

# THE COMPANIES ORDINANCE (CHAPTER 622)

## Company Limited by Guarantee

### ARTICLES OF ASSOCIATION

#### OF

## HONG KONG PHYSIOTHERAPY ASSOCIATION LIMITED

## 香港物理治療學會有限公司

### Part A Mandatory Articles

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#### 1. Company name

The name of the company is “Hong Kong Physiotherapy Association Limited [香港物理治療學會有限公司]”. Hereinafter called “the Association”.

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#### 2. Members’ Liabilities

The liability of the Members is limited.

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#### 3. Liabilities or Contributions of Members

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for the payment of the debts and liabilities of the Association 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 contributories among themselves, such amount as may be required not exceeding the amount specified below -

Class of Members	Full
Amount to be contributed by each of the members in this class	HKD10

Class of Members	Life
Amount to be contributed by each of the members in this class	HKD10

Class of Members	Student
Amount to be contributed by each of the members in this class	HKD10

Class of members	Associate
Amount to be contributed by each of the members in this class	HKD10

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## Part 1 Interpretation and objects

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### 1. Interpretation

- (1) In these Articles, unless the context otherwise requires -

**Annual General Meeting** (《年度會員大會》) means the Association's Annual General Meeting.

**Annual Membership Fee** (《會員年費》) means the fee is proposed by the Executive Committee and set by an ordinary resolution passed by Financial Members and must be paid by Full Members, Student Members and Associate Members by 1 April each year.

**Appointed Executive Committee member** (《任命執行委員會成員》) means a person appointed as an Executive Committee member in accordance with these Articles.

**Articles** (本《章程細則》) means the articles of association of the company.

**Association** (《學會》) means the company named "Hong Kong Physiotherapy Association Limited [香港物理治療學會有限公司]".

**Chairperson** (《會員大會主席》) means the person appointed to chair a General Meeting in accordance with these Articles and this person is usually the President.

**Company secretary** (《公司秘書》) means an elected Executive Committee member appointed by the Executive Committee as the Association's company secretary in accordance with these Articles.

**Director** (《董事》) means an Elected Executive Committee member.

**Elected Executive Committee member** (《當選執行委員會成員》) means a person elected as an Executive Committee member in accordance with these Articles.

**Elections policy** (《選舉政策》) means any policy adopted by the Executive Committee that specifies the process for the election of the President, Vice President and Elected Executive Committee positions and appointment of any Appointed Executive Committee members.

**Ethical principles** (《倫理原則》) means the principles adopted by the Association that describe expected standards of conduct for its members.

**Executive Committee** (《執行委員會》) means the Association's board of directors established in accordance with these Articles.

**Executive Committee member** (《執行委員會成員》) means a person elected or appointed to the Executive Committee in accordance with these Articles, including the President and Vice President.

**Extraordinary General Meeting** (《臨時會員大會》) means an extraordinary General Meeting of the Association.

**Financial Member** (《付費會員》) means a Full Member who has paid the Annual Membership Fee by the due date or a Life Member.

**General Meeting** (《會員大會》) means an Annual General Meeting or an Extraordinary General Meeting.

**Honorary Secretary** (《秘書》) means an elected Executive Committee member appointed by the Executive Committee as the Association's company secretary in accordance with these Articles.



**Honorary Treasurer** (《司庫》) means an elected Executive Committee member appointed by the Executive Committee as the Association's treasurer in accordance with these Articles.

**Immediate Past President** (《前任會長》) means a person appointed as immediate past president of the Association in accordance with these Articles.

**Majority** (《大多數》) means more than fifty percent.

**Member** (《會員》) means a member of the Association.

**Mental incapacity** (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

**Mentally incapacitated person** (《精神上無行為能力的人》) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering their property and affairs.

**Nominations policy** (《提名政策》) means any policy adopted by the Executive Committee that specifies the process for nominations for Executive Committee member positions, including the President and Vice President positions.

**Non-Financial Member** (《非付費會員》) means a Member who has not paid the Annual Membership Fee by the due date.

**Objects** (《宗旨》) means the Association's objects specified in these Articles.

**Ordinance** (《條例》) means the Companies Ordinance (Cap. 622).

**Ordinary resolution of the Association** (《普通決議》) means a resolution passed by a majority of votes cast by Financial Members (if the resolution is proposed at a General Meeting, this includes votes cast by Financial Members present in person and virtually, and votes cast by proxy in accordance with these Articles).

**Physiotherapists Board** (《物理治療師管理委員會》) means Physiotherapists Board established under section 5 of the Supplementary Medical Professions Ordinance (Cap. 359).

**Physiotherapy** (《物理治療》) also means Physical Therapy.

**President** (《會長》) means a person elected as president of the Association in accordance with these Articles.

**Proxy** (《代理人》) means a Financial Member authorised in accordance with these Articles to vote at a General Meeting on behalf of another Financial Member who is unable to attend the meeting.

**Quorum** (《法定人數》) means the minimum number of Financial Members or Executive Committee members who must be present at a General Meeting or an Executive Committee meeting respectively before it can officially start and before official decisions can be made. Proxies are not included in the quorum.

**Regulations** (《法規》) means any Regulations created and amended by the Executive Committee in accordance with these Articles.

**Returning Officer** (《選舉主任》) means a person appointed under Article 23 to administer the election of Executive Committee members in accordance with these Articles.

**Special resolution** (《特別決議》) means a resolution passed by at least 75% of votes cast at a General Meeting (including votes cast by Financial Members present in person and virtually, and votes cast by proxy in accordance with these Articles).

**Specialty Group** (《專研組》) means a group of the Association established in accordance with these Articles to develop and promote the advancement of physiotherapy in a specific area of interest.

**Specialty Group Executive Committee** (《專研組執行委員會》) means a Committee responsible to the Executive Committee for the strategic oversight of matters relating to its respective Specialty Group

**Vice President** (《副會長》) means a person elected as vice president of the Association in accordance with these Articles.

- (2) Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Association.
- (3) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

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## 2. Objects

The Objects of the Association are to -

- (a) promote and maintain a high standard of practice, training and education in the physiotherapy profession;
- (b) promote and protect the professional status and safeguard the professional interests and rights of the Association members;
- (c) promote legislation and practice to protect the public and the rights of all Members;
- (d) represent the physiotherapy profession in Hong Kong through negotiation, correspondence, petition or other activities;
- (e) deliver quality member services, including -
  - (i) arranging activities that facilitate connections and networking between Members;
  - (ii) circulating a journal, newsletter or similar publication to all Members;
  - (iii) promoting ongoing professional development which facilitates excellence in physiotherapy outcomes and professional accountability;
  - (iv) supporting research activity that is evidence based and drives best practice physiotherapy;
  - (v) fairly representing, promoting and safeguarding the interests of all Members, and the profession of physiotherapy;
  - (vi) prescribing, safeguarding and promoting Member adherence to the HKPA Code of Conduct;
  - (vii) investigating complaints involving Members in accordance with the principles of natural justice;
  - (viii) co-operating with regulatory authorities to resolve complaints against Members;
- (f) promote physiotherapy through conferences, seminars, meetings and lectures;
- (g) exercise any statutory functions assigned to the Association by Ordinance, Regulations, Order-in Council or otherwise; and

- (h) other activities related to the Objects determined to be appropriate by the Executive Committee or the Members.

## **Part 2 Executive Committee and Company Secretary**

### **Division 1 – Composition of Executive Committee**

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#### **3. Membership of the Executive Committee**

- (1) The Executive Committee must comprise -
- (a) the President (《會長》);
  - (b) the Vice President (《副會長》);
  - (c) 10 Elected members (《當選委員》); and
  - (d) 4 - 8 Appointed members (《任命委員》).
- (2) Subject to Article 9, the Executive Committee may include an Immediate Past President.
- (3) Subject to the limits in Article 3(1)(d), the Executive Committee may determine the number of Appointed members.
- (4) Any Appointed members of the Executive Committee are not directors for the purposes of the Ordinance.

