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**Company Limited by Guarantee**

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**ARTICLES OF ASSOCIATION  
OF  
HONG KONG ASSOCIATION OF MEDICAL PHYSICS LIMITED  
香港醫學物理學會有限公司**

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**Part A. MANDATORY ARTICLES**

**1. Company Name**

The name of the company is

“HONG KONG ASSOCIATION OF MEDICAL PHYSICS LIMITED  
香港醫學物理學會有限公司”  
 (“the Association”)

**2. Objects**

The objects for which the Association is established are:

- (a) To better and maintain the professional standards of the practice of Medical Physics in all its disciplines and related fields in Hong Kong;
- (b) To promote and maintain the status of Medical Physicist as a profession;
- (c) To promote the advancement of physics knowledge and technologies applied to medical fields;
- (d) To promote the international exchange of professional knowledge and practice in Medical Physics and related fields;
- (e) To provide professional advice and service to society on Medical Physics and related fields;
- (f) To encourage interest and promote training in Medical Physics and related fields.

**3. No Distribution of Profit**

- 3.1 The Association is and shall remain a non-profit and charitable body within the meaning of the word “charitable” under the law in force from time to time.
- 3.2 The income and property of the Association, whencesoever derived, should be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association.

- 3.3 Subject to clauses 3.5 and 3.6 below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- 3.4 No member of the Council or any Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause 3.5. below) shall be given by the Association to any member of the Council or its Governing Body.
- 3.5 Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Council or Governing Body of the Association in return for any services actually rendered to the Association.
- 3.6 Nothing herein shall prevent the payment, in good faith, by the Association:
- (a) to any member of its Council or Governing Body of out-of-pocket expenses;
  - (b) of interest on money lent by any member of the Association or member of its Council or Governing Body at the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Association or member of its Council or any Governing Body; and
  - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or member of its Council or Governing Body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- 3.7 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses 3.5 and 3.6 above.

#### **4. Members' Liabilities**

- 4.1 The liability of the Members is limited.

#### **5. Liabilities or Contributions of Members**

- 5.1 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of 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 one hundred dollars (HK\$100.00).

## **6. Winding Up**

- 6.1 The Association may be dissolved at an Extraordinary General Meeting called for the purpose. Members must be notified by registered mail at least twenty one days prior to the meeting. The decision at the meeting must be endorsed by at least two-third of the Members of the Association present at such meeting.
  
- 6.1 If upon the winding up of the Association there remains, after all debts and liabilities have been paid, any assets or property for disposal, the same shall be distributed to recognized or registered charitable organizations (provided that such organizations shall prohibit distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Article 3 above) in Hong Kong. Such organizations and the amounts they shall receive shall be as suggested by the Council.

I/We, the person(s), wish to form a company and wish to adopt the Articles of Association as attached.

<b>Name(s) of Founder Members</b>
LEE Chi Hang (李志恒)
LAW Man Lung (羅文龍)
KAN Wai Kwan (簡慧君)
NGAR Yuen Kan (魏遠勤)
TANG Nin Fai (鄧年輝)
LEE Kar Ho (李家豪)

## Part B. OTHER ARTICLES

### 1. Interpretation

1.1 In these Articles (both Part A and Part B), unless there is something in the subject or context inconsistent therewith:

