objects of the Academy in such manner as the Academy may think fit;
- n) To collect any monies due to the Academy and/or required for the objects of the Academy in such manner as the Academy may think fit;
- o) To invest the monies of the Academy not immediately required for its objects in or upon such investments, securities or property as the Academy may think fit in a proper and prudent manner; and
- p) To do all such lawful things as are incidental or conducive to the attainment of the above objects.

Provided always that:

- (i) If the Academy shall take or hold any property which may be subject to any trusts, the Academy shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) The objects of the Academy shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers; and
- (iii) The powers set out in section 115 of the Ordinance are now excluded.

- 6. The liability of the members is limited.
- 7. The income and property of the Academy, however derived, shall be applied solely towards the promotion of the objects of the Academy as set forth in these Articles of the Academy.
- 8. Subject to sub-articles (a) and (c) below, no portion of the income and property of the Academy 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 Academy.
 - a) Nothing in this document shall prevent the payment in good faith, by the Academy:-
 - 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 Academy or its Council or governing body at a rate per annum not exceeding two per

- cent (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 Academy 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 Academy 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.
- b) No member of the Council or the governing body of the Academy shall be appointed to any salaried office of the Academy or to any office of the Academy paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Academy to any member of the Council or the governing body.
- c) Nothing herein shall prevent the payment, in good faith, by the Academy of reasonable and proper remuneration to any officer or servant of the Academy, or to any member of the Academy not being a member of the Council or governing body of the Academy in return for any services actually rendered to the Academy.
- d) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with this article.
9. Every Member of the Academy undertakes to contribute to the assets of the Academy in the event of the same being wound up while he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Academy contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the Academy, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of One Hundred Hong Kong Dollars.
10. If upon the winding up or dissolution of the Academy 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 Academy but shall be given or transferred to other institution or institutions which have charitable objects similar to the objects of the Academy and which shall prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed on the Academy under or by virtue of Articles 7 and 8 above, such institution or institutions to be determined by the Members of the Academy at or before the time of the dissolution or 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.
11. True accounts shall be kept of the sums of money received and expended by the Academy and matters in respect of which such receipt and expenditures can take

place and of the property and other assets and liabilities of the Academy, which accounts 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 Academy for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Academy shall be examined and the correctness of the balance sheet ascertained by one or more properly authorized Auditor or Auditors.

MEMBERS

12. The number of Members with which the Academy processes to be registered is twenty thousand.
13. Members of the Academy are classified into the following categories:-
 - (a) Ordinary Members;
 - (b) Institutional Members;
 - (c) Fellow Members; and
 - (d) Honorary Fellow Members.
14. Eligibility for membership of the Academy shall be as follows:-
 - (a) A registered nurse / registered midwife admitted to practice the professions of nursing or midwifery in Hong Kong nominated by an Institutional Member shall be eligible to become an Ordinary Member of the Academy.
 - (b) A specialist college of nursing recognised by the Council shall be eligible to become an Institutional Member of the Academy.
 - (c) An Ordinary Member may apply to become a Fellow Member if such Member either : (i) has satisfactorily completed courses and training prescribed, and passed examinations conducted or recognized by respective Institutional Members may apply to become a Fellow Member of the Academy; or (ii) being a Registered Nurse or Registered Midwife, has practised in a specialized branch of nursing for not less than fifteen years, within two years of the incorporation of the Academy applies for Fellow Membership.
 - (d) Any person whose academic achievement, prominence or contribution to the profession of nursing that has been recognised by the Council shall be eligible to become an Honorary Member.

RIGHTS OF MEMBERS

- *15. All Members shall be entitled to be given notice of and to attend all general meetings, but only Institutional Members shall be entitled to vote and to nominate Fellow Members to stand for election to the Council in accordance with these Articles.
16. The rights of a Member shall be personal and shall not be transferable and shall cease

when the Member resigns or dies, or if the Membership is otherwise terminated.

- *17. The Academy may from time to time by a resolution passed at a Council Meeting appoint a person whose academic achievement, prominence or contribution to the profession of nursing is recognised by the Council as an Honorary Fellow Member. The duration of the term of office shall be the same as that of the duration of the project of their concern or as that prescribed by the Council at the time of their appointment. There shall be no limit on the number of Honorary Members. An Honorary Fellow Member shall not be entitled to vote or nominate Fellow Members to stand for election to the Council.