### **Division 2 - Executive Committee Powers and Responsibilities**

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#### **4. Executive Committee general authority**

- (1) Subject to the Ordinance and these Articles, the business and affairs of the Association are managed by the Executive Committee, who may exercise all powers of the Association.
- (2) The Executive Committee members will oversee and manage the Association's activities and transactions on behalf of the Members, except for anything these Articles or the Ordinance require to be exercised or implemented by the Association's Members -
- (a) in a General Meeting; or
  - (b) through a resolution passed by the Members.
- (3) An alteration of these Articles does not invalidate any prior act of the Executive Committee that would have been valid if the alteration had not been made.
- (4) The powers given by this Article are not limited by any other power given to the Executive Committee by these Articles.
- (5) An Executive Committee meeting at which a quorum is present may exercise all powers exercisable by the Executive Committee.

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#### **5. Members' reserve power**

- (1) The Financial Members may, by special resolution, direct the Executive Committee to take, or refrain from taking, specified action.

- (2) The special resolution does not invalidate anything that the Executive Committee have done before the passing of the resolution.

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## **6. Executive Committee members may delegate**

- (1) Subject to these Articles, the Executive Committee members may, if they think fit, delegate any of the powers that are conferred on them under these Articles –
- (c) to any person or committee;
  - (d) by any means (including by power of attorney);
  - (e) to any extent and without territorial limit;
  - (f) in relation to any matter; and
  - (g) on any terms and conditions.
- (2) If the Executive Committee so specify, the delegation may authorize further delegation of the Executive Committee Members' powers by any person to whom they are delegated.
- (3) The Executive Committee may –
- (a) revoke the delegation wholly or in part; or
  - (b) revoke or alter its terms or conditions.

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## **7. Sub-committees, working groups and taskforces**

- (1) The Executive Committee may establish and appoint -
- (a) sub-committees (《委員會》) to provide advice and guidance to the Executive Committee on specific areas on an ongoing basis; and
  - (b) working groups or taskforces (《工作組》) for a defined term to provide advice and guidance to the Executive Committee on specific issues and undertake specific projects.
- (2) Any sub-committees, working groups or taskforces established under these Articles must comply with any rules determined by the Executive Committee for the conduct of their activities.

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## **8. Specialty Groups**

- (1) The Executive Committee may establish or recognize Specialty Groups based on -
- (a) the needs of the Association;
  - (b) a specific area of physiotherapy that is of interest to a group of Members; and
  - (c) any other criteria determined by the Executive Committee.
- (2) Any Specialty Groups established under these Articles must comply with any Specialty Group Regulations or guidelines determined by the Executive Committee.
- (3) The Executive Committee may remove or amend any Specialty Groups based on -
- (a) the needs of the Association; or
  - (b) any other criteria determined by the Executive Committee.

## **Division 3 – Decision-taking by Executive Committee**

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### **9. Executive Committee members to take decision collectively**

A decision of the Executive Committee may only be taken -

- (a) by a majority of the Executive Committee members at a meeting; or
- (b) in accordance with Article 10.

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### **10. Unanimous decisions**

- (1) A decision of the Executive Committee is taken in accordance with this Article when all eligible Executive Committee Members indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive Committee Member or to which each eligible Executive Committee Member has otherwise indicated agreement in writing.
- (3) A reference in this Article to eligible Executive Committee Members is a reference to Executive Committee Members who would have been entitled to vote on the matter if it had been proposed as a resolution at an Executive Committee meeting.
- (4) A decision may not be taken in accordance with this Article if the eligible Executive Committee Members would not have formed a quorum at an Executive Committee meeting

## **Division 4 – Executive Committee meetings**

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### **11. Calling Executive Committee' meetings**

- (1) The President will call at least four Executive Committee meetings per calendar year in consultation with the other Executive Committee members, based on activity levels.
- (2) The Vice President or any Elected Executive Committee member may call an Executive Committee meeting by giving notice of the meeting to the other Executive Committee members or by authorizing the Honorary Secretary to give such notice.
- (3) Notice of an Executive Committee meeting must indicate -
  - (a) its proposed date and time;
  - (b) where it is to take place, or if it is to be held using technology.
- (4) Notice of an Executive Committee meeting must be given to each Executive Committee member, but need not be in writing.

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### **12. Participation in Executive Committee meetings**

- (1) Subject to these Articles, Executive Committee members participate in an Executive Committee meeting, or part of an Executive Committee' meeting, when -
  - (a) the meeting has been called and takes place in accordance with these Articles; and

- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Executive Committee members are participating in an Executive Committee' meeting, it is irrelevant where an Executive Committee member is and how they communicate with each other.
- (3) If all the Executive Committee members participating in an Executive Committee' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

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### **13. Quorum for Executive Committee' meetings**

- (1) At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Executive Committee meetings is the majority of Executive Committee members including the President or Vice President and excluding any Appointed Executive Committee members.
- (3) When counting the number of Executive Committee members for quorum purposes, a member is present at a meeting when they can actively participate in the meeting, by -
  - (a) being physically present; or
  - (b) using any technology that gives Executive Committee members who are not physically present in the same place, a reasonable opportunity to participate in the meeting and to vote on any matters.

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### **14. Meetings if total number of Executive Committee members is less than quorum**

If the total number of Executive Committee members for the time being (including the President or Vice President and excluding any Appointed Executive Committee members) is less than the quorum required for Executive Committee meetings, the Executive Committee members must not take any decision other than a decision -

- (a) to appoint further Executive Committee members to fill casual vacancies in accordance with these Articles; or
- (b) to call for nominations so as to enable the Members to elect further Executive Committee members.

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### **15. Chairing of Executive Committee meetings**

- (1) The President shall chair all Executive Committee meetings.
- (2) If the President is not participating in an Executive Committee meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Executive Committee members may appoint one of themselves to chair it.

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### **16. Chairperson's casting vote at Executive Committee' meetings**

- (1) If the numbers of votes for and against a proposal are equal, the President or other Executive Committee member chairing the Executive Committee meeting has a casting vote.
- (2) Article 16(1) does not apply if, in accordance with these Articles, the President or other Executive Committee member chairing the Executive Committee meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

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## **17. Conflicts of interest**

- (1) This Article applies if -
  - (a) an Executive Committee member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Association that is significant in relation to the Association's business; and
  - (b) the Executive Committee member's interest is material.
- (2) The Executive Committee member must declare the nature and extent of their interest to the other Executive Committee members in accordance with section 536 of the Ordinance.
- (3) The Executive Committee member must neither -
  - (a) vote in respect of the transaction, arrangement or contract in which the Executive Committee member is so interested; nor
  - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Executive Committee member contravenes Article 17(3)(a), the vote must not be counted.
- (5) Article 17(3) does not apply to -
  - (a) an arrangement for giving an Executive Committee member any security or indemnity in respect of money lent by the Executive Committee member to or obligations undertaken by the Executive Committee member for the benefit of the Association;
  - (b) an arrangement for the Association to give any security to a third party in respect of a debt or obligation of the Association for which the Executive Committee member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
  - (c) an arrangement under which benefits are made available to Executive Committee members or former Executive Committee members of the Association, which do not provide special benefits for Executive Committee members or former Executive Committee members.
- (6) A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

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## **18. Validity of acts of Executive Committee meeting**

The acts of any Executive Committee meeting or any sub-committee meeting or the acts of any person acting as an Executive Committee member are as valid as if the Executive Committee members or the person had been duly appointed as an Executive Committee member and was qualified to be a director, even if it is afterwards discovered that -

- (a) there was a defect in the appointment of any of the Executive Committee members or of the person acting as an Executive Committee member;
- (b) any one or more of them were not eligible to be an Executive Committee member or were disqualified from being a company director;
- (c) any one or more of them had ceased to hold office as an Executive Committee member; or
- (d) any one or more of them were not entitled to vote on the matter in question.