The Association	<b>HONG KONG ASSOCIATION OF MEDICAL PHYSICS LIMITED</b> 香港醫學物理學會有限公司
The Council	The governing and decision making body of the Association for the purposes of the Companies Ordinance
The Committees	Any Committee of the Association created by the Council from time to time.
The President	The President of the Association
Vice-President	The Vice-President of the Association
Treasurer	Treasurer of the Association
Secretary	Secretary of the Association
Officers	The Officers of the Association
The Office	The registered office of the Association
The Seal	The Common Seal of the Association
Members	Collectively the Fellows, Full members, Associate members, Honorary members of the Association.
Month	Calendar month
The Ordinance	The Companies Ordinance, Chapter 622 of the Laws of HKSAR unless otherwise specified.
In Writing	Written, printed, typewritten or lithographed as well as by cable or telex or facsimile; or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Annual General Meeting	The yearly general meeting of the members of the Association as required by the Companies Ordinance.
General Meeting	General Meeting of the Members of the Association especially summoned under these Articles other than the Annual General Meeting
Special Resolution	Special Resolution having the meaning assigned thereto by Section 564 of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
These Articles	Those Articles of Association as amended from time to time.
Auditors	The Auditors of the Association for the time being as appointed in a general meeting.

- 1.2 Unless the context otherwise provides words importing the singular number only shall include the plural number, and vice versa; and words importing any gender include all others genders and references to persons include corporations (acting where applicable, by their duly authorized representatives).
- 1.3 Subject as aforesaid, any words defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
- 1.4 The heading and any marginal notes are inserted for convenience only and shall not affect the construction of these Articles.

## **2. Number of Members**

- 2.1 For the purpose of registration the number of members of the Association is declared to be Two Hundred (200).
- 2.2 Voting members are Fellows and Full Members as defined in Article 3.

## **3. Membership**

### Classes of Membership

- 3.1 Members of the Association shall consist of Fellows, Full members, Associate members, Honorary members and such other classes of membership as the Council may from time to time determine.

### Qualification

- 3.2 (a) Fellows

Any individual who is a full member and

- with valid professional certification granted by the Council in accordance with Clause 5.15; and
- in the past 6 years, has been a full member of the Association or the HKSAR-registered society Hong Kong Association of Medical Physics; and
- has made significant contributions to the Association,

shall be eligible for nomination as a Fellow of the Association upon the written recommendation of **two fellows** of the Association. All applications are subject to the approval by the Council.

Fellow has voting right and shall be eligible for election to office.

- (b) Full Members

Any individual normally residing in Hong Kong who is over 21 years of age, of good conduct and has

- a master or doctoral degree in physical science or engineering obtained from a university in Hong Kong or a recognized overseas university or institution, or equivalent; and

- past or present professional engagement in Medical Physics, Health Physics, or related fields; and
- not less than three years recognized full-time equivalent working experience in Medical Physics or Health Physics

shall be eligible for application to be admitted as a full member of the Association upon the written recommendation of two full members of the Association. All applications are subject to approval by the Council.

Full member has voting right and shall be eligible for election to office.

(c) Associate Members

Any individual who is over 21 years of age, of good conduct and has

- a master or doctoral degree in physical science or engineering obtained from a university in Hong Kong or a recognized overseas university or institution, or equivalent; and
- past or present professional engagement in Medical Physics, Health Physics, or related fields;

shall be eligible for application to be admitted as an associate member of the Association upon the written recommendation of two full members of the Association. All applications are subject to approval by the Council.

Associate members shall have no voting rights and shall not be eligible for election to office.

(d) Honorary Members

The Council may recommend at the Annual General Meeting distinguished persons in the field of Medical or Health Physics, or in the opinion of the Council has made great contributions to the Association to become honorary members.

Honorary members shall, without prejudice to clauses (b) and (c) above, have no voting rights and shall not be eligible for election to office.

Application and Admission

3.3 Application for admission to be a Fellow, a Full Member or an Associate member shall be made in writing be in such form as the Council shall from time to time prescribe and shall among other things:

- (a) contains details of tertiary institution(s) attended, academic professional qualifications obtained, past and present working experience; and
- (b) be signed by an authorized signatory of the applicant; and
- (c) by signed by two Fellows or Full members as the supporters; and
- (d) enclose therewith full payment of the Fees.

