



HL7 Hong Kong Limited

(the "Society")

Agenda of Extraordinary General Meeting 2015

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting 2015 of the Society will be held on **25 March 2015** at **Training Room, 16/F, One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Kowloon, at 7:00pm** for the following purposes:

Notice is hereby given of the intention to pass the following resolution as a Special Resolution to alter the Articles of Association of the Society :

SPECIAL RESOLUTION

1. By deletion of the existing Article 1 and the substitution of the following new Article 1 therefor :

- "1. The Model Articles of Association prescribed in Schedule 3 of the Companies (Model Articles Notice Cap. 622H) or otherwise as may be contained in any Model Articles prescribed by the Financial Secretary by notice publicized in the Gazette shall not apply to the Society.

Unless otherwise defined herein, the terms used in these Articles shall be taken as having the following same respective meanings as they have when used in the Companies Ordinance, Chapter 622. In these Articles, unless there be something in the subject matter or context inconsistent therewith :

"Affiliate Agreement" shall mean the agreement entered into between HL7 and the Society effective from January 1, 2014 to December 31, 2015 as may be extended, renewed, revised or supplemented.

"AGM" shall mean an annual general meeting of the Society.

"Associate Member" shall mean a natural person or body corporate admitted as such in terms of Article 3.4;

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Tel: +852 3488 3762 Fax: +852 3743 4422 Email: info@HL7.org.hk Website: www.HL7.org.hk

“These Articles” shall mean the articles of association of the Society, as amended from time to time.

“The Auditor” shall mean the person for the time being performing the duties of Auditor.

“Board of Governors” and “Board” shall mean the board of governors of the Society for the time being.

“Bye-Laws” shall mean such bye-laws (if any) of the Society, as may or shall be made by the authority of the Board and as amended from time to time.

“Chairman” shall mean chairman of the Board for the time being.

“Committee” shall mean any committee or group formed under the authority and direction of the Board for the time being.

“Compliant Product” shall mean a product or service that implements, but does not incorporate, HL7 Copyrighted Materials in whole or in part, and provided that the HL7 Access database may not be included, either in whole or in part, in any product intended for direct or indirect commercial resale.

“Corporate Member” shall mean a body corporate admitted as such in terms of Article 3.2.

“General Meeting” shall mean an AGM or a general meeting of the Society.

“Governor” shall mean a member of the Board of Governors appointed to the Board from time to time.

“The Government” shall mean the Government of the Hong Kong Special Administrative Region.

“HL7” shall mean Health Level Seven International (formerly Health Level Seven Inc.) a body corporate incorporated in the State of Michigan, United States of America.

“HL7 Copyrighted Materials” shall mean the HL7 International Materials together with all such implementation guidelines, database, educational materials, certification testing documentation, training manuals, explanatory notes and documents, the copyright of which is owned by or licensed to HL7 and which may be used by the Society or its Members as specified in these Articles in accordance with such terms and conditions as may be imposed respectively by HL7 and/or the Society from time to time.

“HL7 International Materials” shall mean HL7 Protocol Specifications, HL7 Educational Material and Other HL7 Material.

“HL7 Protocol Specifications” shall mean the Protocol specifications which encompass the following work products developed and supported by HL7: all Versions of the HL7 messaging standard; the Clinical Document Architecture (CDA) Arden Syntax; COW specifications; Service Oriented Architecture (SOA) standards; any other normative standards subsequently released by HL7; various functional models, implementation guides, and Implementation Technology Specifications (ITS); the

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Reference Information Model (RIM); the Access database; and those informative documents initiated and balloted by the various Work Groups.

“Individual Member” shall mean a natural person admitted as such in terms of Article 3.3.

“In writing” and “written” shall mean and include written, printed, lithographed and type-written.

“Localised Standards” means such of the HL7 Copyrighted Materials or parts thereof as shall have been adapted and duly balloted by the Society pursuant to the Affiliate Agreement with HL7 and approved by HL7 for adoption and use by the Society for Hong Kong, the copyright of which belongs jointly to the Society and HL7. Use of the Localised Standards shall be subject to such terms and conditions as may be imposed by the Society from time to time on behalf of itself and HL7. For the avoidance of confusion, the Localised Standards shall not be included as part of the HL7 Copyrighted Materials.