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**19. Record of decisions to be kept**

- (1) The Honorary Secretary or another member of the Executive Committee will maintain a written record of each Executive Committee meeting (meeting notes). This will record decisions, actions, recommendations and the rationale for them only, and will not constitute a verbatim record of the discussion.
- (2) The Honorary Secretary or another member of the Executive Committee will circulate draft meeting notes to other Executive Committee members within agreed timeframes and not more than 30 calendar days after the meeting, for their confirmation.
- (3) The Executive Committee must ensure that the Association keeps a written record of every decision taken by the Executive Committee under these Articles for at least 10 years from the date of the decision.

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**20. Attendance of observers at Executive Committee meetings**

The Executive Committee may invite observers to attend any Executive Committee meeting if it is consistent with the Ordinance and the Objects of the Association.

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**21. Executive Committee expenses**

- (1) The Association may pay any travelling, accommodation and other expenses properly incurred by a President, Vice President or Executive Committee member in connection with -
  - (a) their attendance at -
    - (i) Executive Committee meetings; or
    - (ii) Meetings of sub-committees, working groups or Specialty Groups established by the Executive Committee; or
    - (iii) General Meetings;
  - (b) the exercise of their powers and the discharge of their responsibilities in relation to the Association.
- (2) Any payment under this Article must be in good faith and reasonable.

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**22. Executive Committee discretion to make further rules**

Subject to these Articles, the Executive Committee may make any rule that they think fit about -

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to Executive Committee members.

## **Division 5 – Election of Executive Committee**

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**23. Returning Officer**

- (1) The Executive Committee must appoint a Returning Officer to administer the election of Executive Committee members.
- (2) Executive Committee members and election candidates are not eligible for appointment as the Returning Officer.



- (3) The Returning Officer must establish and implement an administrative procedure that enables eligible Financial Members to nominate and elect the President, Vice President and elected Executive Committee members in accordance with these Articles.
  - (4) The procedure must -
    - (a) provide a fair and transparent process for eligible Financial Members to participate in the nomination and election of Executive Committee members;
    - (b) apply democratic principles to the nomination and election of Executive Committee members; and
    - (c) be consistent with these Articles, any nominations policy and any elections policy.
- 

## **24. Timing of election**

- (1) Subject to Article 24(2), any election for the President, Vice President or any Elected Executive Committee member position must be held at an Annual General Meeting.
  - (2) The timing of an election to fill a casual vacancy for the President, Vice President or any Elected Executive Committee member position will be determined by the Executive Committee and may be held at an Extraordinary General Meeting.
  - (3) The nominations and election to fill a casual vacancy for the President, Vice President or any Elected Executive Committee member position must be held in accordance with these Articles.
- 

## **25. Nominations**

- (1) The Executive Committee must circulate the call for nominations of eligible individuals to fill any Executive Committee member positions to all Members -
  - (a) at least 90 calendar days before the Annual General Meeting; and
  - (b) at least 90 calendar days before an election to fill any casual vacancies on an Executive Committee.
- (2) Nominations of eligible individuals to fill any Executive Committee member positions must be -
  - (a) submitted to the Returning Officer in a form approved by the Executive Committee;
  - (b) received by the Returning Officer
    - (i) at least 60 calendar days before the Annual General Meeting; and
    - (ii) at least 60 calendar days before an election to fill any casual vacancies on an Executive Committee.
- (3) Any Non-Financial Member and any person whose membership is currently suspended is not eligible to be nominated or elected to fill any Executive Committee member position.
- (4) Any person who -
  - (a) holds a position in another physiotherapy association or similar organisation in Hong Kong; or
  - (b) has held a position in another physiotherapy association or similar organisation in Hong Kong within the six months immediately before the call for nominations closes; or

- (c) has any business relationship or is involved in any other activities that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of his or her judgement in relation to the Association

is not eligible to be nominated to fill any Executive Committee member position.

- (5) If the Returning Officer does not receive any nominations for any Executive Committee position by the due date, the call for nominations will be extended by 10 calendar days.

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## **26. Election process**

All elections to fill any Executive Committee member position -

- (a) must be conducted in a manner consistent with the procedure established under Article 23;
- (b) may be conducted by electronic voting;
- (c) require voting by at least 12 Financial Members including at least 10 Financial Members who are neither Executive Committee members nor candidates for the election; and
- (d) must be decided by a majority of all votes cast by Financial Members.

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## **27. Ballot material**

The Association will send each Financial Member an email containing, or providing access to, the ballot material -

- (a) at least 30 calendar days before the Annual General Meeting; and
- (b) at least 30 calendar days before an election to fill any casual vacancies on an Executive Committee.

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## **28. Communication of results**

- (1) If the election is held as part of a General Meeting, the Returning Officer must formally notify those present at the meeting of the election results.
- (2) The Returning Officer must, within 10 days of the closing date for voting, give notice of the election results to fill a casual vacancy on the Executive Committee to -
  - (a) the other Executive Committee members;
  - (b) each person nominated to fill an Executive Committee position; and
  - (c) all Members.

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## **29. Term of office of Executive Committee member positions**

- (1) Except in relation to any person elected under Article 31(7) or Article 32(3), or to fill a casual vacancy, the term of any President, Vice President or elected Executive Committee member is four years.
- (2) Any person elected or appointed to fill a casual vacancy will hold office for the balance of the term of the position that is being filled and at the end of that term, he or she will be deemed to have served an entire term.

- (3) Except in relation to a member who fills the position of Immediate Past President, a person may remain on the Executive Committee for a maximum of three consecutive terms regardless of the position he or she holds in that period, including any term as an Appointed Executive Committee member and any partial term in a position filled as a casual vacancy.
- (4) Except in relation to a member who is named in Article 97, a person, after serving three consecutive terms as an Executive Committee member, is not eligible to be elected or appointed to the Executive Committee for at least two years after their third term ends.

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## **30. Election of President**

### **Nominations**

- (1) The Executive Committee must, at least 90 calendar days before the Annual General Meeting in the year any President's term ceases call for nominations of eligible Executive Committee members for the position of President.

### **Eligibility**

- (2) To be nominated for the position of President, a person must -
  - (a) be nominated by one Financial Member and seconded in writing by two Financial Members and
  - (b) have served at least 12 continuous months on the Executive Committee immediately prior to the closing date for nominations.
- (3) If, despite extending the call for nominations by 10 days under Article 25(5), the Returning Officer still does not receive any nominations for the President position, a person may be nominated for the position of President if they -
  - (a) have been a Financial Member for at least 12 continuous months immediately prior to the closing date for nominations; and
  - (b) are nominated by one Financial Member and seconded in writing by two Financial Members.

### **Election of President**

- (4) If only one Executive Committee member is nominated for the position of President, that Executive Committee member is automatically elected as the President.
- (5) If more than one Executive Committee member is nominated for the position of President, the Members must elect the President in accordance with these Articles.
- (6) If no Executive Committee members are nominated for the position of President, the position will be filled in accordance with Articles 30(3) and 35(1).

### **Term of President**

- (7) Except when they are elected to fill a casual vacancy, any person elected to the position of President holds office from 1 January in the year immediately following their election until 31 December in the fourth year unless they cease to hold the position earlier in accordance with these Articles.
- (8) Subject to Article 29, a person whose term as President will cease under Article 30(7) may seek re-election as President in accordance with these Articles.
- (9) The Executive Committee may invite a person whose term as President will cease under Article 30(7) to exercise an option to fill the Immediate Past President position for up to twelve months commencing on 1 January of the year after their term as President ceases.