- 3.4 The Council shall have absolute discretion in accepting or refusing any applicant for fellow, full or associate membership. However, the Council shall not consider the race, color, gender or creed of any applicant. In the event of a refusal the Council shall not be required to give any reasons therefor.
- 3.5 The Council shall have the power to suspend or terminate the membership of anyone who fails to abide by the Articles of the Association or who has ceased to become eligible for membership as prescribed in Article 3.2(a) to 3.2(c) of the Articles of the Association, or who has not paid the necessary membership fee as specified in clause 3.12, or any member whose continued membership is determined by the Council to be detrimental to the Association.
- 3.6 The Secretary shall keep a register of all members in which will be recorded such particulars as the Council may from time to time prescribe.

#### Rights of the Members

##### 3.7 Voting Members

Fellows and Full Members are voting members. Every Voting Member, having paid the Fees as specified in clause 3.12, has the right to vote, to be elected, to be elected and to propose.

- 3.8 Every member, except Voting Members, has no right to vote, to be elected, to be elected or to propose.
- 3.9 A member is entitled to attend general meetings, participate in projects and activities of the Association as assigned by the Council, to enjoy all rights of membership and to express his views and queries on activities of the Association.
- 3.10 The membership and rights of a member are not transferable.

#### Obligations of the Members

- 3.11 Each member on becoming a member and so long as he/she remains a member shall be deemed to have undertaken to the Association strictly to observe the highest standards of corporate governance, conduct and practice, and comply with any code of conduct, rules of professional ethics from time to time prescribed and issued by the Council.
- 3.12 Every Fellow, Full and Associate Member shall pay:
- (a) upon becoming a member, a joining fee of the amount proposed by the Council and endorsed in the General Meeting; and
  - (b) an annual membership fee of the amount proposed by the Council and endorsed in the General Meeting
- 3.13 A Voting member who has retired from active practice may apply to the Council for exemption of the annual membership fee.
- 3.14 An Honorary Member who is not a voting member is not required to pay the annual membership fee.
- 3.15 A member who has been granted professional certification under clause 5.15 shall meet the Continue Professional Development (CPD) requirements of the certification scheme and to pay an annual CPD subscription fee.



### End of Membership

- 3.16 Any member who is under no liability to the Association may resign voluntarily his/her membership by giving notice in writing to the Council, the Council may refuse to accept the notice of resignation of a member who is the subject of an allegation falling within the scope of clause 3.22. Notice of resignation shall not entitle the member to any refund of any Fees paid or relieve the member of liability for any Fees due for payment.
- 3.17 A member who has failed to pay the membership Fee after a 5-year period commencing from the date fixed for payment thereof by the Council will be automatically expelled from the Association and his/her name be removed from the register of members of the Association. The Council may, if it thinks fit, reinstate a member when all arrears are paid. The amount payable shall include at the discretion of the Council a re-joining fee not exceeding in amount the current admission fee.
- 3.18 The Council may resolve to expel a member from the Association for reasons other than non-payment of Fees, and shall forthwith give a written notice to the member concerned of this resolution and the reasons therefor. The member concerned shall have a right of appeal to members in general meeting by a written appeal notice to the Council within 21 days from the date of receipt of the notice from the Council. The member concerned shall state in the appeal notice its intention to appeal, the grounds for the appeal together with all relevant circumstances which other members should be aware of. Upon receipt of any appeal notice, the Council shall forthwith issue to all members a notice, with the appeal notice attached, convening an extraordinary general meeting.
- 3.19 Membership also ends with the death of member.
- 3.20 With extinction of membership, all the member's rights relating to membership will end.

### Disciplinary Actions

- 3.21 If it is found in the sole and absolute view of the Council that a member has committed one or more of the followings:
- (a) Conviction of an offence of such a material and serious nature that its commission by that member might or is likely to be discreditable to the Association;
  - (b) Infringement of these Articles or any rules, regulations, code of practice or conduct made by the Council, or any resolutions passed by the general meetings;
  - (c) Having conducted in a manner that might or is likely to be discreditable to the Association;
  - (d) Arrears of payment of the membership fee for two or more years,
- that member shall be subject to any of the sanctions imposed by the Council as it sees fit and appropriate (which shall include, without limitation, the suspension of membership for a period or expulsion of that member from the Association).