APPLICATION AND MEMBERSHIP FEES

- 18. The Founder Members shall be the first Members of the Academy. Every application for membership shall be made in writing in such form as the Council or a Committee set up for the purpose of handling applications for membership (the “Membership Committee”) shall from time to time prescribe.
- 19. Every application for membership Ordinary, Institutional or Fellow alike shall be considered by the Council or the Membership Committee and if the application is approved the applicant shall become a Member of the Academy upon payment of the requisite subscription fee. If the application is not approved, the Council or the Membership Committee shall not be bound to give any reason for refusing membership.
- 20. All Members, except Honorary Members shall pay an annual subscription fee as determined by the Council from time to time.
- 21. Except for Honorary Members, all Members must renew their membership every year by paying the relevant subscription fee, and by meeting any continuing education requirement as may be stipulated by the Council in by-laws from time to time.
- 22. Membership shall be deemed to have lapsed if the annual subscription fee is not paid by 1st November of the current year.

RESIGNATION OF MEMBERSHIP

- 23. Any Member may resign as a Member of the Academy by giving one month's notice in writing to the Academy of an intention to do so and upon the expiration of such notice, the Member shall cease to be a member but shall nevertheless remain liable for and shall pay to the Academy all moneys which at the time of ceasing to be a member shall be due to the Academy.

SUSPENSION AND EXPULSION

- 24. The Council may terminate the membership of or otherwise discipline any Member who has been found guilty of unprofessional conduct or otherwise by the Nursing Council of Hong Kong or the Midwives Council of Hong Kong.
- 25. If any Member violates the Articles of Association of this Academy, any by-laws

including but not limited to by-laws relating to continuing education or if the Member's conduct shall in the opinion of Council or of one-fifth of the Institutional Members of the Academy (who shall certify the same in writing to the Council) be injurious to the character or interest of the Academy or be derogatory to such Member's station in society, a Council Meeting may be convened to consider a charge or charges against the Member.

26. If the Council finds the charge or charges against the Member to be substantiated, the Council shall be entitled to suspend the membership of the Member, or call upon such member to resign, and should that Member fail to do so within a week, the Council shall be entitled to terminate the membership and the name of the Member shall be removed from the Register of Members and the Member shall *ipso facto* cease to be a Member of the Academy, provided always that the decision calling upon the Member to resign shall be supported by at least half of the Council Members present at such Council Meeting.
27. The Council may in all cases reconsider its decision upon being requested to do so in writing and signed by one-fifth of the Institutional members of the Academy provided that such request is made within fourteen days of the decision of the Council.

GENERAL MEETINGS

28. The first general meeting shall be held at such time not more than twelve months after the incorporation of the Academy, and at such place as the Founder Members of the Academy may determine.
29. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Academy must, in respect of each financial year of the Academy, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as the Council Members shall appoint.
30. The Council may, whenever it thinks fit, convene a general meeting other than the annual general meeting, and such general meeting shall also be convened on the requisition of not less than one-twentieth of the Institutional Members, and if at any time there are not within Hong Kong sufficient Council Members capable of forming a quorum, any Council Members or Institutional Members may convene such 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

31. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Academy other than an annual general meeting or a meeting for passing an ordinary resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Academy in general meeting, to such person as are, under these Articles, entitled to receive such notices

from the Academy Provided that a meeting of the Academy 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 by all Institutional Members.

32. A notice calling general meeting must:-

- (a) specify the date and time of the general meeting;
- (b) specify the place of the general meeting (and if the general meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting);
- (c) state the general nature of the business to be dealt with at the meeting;
- (d) for annual general meeting, state that the meeting is an annual general meeting; and
- (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting, include notice of the resolution and include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution.

33. Article 32(e) of these Articles does not apply in relation to a resolution of which notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance, or of which notice has been given section 615 thereof.

34. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member of the Academy entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

35. The business of an annual general meeting shall be to receive and consider the accounts, the balance sheet, and the reports of the Council and of the auditors of the Academy, and the election of Council Members and the appointment of the auditor(s). The first auditor or auditors shall be appointed by the Council.