## **President's Powers**

- (10) The President is an ex officio member of all sub-committees, working groups and Specialty Groups of the Association.
- (11) The Executive Committee members may, if they think fit, delegate any of their powers under these Articles to the President.
- (12) A President will exercise any delegated powers in accordance with the Executive Committee's direction.
- (13) The Executive Committee may revoke the delegation under Article 30(12) wholly or in part at any time

## **Cessation of President**

- (14) The Executive Committee may suspend or remove the President.
- (15) The President may resign from office at any time by giving 7 calendar days' notice to the Executive Committee.

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## **31. Election of Vice President**

### **Nominations**

- (1) The Executive Committee must, at least 90 calendar days before the Annual General meeting in the year any Vice President's term ceases, call for nominations of eligible Executive Committee members for the position of Vice President.

### **Eligibility**

- (2) To be nominated for the position of Vice President, a person must -
  - (a) be nominated by one Financial Member and seconded in writing by two Financial Members and
  - (b) have served at least 12 continuous months on the Executive Committee immediately prior to the closing date for nominations.
- (3) If, despite extending the call for nominations by 10 days under Article 25(5), the Returning Officer still does not receive any nominations for the Vice President position, a person may be nominated for the position of Vice President if they -
  - (a) have been a Financial Member for at least 12 continuous months immediately prior to the closing date for nominations; and
  - (b) are nominated by one Financial Member and seconded in writing by two Financial Members.

### **Election of Vice President**

- (4) If only one person is nominated for the position of Vice President, that person is automatically elected as the Vice President.
- (5) If more than one Executive Committee member is nominated for the position of Vice President, the Members must elect the Vice President in accordance with these Articles and any elections policy.
- (6) If no Executive Committee members are nominated for the position of Vice President, the position will be filled in accordance with Articles 31(3) and 35(2).

### **Term of Vice President**

- (7) Any person elected to the position of Vice President in 2023 holds office from 1 January 2024 until 31 December 2025 unless they cease to hold the position earlier in accordance with these Articles.
- (8) Except when they are elected under Article 31(7) or to fill a casual vacancy, any person elected to the position of Vice President holds office from 1 January in the year immediately following their election until 31 December in the fourth year unless they cease to hold the position earlier in accordance with these Articles.
- (9) Subject to Article 29 and relevant eligibility criteria, any person whose term as Vice President will cease under Article 31(7) or 31(8) may be -
  - (a) nominated for the position of President;
  - (b) nominated for the position of Vice President; or
  - (c) nominated for the position of Elected Executive Committee member; or
  - (d) appointed as an Appointed Executive Committee member.

#### **Vice President's Powers**

- (10) The Executive Committee members may, if they think fit, delegate any of their powers under these Articles to the Vice President.
- (11) A Vice President will exercise any delegated powers in accordance with the Executive Committee's direction.
- (12) The Executive Committee may revoke the delegation under Article 31(11) wholly or in part at any time.

#### **Cessation of Vice President**

- (13) The Executive Committee may suspend or remove the Vice President.

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### **32. Elected Executive Committee members**

#### **Nominations**

- (1) The Executive Committee must, at least 90 calendar days before the Annual General meeting in the year any Elected Executive Committee member's term ceases call for nominations for their position of Elected Executive Committee member.

#### **Eligibility**

- (2) To be nominated as an Elected Executive Committee member, a person must be nominated by one Financial Member and seconded in writing by two Financial Members and be -
  - (a) a current Financial Member who has been a Financial Member for at least 12 continuous months immediately prior to the closing date for nominations; or
  - (b) a current Financial Member who has been a Financial Member for a period of at least two years in the five years immediately prior to the closing date for nominations.

#### **Term of Elected Executive Committee members**

- (3) Five of the people elected to the positions of Elected Executive Committee member in 2023 hold office from 1 January 2024 until 31 December 2025 unless they cease to hold the position earlier in accordance with these Articles.

- (4) Five of the people elected to the positions of Elected Executive Committee member in 2023 hold office from 1 January 2024 until 31 December 2027 unless they cease to hold the position earlier in accordance with these Articles.
- (5) Except when they are elected under Article 32(3) or to fill a casual vacancy, an Elected Executive Committee member holds office from 1 January in the year immediately following their election until 31 December in the fourth year unless they cease to hold the position earlier in accordance with these Articles.
- (6) Subject to Article 29, a person whose term as an Elected Executive Committee member will cease under Article 32(3), 32(4) or 32(5) may be -
  - (a) nominated for the position of President;
  - (b) nominated for the position of Vice President;
  - (c) nominated for election as an Elected Executive Committee member; or
  - (d) appointed as an Appointed Executive Committee member.

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### **33. Appointed Executive Committee members**

#### **Number of Appointed Executive Committee members**

- (1) Subject to Article 3, the Executive Committee may determine the number of Appointed Executive Committee members.

#### **Appointment of Appointed Executive Committee members**

- (2) The Executive Committee may appoint any Appointed Executive Committee members in accordance with these Articles and any elections policy.

#### **Eligibility of Appointed Executive Committee members**

- (3) To be an Appointed Executive Committee member, a person must -
  - (a) be a Financial Member; and
  - (b) have skills and expertise in areas identified by the Executive Committee.

#### **Term of Appointed Executive Committee members**

- (4) Except when they are appointed to fill a casual vacancy, an Appointed Executive Committee member holds office from the date decided by the Executive Committee at the time of their appointment and holds office for up to four years ending on 31 December in the final year of their term unless they cease to hold the position earlier in accordance with these Articles.
- (5) Subject to Article 29, a person whose term as an Appointed Executive Committee member will cease under Article 33(4) may be -
  - (a) nominated for the position of President;
  - (b) nominated for the position of Vice President;
  - (c) nominated for election as an Elected Executive Committee member; or
  - (d) appointed as an Appointed Executive Committee member.

#### **Limitation of Powers of Appointed Executive Committee members**

- (6) Appointed Executive Committee members are not directors under the Ordinance and are not entitled to participate in Executive Committee decisions on governance, financial or operational matters, but may participate in Executive Committee discussions about these matters.
- (7) Appointed Executive Committee members are entitled to participate in Executive Committee discussion and decisions on any matters not covered by Article 33(6).

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#### **34. Termination of Executive Committee member's appointment**

A person ceases to be an Executive Committee member if the person -

- (a) ceases to be a Member;
- (b) dies;
- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than six months has been absent, without the Executive Committee's permission, from Executive Committee meetings held during that period; or
- (f) is removed from the office of President, Vice President or Elected Executive Committee member by an ordinary resolution of the Association.

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#### **35. Filling casual vacancy of Executive Committee member positions**

- (1) If the President position is vacant under Article 30(3) or becomes vacant before the President's term is due to end under Articles 30 or 97, the Vice President will fill the President position on a temporary basis for up to six months and an election will be held to fill the President position as a casual vacancy in accordance with these Articles.
- (2) If the Vice President position is vacant under Article 31(3) or becomes vacant before the Vice President's term is due to end under Articles 31 or 97, the President and other Executive Committee members will appoint an Elected Executive Committee member to fill the Vice President position on a temporary basis for up to six months and an election will be held to fill the Vice President position as a casual vacancy in accordance with these Articles.
- (3) If an Elected Executive Committee member position becomes vacant before the member's term is due to end under Articles 32 or 97, the Executive Committee will appoint an Appointed Executive Committee member to fill the Elected Executive Committee member position on a temporary basis for up to six months and an election will be held to fill the Elected Executive Committee member position as a casual vacancy in accordance with these Articles.
- (4) If an Appointed Executive Committee member position becomes vacant before the member's term is due to end under Articles 33 or 97, the Executive Committee will consider the number of Appointed Executive Committee Members in accordance with Article 33 and decide -
  - (a) not to appoint a person to the vacant position; or
  - (b) fill the position as a casual vacancy in accordance with these Articles.

- (5) Any Executive Committee Member appointed to fill a vacancy on a temporary basis under this Article must return to their elected position when the casual vacancy is filled and within six months of the start of the temporary arrangement.