## 4 General Meeting

### General

- 4.1 The first General Meeting of the Association shall be held at such time not being less than one month nor more than 24 months after the incorporation of the Association, and at such place as the Council shall decide. The first General Meeting shall be called "Inaugural General Meeting"
- 4.2 The Annual General Meeting shall be held within 4 months after the end of its accounting reference period by reference to which the financial year is to be determined. The financial year shall be from the first day of January to the thirty-first day of December of the same year.
- 4.3 The above Inaugural and Annual General Meetings shall be called "Ordinary General Meeting"; all other General meetings shall be called "Extraordinary General Meeting."
- 4.4 The Council may whenever they think fit, convene a General Meeting. An Extraordinary General Meeting shall also be convened on the written requisition of at least ten or more voting members (Fellows and Full Members), or the number of voting members together constituting 10% of the voting Members of the Association, which ever shall be the more. The President shall cause the meeting to be held within one month upon receiving such a request. However, discussions held and resolutions passed at the meeting shall be confined to only those points listed in the request.

### Notice of General Meetings

- 4.5 Fellows and Full Members shall be given 14 days' notice at the least (exclusive of the day at which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the date, and the hour of meeting and, in case of special business, the nature of that business shall be given to such persons as are, under the regulations of the Association, entitled to receive such notices from the Association; but with the consent of 90% of the members entitled to receive such notice of some particular meeting, the meeting may be convened by such shorter notice and in such manner as those members may think fit.
- 4.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

### Proceedings at General Meetings

- 4.7 All business shall be deemed special that is transacted at any General Meeting, and all that is transacted at the General Meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Council and the election of the Council in the place of those retiring and the appointment of the Honorary Auditor.
- 4.8 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, one-third of all the voting members (Fellows and Full Members) of the Association personally present shall be a quorum.
- 4.9 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next two weeks, at the time and place to be notified not less than seven days before the meeting, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- 4.10 The President of the Association shall preside as Chairperson at every General Meeting of the Association.
- 4.11 If the President is not present within 30 minutes after the time appointed for the holding of the meeting the Vice-President of the Association shall preside as Chairperson of meeting. If both the President and the Vice-President of the Association are not present within 30 minutes, the Council may elect a Council member present to be the Chairperson of the meeting. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.12 At any General Meeting a resolution put to the vote of the members present, other than the Amendment of Articles (Article 10), shall be decided by majority of votes.
- 4.13 In the case of an equality of votes, the Chairperson of the meeting, shall be entitled to a second or casting vote.
- 4.14 Save as hereinafter provided every Fellow and Full Member shall have one vote.
- 4.15 Only Fellows and Full Member may vote at the General Meetings of the Association.
- 4.16 The Council shall have the power to permit the use of voting by proxy at any General Meeting including the Annual General Meeting, in accordance with such rules and regulations governing the use of voting by proxy as the Council may impose from time to time.

## **5 The Council**

### General

- 5.1 The operations of the Association shall be managed by the Council, who may pay all expenses incurred in setting up and registering the Association and may exercise all such powers of the Association as are authorized by these Articles.
- 5.2 The Council of the Association shall consist of the Officers and one to three members elected at the Annual General Meeting. Vacancies occurring during the year may be filled by a majority vote of the Council.
- 5.3 The Officers of the Association shall consist of a President, a Vice-Presidents, a Secretary and a Treasurer. Vacancies arising at other times shall be filled by election by members of the Council from the Council.
- 5.4 The President shall preside at Council and all meetings of the Association and shall normally be the spokesman of the Association.
- 5.5 The Secretary shall be responsible for all correspondence of the Association and shall keep records or minutes of all Council and General Meetings. He/she shall keep a register of all members and an inventory of the assets of the Association.
- 5.6 The Treasurer shall be responsible for the funds of the Association and shall present a financial report at the Annual General Meeting. This report shall be audited by the auditor appointed by the Council.
- 5.7 Each Council member's term of office shall be two years. Election of all council office bearers and members is held once every two years.