36. Half of the total number of Institutional Members present by an authorised representative shall be a quorum. Ordinary Members and Honorary Members shall not be counted towards the quorum. No business shall be transacted at a general meeting unless the requisite quorum is present at the commencement of the meeting.

37. The President shall take the chair at every general meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, a Vice-President shall take the chair. The Vice-Presidents shall elect, among themselves, a chairman for that meeting. If the President and Vice-Presidents are not present or unwilling to act, as the case may be, the Council Members present shall elect, among themselves, a Council Member as chairman of that meeting.

38. 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, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Institutional Members present shall form a quorum.
39. The chairman of the meeting 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 15 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 business to be transacted at the adjourned meeting.
40. (a) 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 the chairman or by at least two Institutional Members present in person or by proxy, and unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minutes book of the Academy, 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.
- (b) If a poll is duly demanded it shall, subject to the provisions of Article 41, be taken at such time and in such a manner as the chairman of the meeting directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (c) 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.
41. A poll demanded on election of a chairman of the meeting or on a question of an adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time and in such manner as the chairman of the meeting directs.

VOTES OF MEMBERS

42. Each Institutional Member shall be entitled to one vote to be exercised by its authorised representative. Ordinary, Fellow and Honorary Members shall not be entitled to vote.
43. No Institutional Member of the Academy shall be entitled to vote at any general meeting unless all moneys presently payable by it to the Academy have been paid.
44. The instrument appointing an authorized representative shall be in writing, and signed and dated by the President of the Institutional Member or a person authorised by the President in writing.

45. The instrument appointing an authorized representative must be submitted to the Honorary Secretary or such other person appointed by the Council at least twenty-four hours before the time appointed for a general meeting and shall be deemed to confer authority to demand or join in demanding a poll.
46. A declaration by the chairman at any general meeting that a resolution has been carried upon the show of hands shall be conclusive and an entry to that effect in the minutes book of the Academy shall be sufficient evidence of that fact, unless immediately on such declaration a poll shall be demanded by at least five of the Institutional Members present in person.

THE COUNCIL OF THE ACADEMY

*47. (a) The Council of the Academy shall be made up as follows:-

- i. Each Institutional Member shall be entitled to appoint one Fellow Member as a Council Members;
- ii. Five Fellow Members who shall be elected by the Institutional Members at the annual general meeting;
- iii. Two persons who are not Members, to be appointed by the Council from time to time on such terms as the Council shall decide; and
- iv. The Immediate Past President;

Each Council Member shall act in a personal capacity, and not as a representative of any Institutional Member, in all the affairs of the Academy, and shall be accountable to all Members.

(b) The Council Members shall elect amongst themselves

- i. A President
- ii. up to Four Vice-Presidents
- iii. an Honorary Secretary
- iv. an Honorary Treasurer

who shall serve a term of two years from the time of the election so long as they continue to serve as a Council Member. The Council shall elect a President-elect one year ahead of the end of the current President's tenure as President, and the current President may stand for re-election to hold office for another term. The candidate with the most votes shall take office as President-elect and at the end of the tenure of the current President shall automatically take office as President for a two year tenure.

(c) The President shall act as the representative of the Academy in all its external affairs and shall have full executive powers in conducting the operation of the Academy. The President shall sign all papers in the name of the Academy and chair all general meetings, extraordinary general meetings, and Council Meetings.

*(d) The Vice-President or Vice-Presidents (if more than one) shall assist the President in the dispatch of all operations and affairs of the Academy, and in case of the President being absent for any reason, the Vice-President shall

deputise for the President. If there is more than one Vice-President, the Vice-Presidents shall elect, amongst themselves, a Vice-President to deputise for the President, failing which the Council Members shall elect, amongst the Vice-Presidents, a Vice-President to deputise for the President.

(e) The Honorary Secretary shall be responsible for the general conduct of the correspondence and operation of the Academy, the drafting of agenda, minutes of the proceedings of all meetings of the Academy and of its committees and groups if so required by the Council, the preparation and circulation of Council Members within, if possible, a fortnight of each regular meeting of the Council, of the minutes of the business transacted at the meeting, and the keeping of all books, documents, records and papers.