## **Division 6 – Directors’ Indemnity and insurance**

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### **36. Indemnity**

- (1) A director or former director of the Association may be indemnified out of the Association’s assets against any liability incurred by the director to a person other than the Association or an associated Association of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated Association (as the case may be).
- (2) Article 36(1) only applies if the indemnity does not cover -
- (a) any liability of the director to pay -
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by the director -
    - (i) in defending criminal proceedings in which the director is convicted;
    - (ii) in defending civil proceedings brought by the Association, or an associated Association of the Association, in which judgment is given against the director;
    - (iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated Association of the Association, in which judgment is given against the director;
    - (iv) in defending civil proceedings brought on behalf of an associated Association of the Association by a member of the associated Association or by a member of an associated Association of the associated Association, in which judgment is given against the director; or
    - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in Article 36(2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of Article 36(3), a conviction, judgment or refusal of relief -
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of Article 36(4)(b), an appeal is disposed of if -
- (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.



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### **37. Insurance**

The Executive Committee members may decide to purchase and maintain insurance, at the Association's expense, for any Executive Committee member against -

- (a) any liability to any person attaching to the Executive Committee member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Association; or
- (b) any liability incurred by the Executive Committee member in defending any proceedings (whether civil or criminal) taken against the Executive Committee member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Association.

## **Division 7 – Company Secretary**

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### **38. Appointment and removal of company secretary**

- (1) The Executive Committee must appoint an elected Executive Committee member as the Association's company secretary for a term and on conditions that they think fit.
- (2) The Executive Committee may remove a company secretary appointed by them.

## **Part 3 Members**

### **Division 1 - Becoming and Ceasing to be Member**

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### **39. Application for membership**

A person may become a member of the Association only if -

- (a) that person has completed an application for membership in a form approved by the directors; and
- (b) the directors have approved the application.

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### **40. Application procedure**

Any person seeking admission or re-admission as a Member must -

- (a) apply to the Executive Committee addressing the eligibility criteria for their preferred membership category using a form approved by the Executive Committee;
- (b) make a declaration about whether their registration as a physiotherapist in Hong Kong has been cancelled for disciplinary reasons; and
- (c) provide any other verifiable evidence that the Executive Committee requests to assess the person's eligibility for membership.

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### **41. Approval by Executive Committee**

- (1) The Executive Committee may approve an application for membership if it determines the person -

- (a) has paid any required fee;
    - (b) meets the eligibility criteria for the applicant's preferred membership category; and
    - (c) is not ineligible under Article 51.
  - (2) The Executive Committee or their delegate must notify the applicant of the Executive Committee's approval decision.
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#### **42. Refusal by Executive Committee**

- (1) The Executive Committee may refuse an application for membership if it determines the person does not meet any of the requirements listed in Article 41(1).
  - (2) The Executive Committee or their delegate must notify the applicant of the Executive Committee's refusal decision, including the reasons, and provide information about any procedures for the person to appeal the refusal decision.
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#### **43. Termination of membership**

- (1) A member may withdraw from membership of the Association by giving seven days' notice to the Association in writing.
  - (2) Membership is not transferable.
  - (3) A person's membership terminates when that person dies or ceases to exist.
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#### **44. Suspension and cancellation of membership**

- (1) The Executive Committee may suspend some or all the membership rights of any Member -
    - (a) pending a decision by the Physiotherapists Board, or other statutory body on matters related to unprofessional conduct; or
    - (b) pending the outcome of an alleged breach of these Articles including breaches of the Association's code of conduct, ethical principles or practice standards.
  - (2) The Executive Committee may suspend some or all the membership rights of any Member, or cancel a person's membership because the person -
    - (a) engaged in any conduct determined by the Physiotherapists Board, or other statutory body to be unprofessional conduct;
    - (b) made a declaration that their registration as a physiotherapist in Hong Kong has been cancelled for disciplinary reasons;
    - (c) engaged in conduct determined by the Executive Committee to be discreditable to the Association, its Members or the physiotherapy profession;
    - (d) did not comply with their obligations under these Articles including breaches of the Association's code of conduct, ethical principles or practice standards; or
    - (e) provided false or misleading information in their application for membership.
  - (3) The Executive Committee or their delegate must notify the person of the Executive Committee's decision to suspend their membership rights or cancel their membership, including the reasons, and provide information about any procedures for the person to appeal the decision.
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- (4) The Executive Committee or their delegate must remove a person's name from the register of Members as soon as practicable after their membership ceases.

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#### **45. Appeal a decision to refuse, suspend or cancel membership**

- (1) If any person receives notice of the Executive Committee's decision to suspend their membership rights or cancel their membership, the person may, within 30 calendar days of the date the Association issues the notice, lodge a written appeal about the decision (**the Appeal**) to the Association.
- (2) The Executive Committee must, if reasonably possible, review and consider the Appeal at the next Executive Committee meeting after the Association receives the Appeal.
- (3) The Executive Committee may decide to -
- (a) approve the person's application for membership; or
  - (b) reinstate the person's membership; or
  - (c) affirm the decision to refuse, suspend or cancel their membership.
- (4) The Executive Committee or their delegate must notify the person of the Executive Committee's decision under Article 45(3).
- (5) The Executive Committee's decision under Article 45(3) is final.

### **Division 2 – Membership categories and fees**

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#### **46. Membership categories**

- (1) Members of the Association are divided into four categories -
- (a) Full Member (《會員》);
  - (b) Life Member (《永久會員》);
  - (c) Student Member (《學生會員》); and
  - (d) Associate Member (《準會員》).

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#### **47. Full Member**

- (1) To be a Full Member, a person must, subject to Article 51 -
- (a) be registered as a physiotherapist with the Physiotherapists Board;
  - (b) have at any time been registered with the Physiotherapists Board; or
  - (c) have, within the previous twelve months, graduated from a program of study approved by the Physiotherapists Board for full registration.

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#### **48. Life Member**

- (1) To be a Life Member, a person must -
- (a) be a Full Member or be eligible for admission as a Full Member; and

- (b) pay the Life Membership Fee.

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#### **49. Student Member**

- (1) To be a Student Member a person must be enrolled in a physiotherapy program -
  - (a) that is recognised for registration with the Physiotherapists Board;
  - (b) that has applied for accreditation by the Physiotherapists Board; or
  - (c) that is recognised by the Executive Committee.
- (2) A person who is eligible for admission under any other membership category is ineligible as a Student Member.

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#### **50. Associate Member**

- (1) To be an Associate Member a person must have graduated from a physiotherapy program -
  - (a) that does not qualify them to be a Full Member or a Life Member; and
  - (b) that is recognised by the Executive Committee.
- (2) A person who is currently registered as a physiotherapist with the Physiotherapists Board is ineligible as an Associate Member.

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#### **51. Ineligibility**

Despite being eligible for admission to membership under any category, a person whose registration as a physiotherapist in Hong Kong has been cancelled for disciplinary reasons is not entitled to be admitted and must not be admitted to any membership category until their registration as a physiotherapist in Hong Kong is reinstated.

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#### **52. Life Membership Fees**

- (1) The Life Membership fee is the fee for the Life Member category of membership.
- (2) The Life Membership fee is proposed by the Executive Committee and set by an ordinary resolution of the Association.
- (3) The Life Membership fee must be paid before the Member is admitted to the Life Member category of membership.