- 5.8 The Council shall from time to time determine the representative of the Association in dealing with outside bodies.
- 5.9 Only Fellows and Full Members are eligible to become officers of the Association.
- 5.10 Powers and Duties of the Council:
- (a) To implement the resolutions passed by the General and Extraordinary General Meetings;
  - (b) To prepare the budget and decide on financial matters of the Association.
  - (c) To attend to the daily affairs of the Association.
  - (d) To decide on the employment, discharge, and salaries of the employees.
  - (e) To make recommendations to the General Meeting.
  - (f) To establish committees and sub-committees to help implementation of the resolutions passed by the General and Extraordinary General Meetings. The Chairpersons of such committees and sub-committees shall be appointed by the President. Such Committees shall be dissolved by the Council on completion of this function.
  - (g) To invite any person of distinction as Patron or Advisor of the Association
  - (h) To maintain a register of Certified Medical Physicists, enter into the register names of members who have been granted certification under clause 5.15 and to remove those names from the register members who fail to satisfy the Continue Professional Development (CPD) requirements of the certification scheme.
- 5.11 No member of the Council shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be appointed to any salaried office of the Association or any office of the Association paid by fees or be interested in any contract entered into by Council.
- 5.12 The Council shall cause minutes to be made in books provided for the purposes:
- (a) of all appointments of officers made by the Council;
  - (b) of the names of the Council members present at each meeting of the Council and of any Committee of such Council;
  - (c) of all resolutions and proceedings at all meetings of the Association and of the Council, and of Committees.
- 5.13 The Secretary or Treasurer shall receive all subscriptions, donations and all other moneys coming to the Association and the receipt of the Treasurer shall be the only sufficient discharge and shall pay into a bank account to be named by the Council all moneys to be received. All cheques shall be signed by two of the three Council Members selected for this purpose.
- 5.14 At all Council meetings of the Association 50% of the Council members of the Association personally present shall form a quorum. Every Council member can vote at any vote of the Council. In the event of a tie, Chairperson of the Council meeting shall have the casting vote.

- 5.15 The Council may grant certification to Full Members who have satisfied the specific requirements under the certification scheme as approved by the General Meeting in various medical physics specialties with such titles that include and not limited to:
- i. Certified Medical Physicist (Radiotherapy Physics)
  - ii. Certified Medical Physicist (Imaging Physics)
  - iii. Certified Medical Physicist (Engineering Physics)
  - iv. Certified Medical Physicist (Health Physics)

#### Proceedings of the Council

- 5.16 Member of the Council shall be elected in accordance with clauses 5.2 and 5.7.
- 5.17 Council meetings shall be held at least once every 12 months, 50% of the Council members of the Association personally present shall form a quorum.
- 5.18 Subject as aforesaid Council Meetings shall be convened either at the request of 50% of the Council members or at the discretion of the President of the Association by giving prior notice in writing to all the members of the Council at least 7 days before the meeting.
- 5.19 The President of the Association shall preside as Chairperson at every meeting of the Council but if at any meeting the President of the Association is not present within 30 minutes after the time appointed for holding the same, the Vice-President of the Association shall preside as Chairperson. If both the President and Vice-President of the Association are not present within 30 minutes, the members present may choose one of their members by majority of votes to be Chairperson of the meeting.
- 5.20 A member of the Council shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

#### Disqualification

- 5.21 The office of a member of the Council shall ipso facto be vacated if such member:-
- (a) Holds any office of profit under the Association; or
  - (b) Cease to be a Voting Member
  - (c) Becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (d) Becomes of unsound mind; or
  - (e) Resigns his office by giving notice in writing to the Association; or
  - (f) Shall for more than six (6) months have been absent from meeting held during that period without permission of the Council if which he is a member thereof; or
  - (g) Is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's operations) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by the Ordinance

- 5.22 Any act done in good faith by a member of the Council whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Association or an entry shall have been made in the Minutes Book containing the minutes of proceedings of meetings of the Council stating that such member has ceased to be a member of the Council of the Association.