(f) The Honorary Treasurer shall be responsible for:

- i. the collection of all subscriptions, donations, or other monies due to the Academy and the payment of the same into the Academy's bank account or accounts;
- ii. the making of any disbursements approved by the Council;
- iii. the preparation of statement of accounts and balance sheet for submission to the annual general meeting; and
- iv. the keeping of accounts and vouchers with a statement in such form as the Council may from time to time determine of the finances of the Academy.

(g) Other Council members shall be responsible for assisting the President, the Vice-President, the Honorary Secretary, and the Honorary Treasurer in the discharge of their duties.

48. The Council may meet at any time and the Honorary Secretary shall convene a meeting upon instructions from the President, provided that the Council shall meet at least once in every three calendar months.

49. Every appointed Council Member shall, subject to the right of an Institutional Member to remove its appointed Council Member at any time, hold office for an initial term of three years. In the case of elected Council Members, the one who shall have been longest in office since last being elected shall retire at every annual general meeting, and in the case of two or more elected Council Members holding office for the same length of time, such elected Members shall draw lots among themselves as to who is shall retire, or if the Academy has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, that elected Councillor who is due to retire or is by drawing lots determined to retire must retire from office before the end of 9 months after the end of the Academy's accounting reference period by reference to which the financial year is to be determined. Each retiring elected Council Member shall be eligible for re-election. Notwithstanding anything above, every Council Member shall serve on the Council for only up to six consecutive years.

50. The Council shall cause to be kept at the registered office a register containing the names, addresses and occupations of all the Council Members and from time to time

notify the Registrar of Companies of any change in the Council as shall be required by the Ordinance.

ELECTION OF COUNCIL MEMBERS

- *51. The first Council Members of the Academy shall be appointed by the Founder Members. Such appointments shall be duly recorded in the minutes book of the Academy. The subsequent Council Members shall be elected from the general body of Fellow Members as nominated by the Institutional Members.
52. (a) The Council shall state in the notice of the annual general meeting the number of seats to be filled by elected Council Members at the annual general meeting.
- (b) The election of the Council shall take place in the following manner:-
- (i) A candidate who stands for election to the Council shall be nominated in writing and such nomination shall be signed by an officer of an Institutional Member and the written nomination shall be submitted to the Honorary Secretary at the time appointed by the Council. The nominated candidate shall sign the nomination form to signify willingness to stand for election at least two days before the commencement of the annual general meeting during which the election shall take place.
 - (ii) Proceedings at general meetings as stipulated by the Articles shall apply to election meetings in so far as they are not contrary to express provisions in this part of the Articles.
 - (iii) In any election, candidates with the highest number of votes shall be elected to fill the seat or seats to be filled.

POWER OF THE COUNCIL

53. The management of the operation and the affairs of the Academy shall be vested in the Council and the Council may exercise all the powers conferred upon it by the Articles of Association and shall have power to make such rules and regulations for the management of the Academy and may appoint Committees or form special interest groups or working parties for special purposes with such powers as it may prescribe.
54. The quorum necessary for the transaction of the business of the Council shall be half the number of Council Members for the time being. Every Council Member shall act in a personal capacity and not as a representative of any body of persons.
55. Without prejudice to the general powers contained in these Articles, the Council shall have power for furtherance of the objects of the Academy but not otherwise:-
- (a) to acquire by purchase or otherwise, any property rights or privileges, capable or being validly acquired by the Academy and to settle the consideration,

terms and conditions.

- (b) 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 Academy.
 - (c) to invest or otherwise deal with the moneys of the Academy not immediately required upon such securities and in such reasonable and prudent manner as they may think fit, and from time to time to vary or realize such investment.
 - (d) to raise or borrow any monies required for the objects of the Academy upon such reasonable and prudent terms and on such securities as may be determined and to 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 Academy.
 - (e) from time to time to make, vary and repeal by-laws for the regulation of the affairs of the Academy, its officers and staff.
 - (f) to make, fulfill, rescind, modify, or vary any contract and to do all such lawful acts and things as they may think expedient for the objects of the Academy.
 - (g) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Academy is established.
 - (h) to fix or amend the subscription fee for all or any class of Members from time to time.
56. Subject to Article 8 of these Articles, the Council may at its discretion appoint or dismiss or suspend any employee on such reasonable and proper terms and conditions as it may think fit.
57. A resolution signed by all the Council Members shall be valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.
58. A Council Member who is in any way, whether directly or indirectly, interested in a transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Academy's operations) with the Academy shall, if his interest in the transaction, arrangement or contract is material, declare the nature and extent of his interest at a meeting of the Council Members in accordance with sections 537 and 538 of the Ordinance.