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#### **53. Annual Membership Fees**

- (1) Each Member who is not a Life Member must pay any Annual Membership Fee.
- (2) The Annual Membership Fee for each membership category is proposed by the Executive Committee and set by an ordinary resolution of the Association.
- (3) The Executive Committee may propose that no annual membership fee is payable for one or more membership categories.
- (4) Any Annual Membership Fee is due on 1 April each year.
- (5) A Member who has not paid the Annual Membership Fee in full by 1 April -

- (a) becomes a Non-Financial Member until 30 April;
  - (b) becomes a Financial Member if they are a Full Member and pay the Annual Membership Fee in full before 1 May; and
  - (c) immediately and automatically ceases to be a Member on 1 May if they have not paid the Annual Membership Fee in full before 1 May.
- (6) A Non-Financial Member is not entitled to propose motions at General Meetings, be nominated for election, nominate or vote.
- (7) The Executive Committee may reinstate the membership of a person who ceases to be a Member under Article 53(5) if the person -
- (a) pays the Annual Membership Fee in full before 1 June and meets their other obligations under Article 55; or
  - (b) seeks re-admission as a Member and meets the eligibility criteria for the relevant membership category and has paid the required fees, including the Annual Membership Fee and any reinstatement fee set by the Executive Committee.
- (8) Any reinstatement fee set by the Executive Committee must be fair and reasonable in the circumstances and must not exceed the Annual Membership Fee in effect on the date the person seeks reinstatement.

### **Division 3 – Members’ rights and obligations**

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#### **54. Members’ rights**

- (1) Each Full Member is entitled to -
- (a) attend and speak at all General Meetings;
  - (b) subject to meeting relevant eligibility criteria, be nominated for election to fill any Executive Committee position;
  - (c) subject to any restrictions on the individual’s rights under these Articles, propose motions at all General Meetings and vote;
  - (d) use the post-nominal MHKPA (Member of the Hong Kong Physiotherapy Association 香港物理治療學會會員);
  - (e) receive any official journal and other publications of the Association; and
  - (f) exercise any other rights agreed by an ordinary resolution of the Association.
- (2) Each Life Member is entitled to -
- (a) attend and speak at all General Meetings;
  - (b) subject to meeting relevant eligibility criteria, nominate for election to fill any Executive Committee position;
  - (c) subject to any restrictions on the individual’s rights under these Articles, propose motions at all General Meetings and vote;

- (d) use the post-nominal MHKPA (Member of the Hong Kong Physiotherapy Association 香港物理治療學會會員);
  - (e) receive any official journal and other publications of the Association; and
  - (f) exercise any other rights agreed by an ordinary resolution of the Association.
- (3) Each Student Member may -
- (a) attend and speak at all General Meetings;
  - (b) subject to meeting relevant eligibility criteria, be appointed by the Executive Committee to serve on any working group or taskforce;
  - (c) receive any official journal and other publications of the Association; and
  - (d) exercise any other rights agreed by an ordinary resolution of the Association.
- (4) Each Associate Member may -
- (a) attend and speak at all General Meetings;
  - (b) subject to meeting relevant eligibility criteria, be appointed by the Executive Committee to serve on any working group or taskforce;
  - (c) receive any official journal and other publications of the Association; and
  - (d) exercise any other rights agreed by an ordinary resolution of the Association.

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## **55. Members' Obligations**

- (1) These Articles constitute a contract between each Member and the Association, and each Member agrees to be bound by these Articles and any Regulations.
- (2) All Members must -
  - (a) comply with and observe these Articles, any Regulations and any ordinary resolution of the Association;
  - (b) continue to meet the eligibility criteria specified in these Articles as attaching to their category of membership;
  - (c) comply with any code of conduct, ethical principles or practice standards adopted by the Association through an ordinary resolution of the Association;
  - (d) make an annual declaration about whether their registration as a physiotherapist in Hong Kong has been cancelled for disciplinary reasons;
  - (e) advise the Executive Committee, in confidence, if the Physiotherapists Board, or other statutory body is investigating the person in relation to an allegation of unprofessional conduct;
  - (f) pay all fees specified in these Articles by the due date; and
  - (g) meet all requirements specified in these Articles and any Regulations as attaching to their category of membership.

## **Division 4 - Organization of General Meetings**

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## **56. Annual General Meetings**

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a General Meeting as its Annual General Meeting in accordance with section 610 of the Ordinance.
- (2) The Executive Committee -
  - (a) must convene a meeting under Article 56(1) every calendar year; and
  - (b) determine the dates and times of each Annual General Meeting; and
  - (c) determine if the meeting will be held face to face or virtually using technology.

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## **57. Other General Meetings**

- (1) If the directors are required to call a General Meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (2) If the directors do not call a General Meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a General Meeting in accordance with section 568 of the Ordinance.
- (3) A General Meeting other than a meeting convened under Article 56 is an Extraordinary General Meeting.
- (4) The Executive Committee may convene an Extraordinary General Meeting at the request of -
  - (a) 10 Full Members; or
  - (b) a majority of the Executive Committee members.
- (5) A request under Article 57(4) must be sent to the Executive Committee by email and must state the proposed agenda item(s).
- (6) The Executive Committee must notify all Members about any request under Article 57(4) within 30 calendar days of receiving such a request.

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## **58. Standing agenda items for Annual General Meetings**

The following matters must be included in the agenda for every Annual General Meeting, unless the Executive Committee decides -

- (a) to approve and adopt the minutes of the previous Annual General Meeting or Extraordinary General Meeting;
- (b) to approve and adopt the financial report of the previous financial year;
- (c) to approve and adopt the President's report;
- (d) to receive and approve the Executive Committee reports;
- (e) to receive the report of the business of the Association of the previous year;
- (f) to appoint, as recommended by Executive Committee, the Association's auditor;
- (g) to appoint, as recommended by Executive Committee, any adviser to the Association;

- (h) to elect Executive Committee members in accordance with these Articles and any elections policy;
- (i) to appoint any Executive Committee members in accordance with these Articles;
- (j) to amend these Articles, if necessary;
- (k) to consider any other business allowed by the President;
- (l) to consider any proposed motions or proposed resolutions included in the agenda; and
- (m) any other matters for which notices have been provided in accordance with these Articles.

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## **59. Notice of General Meetings**

- (1) An Annual General Meeting must be called by notice of at least 90 days in writing.
- (2) A General Meeting other than an Annual General Meeting must be called by notice of at least 90 days in writing.
- (3) The notice is exclusive of -
  - (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must -
  - (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting or advise that the meeting will be held virtually using technology);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting;
  - (e) a dedicated electronic address for the Executive Committee or their delegate to receive any information and documents sent by Members in electronic form; and
  - (f) where applicable, a reminder that a Member is not entitled to vote until they have paid the Annual Membership fee.
- (5) Members and the Executive Committee must notify the Honorary Secretary or another delegate of the Executive Committee of any proposed resolutions or motions for inclusion in the agenda at least 60 calendar days before an Annual General Meeting.
- (6) The Executive Committee or their delegate must notify every Member of the following matters at least 30 calendar days before a General Meeting -
  - (a) the rules of procedure determined by the Executive Committee for that General Meeting;
  - (b) the agenda items;
  - (c) details of nominees for any elections at the meeting;
  - (d) if a resolution (whether or not a special resolution) is intended to be moved at the meeting -



- (i) include notice of the resolution; and
    - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (e) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution;
  - (f) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (7) Article 59(6)(d) does not apply in relation to a resolution of which -
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under section 615 of the Ordinance.
- (8) Despite the fact that a General Meeting is called by shorter notice than that specified in this Article, it is regarded as having been duly called if it is so agreed -
- (a) for an Annual General Meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

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## **60. Persons entitled to receive notice of General Meetings**

- (1) Notice of a General Meeting must be given to -
- (a) every member;
  - (b) every director; and
  - (c) every Executive Committee member who is not a director.
- (2) If notice of a General Meeting or any other document relating to the meeting is required to be given to a member, the Association must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

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## **61. Accidental omission to give notice of General Meetings**

Any accidental omission to give notice of a General Meeting to, or any non-receipt of notice of a General Meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

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## **62. Attendance and speaking at General Meetings**

- (1) A person is able to exercise the right to speak at a General Meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a General Meeting when -
- (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Executive Committee members may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a General Meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

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### **63. Quorum for General Meetings**

- (1) Twelve members – at least two Executive Committee members plus at least 10 Financial Members who are not Executive Committee members - present in person constitute a quorum at a General Meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- (3) If a General Meeting is held virtually, a Financial Member who joins the meeting using the relevant technology is taken to be present at the General Meeting.
- (4) The chairperson will count the number of individuals present at a General Meeting.