### Minutes

- 5.23 The Council Member shall cause minutes to be entered in books kept for the purpose:-
- (a) of all appointments of officers made by the Council Member;
  - (b) of all the names of the members present at each meeting of the Council and of any Committee of the Council;
  - (c) of all resolutions and proceedings at all meeting of the Association and of the Council and of Committees of the Council.

## **6 Committee**

- 6.1 The Council may from time to time create Committees and dictate the duties of each Committee. These are functional Committees to underpin the Council, such as Examination Committee, Education Committee, Ethics and Disciplinary Committee, etc.
- 6.2 A Committee shall comprise members of the Association. The Council may appoint and delegate their powers and duties to such Committee as they think fit, and from time to time, revoke any such delegation and discharge any such Committee wholly or in part. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
- 6.3 A Committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the same, the members present may choose one of their members by majority of votes to be chairman of the meeting.
- 6.4 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by majority of votes of the members present, and in case of an equality of votes the chairperson shall have a second or casting vote.

## **7 Accounts**

- 7.1 The Council shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure take place; and the assets and liabilities of the Association.
- 7.2 The books of accounts shall be kept by the Treasurer and shall always be open to the inspection of the members of the Council.
- 7.3 The Council shall from time to time cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.

- 7.4 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in Annual General Meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Association.
- 7.5 The income and property of the Association wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as stated in Article 3 of Part A and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members of the Association.

## **8 Audit**

- 8.1 Once at least in every year the Accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by a firm of certified public accountants acting as auditors of the Association.
- 8.2 Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

## **9 Seal of the Association**

- 9.1 The Association shall have a seal in form as approved by the Council.
- 9.2 The Common Seal of the Association shall be in the custody of the Council.
- 9.3 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of the President and Secretary or such other persons as the Council may from time to time appoint for that purpose.
- 9.4 The President and Secretary or such other persons as the Council may from time to time appoint for the purpose shall sign every instrument to which the Seal is affixed.

## **10 Amendments to the Articles of Association**

- 10.1 Amendments to the Articles of Association must be proposed to the Council who shall submit them at the next Annual General Meeting or at an Extraordinary General Meeting called for this purpose. Fourteen days' notice in writing must be given of the proposed changes and amendments can only be passed by a two-third majority of those present

## **11 Indemnity**

- 11.1 The Council Members and the agents and officers for the time being of the Association shall be indemnified out of the funds of the Association in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in their favor or in which they are acquitted or in connection with any application under sections 903 and 904 of the Ordinance in which relief is granted by the court against all costs, charges, losses, damages and expenses which they or any of them shall respectively incur or be put to on account of any contract, act, deed, matter, or thing, which shall be made, done entered into or executed by them respectively on behalf of the Association and shall be reimbursed by the Association all reasonable expenses incurred by them or in about any legal proceedings or arbitrations on account of the Association or otherwise in the execution of their respective office except as herein otherwise provided, and excepted such costs, damages and expenses as shall happen through their respective willful neglect or default; and they or any of them shall not be

chargeable for any money which they or he shall not actually receive, nor be answerable for the act, neglect, or default of any other officer, nor for any banker, broker, collector, agent, other person appointed by the Association with whom or into whose hands any property or moneys of the Association shall be deposited, nor for the insufficiency of any security upon which any of the moneys of the Association shall be invested, nor any loss or damage which may happen except the same shall happen by or through their or his own willful neglect or default.

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