“Members” shall mean the members of the Society for the time being as described in Article 3.

“Month” shall mean calendar month.

“The Ordinance” shall mean the Companies Ordinance (Chapter 622), and every statutory modification or re-enactment thereof for the time being in force.

“The Register” shall mean the Register of Members to be kept pursuant to Section 95 of the Ordinance.

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

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

“The Secretary” means the secretary of the Society for the time being.

“The Society” shall mean the company registered under the Ordinance as “HL7 Hong Kong Limited” under registration number 1421120.

“The Standards” shall mean the standards of health informatics as from time to time created and published by HL7, including the HL7 Protocol Specifications.

“Special Resolution” shall have the meaning assigned thereto by Section 116 of the Ordinance.

“Territory Wide Member” shall mean a body corporate admitted as such in the terms of Article 3.1.

“The Vice-Chairman” means the vice-chairman of the Board for the time being.

“Voting Member” shall mean a Member of the Society as stipulated for the time being in Article 3.1 or Article 3.2 or Article 3.3.

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Words importing the singular number only shall include the plural number and viceversa.

Words importing the masculine gender shall include the feminine and neuter gender and vice versa.

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, words or expressions defined in the Ordinance or any statutory modification thereof shall have the same meaning in these Articles.”

2. By the creation of a new Article 1.A.1 designating the name of the Society as follows :-
 - 1.A.1 The name of the Society is “HL7 Hong Kong Limited”.
3. By the creation of the following new Article 1.A.2 as the objects of the Society and for which it is established :
 - 1.A.2.1 For the promotion of health services in Hong Kong to nurture, promote and sustain standards for interoperability of healthcare information systems to improve care delivery, workflow optimisation in healthcare structures and communication, reduction of ambiguity through standardisation of acknowledged terminology and the enhancement of knowledge transfer and to take user licence from and affiliate with such development bodies in any one or more of the said fields including but without limitation the HL7 Protocol Specifications developed and continued by HL7;
 - 1.A.2.2 For the promotion of health services in Hong Kong to take up, adopt and implement appropriate measures to facilitate interoperability between all relevant stakeholder parties in definitional standards in the healthcare field extending from governments through statutory corporations and government departments to service providers in the health field and related internet service providers for the secure and stable storing, recording and recovery of healthcare information and its communication among relevant stakeholders for better and more efficient advantage of administration of all healthcare needs;
 - 1.A.2.3 In furtherance of the objects of the Society but not otherwise to review from time to time and at all times the developing processes of healthcare information systems and to take up and apply any such one or more of the same measures for the benefit of the community in relation to the better administration of healthcare and data communication relating to it and of patient’s records;

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- 1.A.2.4 In furtherance of the objects of the Society but not otherwise to formulate and assist in the formulation by others and to encourage development of the highest standards of internet usage in relation to the secure and effective electronic communication of healthcare information structures and systems;
- 1.A.2.5 In furtherance of the objects of the Society but not otherwise to explore and conduct survey or industry research in all matters related to healthcare information and development leading to appropriate exploitation of available systems and their improvement and development and in such manner and at such time or times as the Society may think fit in its entire discretion to disseminate the findings and results of such exploration, survey or research out into the public domain for public benefit;
- 1.A.2.6 For the promotion of health services in Hong Kong and of uniformly codified and applied disciplines of communication and recording of health information to exchange ideas and views and explore new technologies on internet industry with government bodies, associations of information technology and other industries worldwide, educational institutions, the media and the general public;
- 1.A.2.7 On a not-for-profit making basis to develop and provide education courses and training programs to the medical professionals for enhancing their technical skill and knowledge to effectively organise, analyse, manage, and use information through information technological means with co-operation with local or overseas educational institutes;
- 1.A.2.8 On a not-for-profit making basis to organise regular talks, seminars, forum and conference for transfer of knowledge and sharing of experience;
- 1.A.2.9 To promote education by such means the Society may think fit and in particular by the provision of scholarships, bursaries, subsidies and other allowances for any students;
- 1.A.2.10 To establish, maintain, operate, manage and carry on class or classes or school or schools where students may obtain free of charge or on moderate terms a sound general education, and to provide for the delivery and holding of lectures, exhibitions, libraries, meetings, classes and conferences calculated directly to advance education for information technology application in healthcare industry;
- 1.A.2.11 To invest or otherwise deal with funds of the Society in Hong Kong or overseas, by such resolution of the Society and in such reasonable and prudent manner as may be thought fit for the furtherance of the objects of the Society and from time to time vary or realize such