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### **64. Chairing General Meetings**

- (1) If the President is present at a General Meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a General Meeting must elect one of themselves to be the chairperson if -
  - (a) there is no President;
  - (b) the President is not present within 15 minutes after the time appointed for holding the meeting;
  - (c) the President is unwilling to act; or
  - (d) the President has given notice to the Association of the intention not to attend the meeting.
- (3) The Full and Life Members present at a General Meeting must elect one of themselves to be the chairperson at that meeting if -
  - (a) no director is willing to act as chairperson; or
  - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a General Meeting by a resolution of the Association passed at the meeting.

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### **65. General Meeting rules of procedure**

- (1) Each General Meeting is conducted in accordance with the rules of procedure determined by the Executive Committee and circulated to Members in accordance with these Articles.

- (2) If the rules of procedure do not cover a matter arising during a General Meeting, the chairperson must determine the rules for that matter.

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## **66. Attendance and speaking by non-members**

- (1) Directors may attend and speak at General Meetings, whether or not they are members of the Association.
- (2) The chairperson of a General Meeting may permit other persons to attend and speak at a General Meeting even though they are not -
- (a) members of the Association; or
  - (b) otherwise entitled to exercise the rights of members in relation to General Meetings.
- (3) Non-members in attendance at a General Meeting are -
- (a) not counted for the purposes of a quorum; and
  - (b) not entitled to propose or second motions or vote at the meeting.

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## **67. Adjournment**

- (1) If a quorum is not present within half an hour from the time appointed for holding a General Meeting, the meeting must -
- (a) if called on the request of members, be dissolved; or
  - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Executive Committee determines.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, seven individuals will constitute a quorum – at least two Executive Committee members plus at least five Financial Members who are Executive Committee members.
- (3) The chairperson may adjourn a General Meeting at which a quorum is present if -
- (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a General Meeting if directed to do so by the meeting.
- (5) When adjourning a General Meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the General Meeting may be transacted at the adjourned meeting.
- (7) If a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a General Meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

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**68. Use of technology for General Meetings**

- (1) The Executive Committee may decide any General Meeting will be held using any technology that -
  - (a) gives the Members present a reasonable opportunity to participate in proceedings;
  - (b) enables the chairperson to be aware of proceedings; and
  - (c) enables Financial Members to vote in accordance with the rules of procedure for that General Meeting.

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**Division 5 - Voting at General Meetings**

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**69. General rules on voting at a General Meeting**

- (1) Votes on any proposed resolution, or motion put to the vote at a General Meeting, must be cast in accordance with the rules of procedure for that General Meeting.
- (2) The rules of procedure may allow Financial Members to cast their vote by a show of hands, by a ballot, by proxy or by using electronic voting (including votes cast by Financial Members present in person and virtually).

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**70. Errors and disputes**

- (1) Any objection to the qualification of any person voting at a General Meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

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**71. Demanding a poll**

- (1) A poll on a resolution may be demanded -
  - (a) in advance of the General Meeting where it is to be put to the vote; or
  - (b) at a General Meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by -
  - (a) the chairperson of the meeting;
  - (b) at least two members present in person or by proxy; or
  - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

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**72. Number of votes a member has**

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- (1) Subject to Article 72(2), (3) and (4), every person present in person or via technology at a General Meeting who is -
  - (a) a Financial Member; or
  - (b) an authorised proxy of a Financial Member,has one vote.
- (2) A person is not entitled to vote or be an authorized proxy if they -
  - (a) are a Non-Financial Member, Student Member or Associate Member; or
  - (b) their membership is currently suspended.
- (3) A Financial Member who is an authorized proxy under these Articles has one additional vote for each Financial Member that has authorized the person to act as their proxy at that General Meeting.
- (4) If there is an equal number of votes for and against any motion or resolution, the chairperson has a casting vote.
- (5) The chairperson does not have a casting vote in any election.

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### **73. Votes of mentally incapacitated members**

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

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### **74. Outcome of voting**

Unless stated otherwise in these Articles or the Ordinance, any proposed resolution or motion put to the vote is passed if a majority of votes cast (including votes cast by Financial Members present in person and virtually, and votes cast by proxy in accordance with these Articles) are in favour of the proposed resolution or motion.

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### **75. Voting by proxy**

A Financial Member who is unable to attend a General Meeting may appoint another Financial Member who is participating in the meeting to act as their proxy.

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### **76. Content of proxy notices**

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) that -
  - (a) states the name and address of the Financial Member appointing the proxy;
  - (b) identifies the person appointed to be that Financial Member's proxy and the General Meeting in relation to which that person is appointed;
  - (c) is authenticated, or is signed on behalf of the Financial Member appointing the proxy; and
  - (d) is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the General Meeting in relation to which the proxy is appointed.

- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Association requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a General Meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as -
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the General Meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

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#### **77. Execution of appointment of proxy on behalf of member appointing the proxy**

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

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#### **78. Delivery of proxy notice and notice revoking appointment of proxy**

- (1) A proxy notice does not take effect unless it is received by the Association -
  - (a) for a General Meeting or adjourned General Meeting, at least five calendar days before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Association -
  - (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

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#### **79. Effect of member's voting in person on proxy's authority**

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the Financial Member who has appointed the proxy -
  - (a) attends in person the General Meeting at which the resolution is to be decided; and
  - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of the member.

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**80. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy**

- (1) A vote given in accordance with the terms of a proxy notice is valid despite -
  - (a) the previous death or mental incapacity of the member appointing the proxy; or
  - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Article 80(1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Association -
  - (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

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**81. Amendments to proposed resolutions**

- (1) An ordinary resolution of the Association to be proposed at a General Meeting may be amended by a resolution passed by the majority of votes cast by Financial Members present at the meeting if -
  - (a) notice of the proposed amendment is given to the Honorary Secretary in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the proposed resolution.
- (2) The notice must be given by a Financial Member entitled to vote at the General Meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a General Meeting may be amended by a resolution passed by the majority of votes cast by Financial Members present at the meeting if -
  - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) the amendment merely corrects a grammatical or other non-substantive error in the proposed special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

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**82. General Meeting minutes**

- (1) The Executive Committee or their delegate must provide the draft minutes of each General Meeting to Members within 90 calendar days of the respective meeting.
- (2) If a General Meeting is held virtually by technology the General Meeting minutes will record that the respective meeting was held using technology.

**Division 6 - Voting outside General Meetings**

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**83. Power of Executive Committee to propose resolutions without a General Meeting**

- (1) The Executive Committee may propose resolutions to Members without convening a General Meeting.
- (2) Voting on any resolutions proposed under this Article must be in accordance with Article 84.

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**84. Voting on resolutions proposed outside a General Meeting**

- (1) The Executive Committee must establish and implement an administrative procedure for Financial Members to decide resolutions without a General Meeting.
- (2) The procedure established under Article 84(1) must -
  - (a) enable Financial Members to cast their vote using electronic voting;
  - (b) provide a fair and transparent process for Financial Members to participate in the vote including a dedicated electronic address for the Executive Committee or their delegate to receive any questions to the Executive Committee about the proposed resolution;
  - (c) specify a date and time when Members may attend an information session about the proposed resolution to be held by any technology that gives the Members present a reasonable opportunity to ask questions; and
  - (d) provide a mechanism to publish any questions from Members about the proposed resolution and the response from the Executive Committee to each question.
- (3) The Executive Committee or their delegate must send written notice of the outcome of the vote to all Members within 30 calendar days of the close of voting.