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

A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

PATRONS

59. Subject to Article 8 of these Articles, the Council may at its sole discretion appoint any person as a patron of the Academy. The appointment of a Member as Patron shall not affect the rights of such member under these Articles.

COMMITTEES

60. The Council may by resolution establish or appoint such Committees for the purpose of dealing with specific departments of the work of the Academy or for any other purposes as determined by the Council. All such Committees shall report to the Council and shall act under the authority of the Council and be subject to its approval.
61. (a) The composition of a Committee shall be determined by the Council in the resolution appointing the committee. Unless appointed by the Council, members of a Committee shall elect a chairman amongst themselves.
- (b) The powers delegated to a Committee shall be specified in the resolution appointing the Committee.
- (c) The Council shall have power to dissolve or to reconstitute, or order the reconstitution of any Committee.
- (d) A copy of all communications received and sent out by the Committee shall be kept by the Honorary General Secretary. The President or a Vice-President shall have power to refer to a committee all communications and other matters which require consideration or investigation prior to these being submitted to the Council.
- (e) A Committee shall meet at the call of its chairman.
- (f) The Committee shall report their proceedings and recommendations to the Council when required by the Council for approval and confirmation.
- (g) The Council shall determine the quorum of a Committee and in the absence of such determination a majority of its members shall be a quorum.
- (h) The record and minutes of the proceedings of every meeting of a Committee shall be signed by its chairman as soon as convenient after such meeting and shall be open to the inspection of the members of the Committee and the Council, whether present at the meeting or not, unless the Committee or the Council decides otherwise.

EXECUTIVE COMMITTEE

62. (a) The Council may, by resolution, appoint any number of the Council Members to form and constitute the Executive Committee.
- (b) Unless otherwise stated in the Council's resolution, the Executive Committee

shall have all the powers of the Council for carrying out resolutions passed and the policies determined by the Council.

- (c) Unless and until the Council shall otherwise determine, Articles 60 and 61 shall apply to all meetings of the Executive Committee.

CASUAL VACANCIES

63. The Council shall have power to fill any casual vacancy among the members of Committees appointed pursuant to Article 60 hereof.

*64. In the case of vacancies on the Council, the following shall apply:

- i. In the case of a vacancy of a Fellow Member who had been appointed by an Institutional Member, that Institutional Member shall have the right to appoint a Fellow Member to fill the vacancy.
- ii. If the casual vacancy is in an elected seat, the Council shall have the power to appoint a Fellow Member to fill the vacancy, provided that the person so appointed to the Council shall hold office only until the next annual general meeting, and shall then be eligible for re-election, or if the Academy has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, the Council Member must retire from office before the end of nine months after the end of the Academy's accounting reference period by reference to which the financial year in which the Council Member was appointed is to be determined. Nevertheless, such retiring Council Member shall then be eligible for re-election, but shall not be taken into account in determining the Council Members who are to retire by rotation at such meeting.
- iii. If the casual vacancy is in an appointed seat, the Council shall have the power to appoint a person who is not a Member to fill the vacancy.

AFFILIATION

65. For the furtherance of the objects of the Academy but not otherwise, the Council shall have power to arrange affiliation with kindred associations after such affiliation has been submitted to an annual general meeting or a general meeting other than an annual general meeting of the Academy and approved by at least two-thirds of the Institutional Members present and voting.

66. The Council may by resolution from time to time make, vary and repeal by-laws requiring all Members to undertake and complete mandatory continuing education and for this purpose such by-laws may provide for the accreditation of courses and providers, and the requirement of Institutional Members to regulate the conduct of Continuing Nursing Education. Such by-laws may also provide for the powers to discipline and sanction Members in connection with any matter relating to Continuing Nursing Education including but not limited to the suspension and expulsion of Members.

MATTERS NOT DEALT WITH IN THESE ARTICLES

67. The decision of the Council shall, in all matters not definitely provided for by the foregoing Articles of Association, be final and conclusive.

