

NEW ARTICLES OF ASSOCIATION

OF

**THE COLLEGE OF SURGEONS OF HONG KONG LIMITED**  
**(香港外科醫學院有限公司)**

(Reprinted on 13<sup>th</sup> September, 2014)

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Incorporated the 16<sup>th</sup> day of June 1989

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Reprinted by

**WILKINSON & GRIST**

Solicitors

HONG KONG

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THE COMPANIES ORDINANCE (CHAPTER 32)  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION

OF

**THE COLLEGE OF SURGEONS OF HONG KONG LIMITED**  
**(香港外科醫學院有限公司)**

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1. The name of the company is "**The College of Surgeons of Hong Kong Limited (香港外科醫學院有限公司)**" (hereinafter called "the College").
2. The registered office of the College will be situated in Hong Kong.
3. The objects for which the College is established are: -
  - (a) to promote, for the public benefit, the advancement of knowledge in the field of surgery and its associated subjects (hereinafter called "Surgery");
  - (b) to act as an authoritative body for the purpose of consultation in matters of educational or public interest concerning Surgery;
  - (c) to promote training and research in Surgery;
  - (d) to bring together, co-ordinate and represent the views of, practitioners in Hong Kong in the field of Surgery periodically for scientific discussion and practical demonstration of the subjects of Surgery;
  - (e) to promote, and assist in, the formation of an academy of medicine or similar body of a charitable nature (hereinafter called "the Academy") under whose authority the College and similar colleges of other branches of medical and health science shall operate and to make such changes to the College as may be required in order to function efficiently in relation to the Academy;
  - (f) after the formation of the Academy to work and operate with the Academy in carrying out the objects herein and those for which the Academy may be established and in particular in furthering the advancement of medical and health knowledge and care in Hong Kong and other parts of the world and to this end to consult and collaborate with the Academy in all appropriate ways;
  - (g) to recommend to the Academy the award of any certificates, and diplomas to appropriate individuals that may be developed in the future;
  - (h) to recommend the award of prizes and scholarships by the Academy;
  - (i) to monitor and recommend to the Academy such posts as may be utilized in Hong Kong for training in Surgery;

By S.R. passed  
on 05/02/1991

- (j) to monitor, record and advise trainees in Surgery, making recommendations to the Academy regarding the granting of accreditation on completion of training;
- (k) to advise the Academy generally on all matters regarding Surgery;
- (l) to represent Surgery on, and/or to, the Academy and its appropriate councils or committees for post-graduate education;
- (m) to liaise with all bodies concerned with Surgery;
- (n) to acquire by purchase, donation or otherwise a library of scientific works and to maintain and from time to time extend and improve such library;
- (o) to acquire by purchase taking on lease or otherwise land and buildings and all other property real and personal in Hong Kong which the College for the purposes hereof may from time to time think proper to acquire and which may lawfully be held by it including, without limitation, for the establishment of hospitals, educational establishments, libraries, or for the administration of the College;
- (p) to resell underlease or sublet surrender turn to account or dispose of any real and personal property belonging to the College;
- (q) to erect any building required for the purposes of the College and to manage alter improve or add to any building erected upon any such land;
- (r) to accept and receive subscriptions, donations and gifts to the College;
- (s) to borrow or raise or secure the payment of money for the purposes of the College in such manner as may from time to time be determined;
- (t) to invest the moneys of the College not immediately required for any of its objects in such manner as may from time to time be determined;
- (u) to open and operate a banking account or accounts with any bank or banks for the purposes of the College, and for such purposes to draw make accept indorse discount execute and issue bills of exchange cheques promissory notes debentures and other negotiable securities;
- (v) to acquire establish print and publish books magazines periodicals newspapers leaflets or other literary or scientific works that the College may think desirable for the promotion of its objects;
- (w) to delegate all or any of its powers to the Council of the College or any Committees or Committees consisting of one or more Councillors;
- (x) to employ employees for the purposes of the College and to pay to them salaries wages gratuities and pensions;
- (y) to establish, promote or assist in establishing or promoting, and to subscribe to or become a member of or affiliate or amalgamate with, any other bodies whose objects are similar or in part similar to the objects of the College or the establishment or promotion of which may be beneficial to the College provided that none of the funds of the College shall be paid to nor shall the College amalgamate with any institution, society, club or other body which pays or transfers, directly or indirectly, any part of its income or property by way of

dividends, bonus or otherwise howsoever by way of profit to its members;

- (z) subject to the proviso contained in sub-clause (y) hereof to support and subscribe to any charitable or public body and any institution or society which may be for the benefit of the College or its employees, to give pensions, gratuities or charitable aid to any person who may have served the College, or to the spouse, widow or widower, children or other relative of such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the College .
- (aa) to lend or advance money on the security of land, building or leasehold premises or upon such other securities or otherwise in such manner as may from time to time be determined.
- (bb) to do all such acts and things as are incidental conducive or subsidiary to all or any of the above objects, including the following:
  - (i) to cultivate and maintain the highest principles of surgical practice and ethics;
  - (ii) to promote develop and maintain the good practice of Surgery under proper conditions for the benefit of the general public, by ensuring high professional standards of competence and of ethical integrity in the performance of clinical care, and promoting the improvement of hospitals clinics and hospital methods;
  - (iii) to arrange for adequate post-graduate and other training in Surgery in universities and hospitals and to conduct, or assist in the conduct of, examinations of candidates for admission to fellowship of the College;
  - (iv) to be recognized, for as long as is appropriate, as the body responsible for Surgery under any scheme for specialist registration and/or certification;
  - (v) to liaise and co-operate with Hong Kong organizations and other bodies internationally in the furtherance of the objects herein, in particular in the conduct of examinations and other training.