## **Part 4 Miscellaneous Provisions**

### **Division 1 - Communications to and by Association**

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**85. Means of communication to be used**

- (1) Subject to these Articles, anything sent or supplied by or to the Association or Executive Committee under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Association for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to an Executive Committee member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that Executive Committee Member has asked to be sent or supplied with such a notice or document for the time being.
- (3) An Executive Committee Member may agree with the Association that notices or documents sent to that Executive Committee Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

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**86. Notices**

The Association or Executive Committee may give any notice required under these Articles to a person -

- (a) personally; or



- (b) by email or post to the current address as provided by that person to the Association.

## **Division 2 - Administrative Arrangements**

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### **87. Handover between Executive Committee members**

The Executive Committee must establish and implement an administrative procedure to ensure any Executive Committee members whose terms of office will end on 31 December in the year of an election, use their best endeavours to support an effective handover of Association finances, operations and Executive Committee business to any new Executive Committee members before their terms of office commence on 1 January immediately following their election.

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### **88. Financial arrangements**

- (1) The Executive Committee will oversee the Association's financial arrangements.
- (2) The Executive Committee will assign responsibility for administration of the Association's financial arrangements to the Honorary Treasurer.
- (3) The Honorary Treasurer must keep accurate and up to date financial records including details of -
  - (a) all funds received and expended by the Association; and
  - (b) all assets, credits and liabilities of the Association.
- (4) The Executive Committee must ensure the Association maintains accurate and up to date financial records that -
  - (a) comply with any legal obligations;
  - (b) correctly record and explain the Association's transactions, assets, liabilities and financial position;
  - (c) enable true and fair financial statements to be prepared; and
  - (d) are audited at least once a year by a properly qualified auditor(s).
- (1) The Executive Committee will provide the audited financial records to all Members.

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### **89. Use of income and property**

- (1) The profits, if any, or other income and property of the Association must be applied solely towards the promotion of the Objects.
- (2) The Association must not pay or transfer (directly or indirectly) by way of dividend, bonus or otherwise any portion of the Association's income or property to any Member.
- (3) Despite Article 89(2), and subject to prior approval by the Executive Committee, the Association or another entity may pay any Member for any services rendered or goods supplied on behalf of the Association.
- (4) The Association must not appoint a President, Vice President or Executive Committee member to any salaried office of the Association or any office of the Association paid by fees.
- (5) The Association must not pay any remuneration or give another benefit in money or money's worth to a President, Vice President or Executive Committee member except payment for expenses permitted under these Articles.

- (6) If, upon the winding-up or dissolution of the Association, there remains any property whatsoever, after satisfaction of all its debts and liabilities, the property must -
- (a) not be paid to or distributed among the Members; and
  - (b) be given or transferred to some other organisation -
    - (i) having Objects like the Association's Objects; and
    - (ii) whose Articles prohibit the distribution of its income and property among its Members to an extent at least as great as is imposed on the Association under these Articles.
- (7) The Members must determine before the time of the winding-up or dissolution the organisation which the property will be transferred to under Article 89(6).
- (8) If no organisation is determined by the Members in accordance with Article 89(7), the property will be transferred to some charitable organizations.
- 

## **90. Execution of Documents**

- (1) Any agreement, deed or other document requiring a signature may be executed by two directors who are authorized to do so by the Executive Committee, subject to any requirements in the Ordinance.
- (2) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed, by -
- (a) any two of the following people -
    - (i) the President (《會長》);
    - (ii) the Vice President (《副會長》);
    - (iii) the Honorary Treasurer (《司庫》);
    - (iv) the Honorary Secretary (《秘書》); or
  - (b) in such other manner as the Executive Committee determines.
- 

## **91. Registers and records**

- (1) The Association must keep any registers and records required by the Ordinance.
- (2) The Association must maintain a register of Members that contains the names and addresses of all Members and any other information decided by the Executive Committee.
- (3) The Executive Committee or their delegate must ensure the Association's registers and records of the Association are accurate and up to date.
- 

## **92. No right to inspect accounts and other records**

A person is not entitled to inspect any of the Association's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by -

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;

- (c) the Executive Committee; or
- (d) an ordinary resolution of the Association.

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### **93. Auditor's insurance**

- (1) The Executive Committee may decide to purchase and maintain insurance, at the expense of the Association, for an auditor of the Association, or an auditor of an associated Association of the Association, against -
  - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated Association (as the case may be); or
  - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Association or associated Association (as the case may be).
- (2) In this Article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

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### **94. Alterations to Articles**

- (1) These Articles may be amended by a resolution passed by at least 75% of all votes cast by Financial Members at a General Meeting (including votes cast by Financial Members present in person and virtually, and votes cast by proxy).
- (2) These Articles may be repealed by a resolution passed by at least 75% of all votes cast by Financial Members at a General Meeting (including votes cast by Financial Members present in person and virtually, and votes cast by proxy).

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### **95. Regulations**

- (1) The Executive Committee may develop, approve, issue, adopt and amend any Regulations it considers necessary or desirable for the proper conduct, management and administration of the Association.
- (2) All Regulations must be consistent with these Articles and the Ordinance.
- (3) All Regulations made under this Article are binding on the Association and its Members.
- (4) The Executive Committee or their delegate must provide a copy of any current Regulations to Members and Specialty Groups on request.

## **Division 3 – Transition Arrangements**

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### **96. Transition of Members**

- (1) Any person whose name is entered in the register of Members immediately before the commencement of these Articles is, upon commencement of these Articles -

- (a) is taken to be a Member under these Articles in the same category of membership as they were admitted immediately before the commencement of these Articles; and
- (b) bound by any rights and obligations of Members under these Articles.

---

## 97. Transition of Executive Committee

- (1) Any person who is an Executive Committee member immediately before the commencement of these Articles -
  - (a) is taken to be an Executive Committee member under these Articles in the position identified against their name in the table below until 31 December 2023, unless their term ceases earlier;
  - (b) will be taken to have completed one term of office as an Executive Committee member on 31 December 2023 regardless of any terms of office completed before the commencement of these Articles; and
  - (c) may remain on the Executive Committee for a maximum of three consecutive terms and is not eligible to be elected or appointed to the Executive Committee for at least two years after their third term ends.
- (2) For the sake of clarity, any person who is named in the table below may be re-elected to the Executive Committee for a maximum of two further consecutive terms after the commencement of these Articles.

Name	Position
Prof. PANG Yiu Chung, Marco	President
Mr. TSANG Chi Chung, Raymond	Vice President
Mr. WOO Chuen Hau, Alexander	Elected Executive Committee Member
Dr. NGAI Pui Ching, Shirley	Elected Executive Committee Member
Mr. NGAI Chi Wing, Gorman	Elected Executive Committee Member
Dr. SU Yuen Wang, Ivan	Elected Executive Committee Member
Ms. SUEN Mei Yee, Anna Bella	Elected Executive Committee Member
Dr. SO Chun Lung, Billy	Elected Executive Committee Member
Dr. WONG Yu Lok, Arnold	Elected Executive Committee Member
Ms. CHIU Pik Yin, Horsanna	Elected Executive Committee Member
Mr. WAN Sung, Sam	Elected Executive Committee Member
Dr. KWOK Wai Leung, Anthony	Elected Executive Committee Member
Ms. CHAN Yee Wa, Eva	Appointed Executive Committee Member
Ms. POON Ka Wai, Sara	Appointed Executive Committee Member
Mr. WONG Hin Wai, Will	Appointed Executive Committee Member

Mr. YEUNG Ngai Chung, Ivan	Appointed Executive Committee Member
Ms. IP Hiu Tung, Joan	Appointed Executive Committee Member
Ms. SZE Kai Tsit, Amanda	Appointed Executive Committee Member
Ms. PANG Charis Garland	Appointed Executive Committee Member
Mr. Francis CHAN	Appointed Executive Committee Member

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