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investments;

- 1.A.2.12 To support or subscribe to any local or other charities, to grant donations for any charitable purpose and to aid in the establishment and support of any other association formed for all or any of the objects of the Society provided that none of the funds of the Society shall be paid to any association which does not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Society under or by virtue of the Clauses 1E and 1G hereof;
- 1.A.2.13 To purchase, take on lease or in exchange, hire or otherwise acquire any buildings or property real or personal whether within Hong Kong or elsewhere which may be required for or be deemed necessary or convenient for any of the objects of the Society.
- 1.A.2.14 To sell, dispose of or develop and turn to account any land within Hong Kong or elsewhere acquired by this Society or in which the Society is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, roads and conveniences and by planting, paving, draining, letting on building lease or building, agreement and by entering into contracts and arrangements of all kinds with builders, tenants and others interested in any such land provided any such transaction is requisite for any of the objects contained in this Clause.
- 1.A.2.15 To hire, occupy, equip and operate any buildings, offices, concert halls, theatres, exhibition rooms, broadcasting, television and film studios and any other land, building, premises or tenements of any kind in Hong Kong and elsewhere for the promotion of the Society's objects and activities.
- 1.A.2.16 To obtain, rent, hire, arrange and provide accommodation, board and lodging, travelling facilities, transportation and storage for persons engaged to perform, appear or assist at any activity organized by the Society and for any equipment, goods or chattels of any kind used or required by them and for that purpose to enter into agreements and contracts of all kinds with hotel, lodging house and restaurant proprietors, transportation companies by land, sea or air, packing and storage companies, warehousemen and any other person, firm or company providing facilities for the objects of the Society.
- 1.A.2.17 To acquire by purchase, or otherwise, equipment, chattels and goods to enable the Society to fulfil its objects and to sell or otherwise dispose of such equipment, chattels and goods as aforesaid.
- 1.A.2.18 In furtherance of the objects of the Society but not otherwise to enter into any arrangement the Society may deem appropriate for the storage of any property belonging to the Society or which may be used by the Society or for the maintenance or upkeep thereof.
- 1.A.2.19 To purchase or otherwise acquire, plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every description necessary or usually or normally used in connection with or for the purpose of the objects of the Society.

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- 1.A.2.20 Subject to Clause 1F hereof to retain or employ professional or technical advisers or workers, a general manager and supporting staff, upon such terms and generally as shall be deemed necessary and/or expedient for the accomplishment of the objects of the Society. Without limiting the generality of the foregoing, the Society may pay such persons reasonable salaries or fees and may provide housing and other employment benefits as it deems proper.
- 1.A.2.21 To prepare print and publish any periodicals, books, circulars, leaflets or other literature which may be thought desirable for the promotion of the objects of the Society and to distribute among its members and others, information and statistics on all matters affecting the said objects, and in these or other activities undertake the duties of advertising and publicity agents.
- 1.A.2.22 For the promotion of health services in Hong Kong and educational activities related thereto to promote and hold, either alone or in conjunction with any other corporation or association, club or person, any competition, meeting, exhibition or performance of any kind with a view to furthering the Society's objects and the raising of money for the objects of the Society and to offer, give, contribute to and distribute prizes, awards in connection therewith and to promote, give, hold or support dinners, balls, meetings, concerts and entertainments of all kinds to raise funds for any of its objects.
- 1.A.2.23 To make known by way of advertisement, or in any other way, the objects of the Society or any analogous activities, causes or projects which the Society may desire to sponsor or support.
- 1.A.2.24 For the better achievement for the benefit of the community of its exclusively charitable objects in the promotion of health services in Hong Kong and educational activities related thereto to purchase or otherwise acquire copyrights or other rights licences or interests in all kinds whatsoever in regard to the intellectual property relating to the production of training videos and materials and advertisement of the activities of the Society in furtherance of its objects and for such purposes to enter into commercial or other arrangements with relevant third party suppliers and to enter into such appropriate contracts and arrangements as may be necessary to further the charitable objects of the Society using radio, television, internet or other forms of advertising and promotion.
- 1.A.2.25 For the better funded benefit and advantage in the conduct of its licensing of or granting rights to the use of HL7 Protocol Specifications to buy, sell, manipulate and deal, either as principals or agents, both wholesale and retail, in produce, commodities, articles and things of all kinds provided any such transaction is requisite for any of the objects contained of this Clause.
- 1.A.2.26 For the better funded benefit and advantage in the conduct of its licensing of or granting rights to the use of HL7 Protocol Specifications to print, publish, distribute and sell or otherwise dispose of tickets, programmes, books, magazines, periodicals, music and other publications whatsoever of all descriptions and to acquire protective copyright for things printed and published as aforesaid.
- 1.A.2.27 To establish, promote, maintain and manage any club, association, society or other organization for the purpose of or connected with the objects of the Society.