SEAL

68. The Council shall provide for the safe custody of the seal and the seal shall not be used except by the authority of a resolution of the Council and in the presence of not less than two Council Members who shall sign every instrument to which the seal is affixed and every such instrument shall be duly recorded by the Honorary General Secretary or some other person appointed by the Council and such attestation shall be sufficient evidence of the authority to affix the seal.

FINANCIAL YEAR

69. The financial year of the Academy shall be determined by the Council from time to time.

MANAGEMENT OF MONEY AND PROPERTIES

- *70. The management and control of funds and moneys of the Academy shall be vested in the Council. All cheques, drafts or orders for the payment of money shall be signed by any two of the President, any of the Vice-Presidents or the Honorary Treasurer.
71. The Council shall not be responsible for any loss arising out of the discharge of their duties in accordance with the powers vested in them under the Articles of Association.

ALTERATION OF ARTICLES

72. Any of these Articles of Association may be altered, added to or removed and new regulations made to the exclusion of or in addition to all or any of the regulations of the Academy by means of special resolutions at an annual general meeting or at an extraordinary general meeting convened for the purpose.

NOTICES

73. (a) Any notice required to be served on members of the Academy shall be deemed to have been duly served on them if the same shall be advertised once in one English and one Chinese newspaper in circulation in Hong Kong.
- (b) Any notice sent by post in a prepaid letter shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted. But the accidental omission to give or the non-receipt of such notice shall not invalidate the proceedings of any meeting held in pursuance of such notice.
74. No Member who has omitted to give his address for registration shall be entitled to

receive any notice from the Academy.

WINDING-UP

75. If the Academy shall be wound up, every person who at the date of the winding-up is a Member of the Academy and every person who was a Member within a period of twelve months before such date, shall contribute to the assets of the Academy for payment of the debts and liabilities of the Academy contracted before the time at which he ceases to be a member, and of the costs charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of One Hundred Hong Kong Dollars.

INDEMNITY

76. Save and except so far as the provision of this Article shall be avoided by any provisions of the Ordinance, the committee, auditors and other staff for the time being of the Academy acting in relation to any of the affairs of the Academy, shall be indemnified and secured harmless out of the assets of the Academy from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in the respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any money or effects of the Academy shall be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys of the Academy shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own wilful neglect or default respectively.

Names, Addresses and Descriptions of Founder Members

(Sd.)	(Sd.)
Name: LUM Shun Sui Susie 林崇綏	Name: FUNG Yuk Kuen Sylvia 馮玉娟
Address: Hong Kong	Address: Hong Kong
Occupation: Registered Nurse	Occupation: Registered Nurse
(Sd.)	(Sd.)
Name: WONG Kam Yuet 黃金月	Name: SIU Lai Sheung Katherine 蕭麗嫦
Address: Hong Kong	Address: , Hong Kong
Occupation: Registered Nurse	Occupation: Registered Nurse
(Sd.)	(Sd.)
Name: TSO Shing Yuk, Alice 曹聖玉	Name: WONG Yee Hing, Esther 黃綺馨
Address: , Hong Kong	Address: , Hong Kong
Occupation: Registered Nurse	Occupation: Registered Nurse
(Sd.)	(Sd.)
Name: KO Lui Wing Mui 高呂詠梅	Name: YEUNG Kin Keung Frederick 楊建強
Address: Hong Kong	Address: Hong Kong
Occupation: Registered Nurse	Occupation: Registered Nurse

Dated the 31st day of August 2011

Names, Addresses and Descriptions of Founder Members

(Sd.)		(Sd.)	
Name:	LAI Shuet Fun Adela 黎雪芬	Name:	YUEN Chi Man Anders 源志敏
Address:	Hong Kong	Address:	Kowloon, Hong Kong
Occupation:	Registered Nurse	Occupation:	Registered Nurse
(Sd.)		(Sd.)	
Name:	CHENG Mei Wan Winnie 鄭美雲	Name:	LAW, Siu Ming Susan 羅小明
Address:	Hong Kong	Address:	Kowloon, Hong Kong
Occupation:	Registered Nurse	Occupation:	Registered Nurse
(Sd.)		(Sd.)	
Name:	Li Ping Serena 李萍	Name:	CHENG Siu Wah, Winnie 鄭少華
Address:	Kowloon, Hong Kong	Address:	Hong Kong
Occupation:	Registered Nurse	Occupation:	Registered Nurse

Dated the 31st day of August 2011