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- 1.A.2.28 To canvass for and receive subscriptions and other contributions towards the cost of the activities of the Society and generally to raise money for the objects of the Society.
- 1.A.2.29 In furtherance of the objects of the Society but not otherwise to enter into any arrangements or contracts with any governments or authorities, municipal, local or otherwise or with any person or company that are conducive to the objects of the Society or any of them and, to obtain from any such government or authority, person or company any rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- 1.A.2.30 To obtain any order in council enactment or ordinance for enabling the Society to carry any of its objects into effect or for effecting any modification of the Society's articles or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.
- 1.A.2.31 To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations whose objects are similar or in part similar to the objects of the Society provided that no subscription shall be paid to any association which shall not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of Clauses 1E and 1G hereof out of the funds of the Society; bona fide in furtherance of the charitable objects of the Society.
- 1.A.2.32 To support and subscribe to any charitable or public body, and any institution, society or club for the furtherance of the objects of the Society and such body, institution, society or club shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society under or by virtue of Articles 1.D and 1.E of these Articles, and subject to Articles 1.D and 1.E of these Articles to give pensions, gratuities, or charitable aid to any persons who have served the Society or have actually rendered services for the Society's activities, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Society.
- 1.A.2.33 In furtherance of the objects of the Society but not otherwise to borrow with or without security or raise and give security for money by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage or charge upon all or any part of the property of the Society.
- 1.A.2.34 To draw, make, accept, endorse, discount and execute cheques, bills of exchange, promissory notes and other negotiable instrument for any purpose whatsoever.
- 1.A.2.35 To act as a trustee or undertake and execute any trust and accept any gift or donation whether or not subject to any special trust which may be directly or indirectly conducive to any of the objects of the Society.
- 1.A.2.36 To repay or refund to persons who have advanced or subscribed money for the purpose of meeting the preliminary expenses of the formation of the Society to be established as

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aforesaid the amount of the money so advanced or subscribed by them.

1.A.2.37 To issue badges, membership cards, souvenir certificates and insignia to the members of the Society and to persons and other persons affiliated in any way to the Society.

1.A.2.38 To do all or any of the above things by or through agents or otherwise and either alone or in conjunction with others.

4. By the creation and adoption of the following new Articles 1.B to 1.K :-

“1.B The liability of the Members is limited.”

“1.C Every Member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, save, not exceeding \$10.”

1.D The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in these Articles.

1.E Subject to Article 1.F below, none of the income or property of the Society may be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any members of the Society.

1.F No Governor or member of the governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Article 1.G and 1.F of these Articles) shall be given by the Society to any Governor or member of the governing body of the Society.

1.G Nothing herein shall prevent the payment, in good faith, by the Society of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society not being a Governor or member of the governing body of the Society in return for any goods supplied or any services actually rendered to the Society.

1H. Nothing herein shall prevent the payment, in good faith, by the Society :-

1.H.1 to any Member or Governor of out of pocket expenses;

1.H.2 of interest on money lent by any member of the Society or its Board as a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

1.H.3 of rent to a Member for premises let by such Member to the Society provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such Member must withdraw from any meeting at which such a

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proposal or the rent or other terms of the lease are under discussion; and

- 1.H.4 of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Society or Governor 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.
- 1.I No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses 1.G and 1.H above.
- 1.J If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be paid or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 1 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds ("Judge") as may have or acquire jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, the net assets shall be applied for charitable purposes as directed by a Judge.
- 1.K True accounts shall be kept of the sums of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with these Articles 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 Society shall be examined and the correctness of the balance sheet ascertained by one or more property qualified auditor or auditors.
5. By the deletion of existing Article 2.
6. By deletion of existing Articles 3 to 13 inclusive and the substitution of the following new Articles 2 to 13 therefor :-

"Members

2. For the purpose of registration, the Society is declared to and shall consist of not more than 1,000 Members.
3. Membership of the Society shall consist of any person (including natural person and/or body corporate) who or which shall have and shall continue to have or express and continue to express an interest in health informatics standards in Hong Kong as well as the provision of services to legitimate users and communicators of health informatics standards or other legitimate connections with the nature, promotion and development of health informatics

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standards in Hong Kong and falling within any one of the following four categories and having the rights expressly set out as follows:

- 3.1 Territory Wide Member – A Territory Wide Member shall be a body corporate which carries on operation in Hong Kong and shall have the right to (a) reproduce and distribute all HL7 Copyrighted Materials and the Localised Standards for internal use; (b) reproduce and distribute (or direct the Society to do so) the Localised Standards in Hong Kong and (c) reproduce and distribute excerpts (but not entire domains or chapters) of HL7 Copyrighted Materials to any users or customers of any Compliant Product in Hong Kong; and (d) to have its logo displayed as a Territory Wide Member on the website maintained by the Society. A Territory Wide Member shall be entitled to ten votes.
- 3.2 Corporate Member – A Corporate Member shall be a body corporate and which shall have the right to (a) reproduce and distribute all HL7 Copyrighted Materials and the Localised Standards for internal use; and (b) reproduce and distribute excerpts (but not entire domains or chapters) of the Localised Standards in Hong Kong and (c) reproduce and distribute excerpts (but not entire domains or chapters) of HL7 Copyrighted Materials to any users or customers of any Compliant Product in Hong Kong. A Corporate Member shall be entitled to one vote.
- 3.3 Individual Member – An Individual Member shall be a natural person who shall have the right an individual who as member shall be entitled to the general membership rights set out in Article 3.6 of these Articles and shall further be authorized and entitled as member to access all HL7 Copyrighted Materials (including the Standards) and the Localised Standards for personal use of that member. An Individual Member shall pay in each year an annual subscription to membership of the Society at the rate as decided by the Board of Governors in its entire discretion and be entitled to one vote for his or her membership.
- 3.4 Associate Member – An Associate Member may be a body corporate or a natural person and shall have the same rights as a Corporate Member but without the right to vote being any legal entity or person who or which shall pay an annual subscription to membership of the Society as decided by the Board of Governors in its entire discretion and who or which by virtue of Associate Membership shall be entitled to enjoy the same rights and benefits of a Corporate or Individual Member except the right to vote and the rights set out in Article 13 of these Articles and to join in activities organized by the Society at a favourable cost to be set in the discretion of the Board. The maximum number of Associate Members shall be one hundred (100).

All such categories of membership in 3.1 to 3.4 above shall pay in Hong Kong dollars such introductory fees as the Board of Governors shall at its entire discretion from time to time decide.

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- 3.5 All Members shall :-
- 3.5.1 pay all annual and other dues and fees as appropriate for the relevant membership category.
 - 3.5.2 adhere to and uphold the constitution of the Society as set out in these Articles.
 - 3.5.3 uphold and protect all existing rights of the Society.
 - 3.5.4 not without prior written approval from the Society amend in any way the Standards or the Localised Standards.
- 3.6 Subject to such terms and conditions as may be imposed by HL7 and/or the Society, all Members shall have the following rights :-
- 3.6.1 access to the Standards and the Localised Standards.
 - 3.6.2 access to the closed email lists and password protected areas in the website of the Society.
 - 3.6.3 preferential discounts in the discretion of the Board of Governors and priority for attendance at meetings, activities and training programmes organized by the Society.
 - 3.6.4 [participation in the ballot of adoption, amendment or otherwise in relation to the Localised Standards.]
4. Every application for Membership of the Society shall be in such form as the Board may from time to time prescribe and shall be made in writing and signed by the applicant.
5. Upon receipt of a valid application of membership by any persons pursuant to, inter alia, Article 4 above and upon the recommendation of one (1) existing Member, the Board shall at its discretion admit such applicant to membership, provided that the Board shall, in its sole opinion, at least be satisfied that the applicant (if such applicant is a natural person) shall, of whatever nationality, sex or age, be of good character and conduct, or (if such applicant is a body corporate) shall be of good standing in its place of incorporation and in Hong Kong, and shall be willing to abide by these Articles, the Bye-Laws and all other rules and regulations of the Society. The Board in its sole discretion may from time to time stipulate or revise the membership qualifications or requirements or vary the membership admission process and governance by Bye-Laws for the purpose and the decision of the Board on all membership matters shall be final.

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6. The benefits and rights, if any, set against each category of membership in Article 3 of these Articles, shall be subject to change or variation at the General Meeting from time to time or at any time in its entire discretion, always provided that the Board shall not be empowered to withdraw the voting rights of any Member entitled by these Articles to vote:

The Board shall from time to time, in its absolute discretion so long as the same is consistent with these Articles and the Ordinance, determine the classes of membership in or affiliated to or with the Society, including but not limited to Voting Members.

7. Members shall be registered in accordance with their category and shall be entitled to such benefits and privileges as are set out in these Articles and as the Board may set from time to time in its entire discretion.
8. Every applicant for membership shall be notified by the Board within six (6) months of submission of the application if the application is approved or rejected. The Board has the absolute discretion in refusing any application without giving any reason therefor.

Honorary Patron and Vice Patrons

9. The Board shall have power to create such Honorary or Vice Patrons or other gratuitous positions of honour in the Society and to set such admission and maintenance condition as it may from time to time determine in its entire discretion.

Fees

10. Every Member shall pay such initial fee and/or such annual subscription fee to the Society at such sum, at such time and in such manner as the Board may determine from time to time
11. No part of the initial fee or annual subscription fee shall be repayable to the Member if he ceases to be a Member. An annual subscription fee may only be refunded on a pro rata basis if the Society ceases to operate prior to the expiry of the full annual subscription term.
12. Notwithstanding any provisions to the contrary in these Articles, the Board may from time to time prescribe such fees and charges relating to the activities of and the facilities and services provided by the Society which shall apply to all Members or any class or classes thereof.

Rights and Privileges of Voting Members

13. Without prejudice to the rights and privileges conferred by the Ordinance and these Articles, every Voting Member shall enjoy the following rights and privileges:-
 - (a) to stand for election as Governor;
 - (b) to propose or vote for the election of Governors;
 - (c) to receive notices of General Meetings;
 - (d) to vote for any resolution in General Meetings; and
 - (e) to enjoy the facilities and benefits of the Society at a fee to be prescribed by the Board from time to time if applicable.

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7. The existing Articles numbered 14 to 89 shall remain and continue unamended save that the numbers thereof shall be reduced by one in each case.
8. Existing Article 90 shall be cancelled and deleted.
9. No other business.

Dated the 2 of March, 2015.

By order of the Board of Directors:

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Signed:

By order of the Board

(Sd)

Dr CP Wong
Chairman

Notes:

- (a) Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on his/her behalf. A proxy needs not be a Sponsor Member, Corporate Member or Individual Member of the Society.*
- (b) All proxy forms shall be deposited at the Society's office at Room 1207C, 12/F, Block B, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Lai Chi Kok, Kowloon not less than 48 hours before the time appointed for holding the meeting.*

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