4. The income and property of the College, whensoever derived, shall be applied solely towards the promotion of the objects of the College as set forth in this Memorandum of Association; 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 College.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the College, or to any member of the College, in return for any service actually rendered to the College, nor prevent the payment of interest at a rate not exceeding 2 per cent per annum above the prime rate from time to time established by the Hongkong Association of Banks on money lent or reasonable and proper rent for premises demised or let by any member to the College; but so that no member of the Council of the College shall be appointed to any salaried

office of the College, or any officers of the College paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the College to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the College provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Council may be a member in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The powers set forth in the Seventh Schedule of the Companies Ordinance, Chapter 32, are hereby excluded.
6. The liability of the Members is limited.
7. Every Member of the College undertakes to contribute to the assets of the College in the event of its being wound up while he is a Member, or within 1 year afterwards, for payment of the debts and liabilities of the College 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 HK\$100.
8. If on the winding up of the College there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among Members of the College but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College, and which institution or institutions shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the College by virtue of the Fourth paragraph hereof, such institution or institutions to be determined by the Members of the College before the time of dissolution or in default thereof by such Judge of the Supreme Court of Justice as may have or may acquire jurisdiction in the matter, and insofar as effect cannot be given to the aforesaid provisions then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

(sd) WONG KWOK-KEE  
Consultant Surgeon  
Government Surgical Unit  
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(sd) CHAN YAU TUNG  
Consultant Surgeon  
Surgical Unit B  
Princess Margaret Hospital  
Kowloon

(sd) WATT CHUNG YIN  
Consultant Surgeon  
Surgical Unit B  
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Kowloon

(sd) LO KWOK HUNG  
Consultant Surgeon  
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(sd) LAU WAN YEE  
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(sd) ONG BENG HONG  
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(sd) LI KA WAH, MICHAEL  
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Hong Kong Ophthalmological Society  
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Shatin, N.T.

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Professor & Chairman  
Department of Orthopaedic &  
Traumatology –The Chinese  
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(sd) LI KWOK CHEUNG, ARTHUR  
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Prince of Wales Hospital  
Shatin, N.T.

Witness to the signature of Arthur K.C. Li:

DAVID ALLAN GAGE,  
SOLICITOR,  
3/F, 42B MACDONNELL ROAD  
MED-LEVELS  
HONG KONG

Date: 17th April 1989

Dated the 17th day of April 1989.

Witness to the above signatures. (except for his own)

Arthur K.C. Li Professor of Surgery  
Chinese University of Hong Kong  
Residence 4, Flat 9B  
Shatin  
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THE COMPANIES ORDINANCE (CHAPTER 32)  
COMPANY LIMITED BY GUARANTEE AND  
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NEW ARTICLES OF ASSOCIATION

OF

**THE COLLEGE OF SURGEONS OF HONG KONG LIMITED**  
**(香港外科醫學院有限公司)**

INTERPRETATION

1. In these Articles: -

"the College"	means the College of Surgeons of Hong Kong Limited.	
"Constitution"	means the Memorandum and Articles of Association of the College and all the Rules and Regulations from time to time in force.	
"Council"	means the Council of the College from time to time as constituted by these Articles.	
"a Councillor"	means a person for the time being a member of the Council.	
"ex officio Councillors"	means such ex officio Councillors appointed or nominated to the Council in accordance with any rules and regulations made pursuant to these Articles of Association.	By S.R. passed on 25/03/1993
"a Fellow"	means a person who is a Fellow of the College in accordance with these Articles and does not include an Honorary Fellow or an Ad Hominem Fellow.	By S.R. passed on 05/06/2006
"the Head of the Society"	means the President or Chairman of a Society or board or the head of a department as the case may be which is in either case a Society.	
"Incorporation"	means the date of incorporation of the College.	
"Members"	includes Fellows, Honorary Fellows, Ad Hominem Fellows and Ordinary Members.	By S.R. passed on 05/06/2006
"Month"	means calendar month.	

"the Office"	means the Registered Office of the College.	
"the Ordinance"	means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.	
"an Ordinary Member"	means a person who is an Ordinary Member of the College in accordance with these Articles.	
"Person"	includes a corporation.	
"registered medical practitioner"	shall bear the same meaning as in the Medical Registration Ordinance (Cap.161).	
"Relevant Registered Trainee"	means a trainee who in the opinion of the Council is for the time being and from time to time registered with a training centre accredited outside Hong Kong.	By S.R. passed on 05/06/2013
"Relevant Registered Trainer"	means a trainer who in the opinion of the Council is for the time being and from time to time registered with a training centre accredited outside Hong Kong.	By S.R. passed on 05/06/2013
"the Seal"	means the Common Seal of the College.	
"the Secretary"	means the person for the time being elected to the post of Honorary Secretary of the College in accordance with these Articles.	
"Surgery"	shall include other specialities from time to time associated with surgery and "Surgical" and "Surgeon" shall bear corresponding meanings.	
"a training centre accredited outside Hong Kong"	means a training centre in surgical or medical practice outside Hong Kong accredited by the College for the time being and from time to time for the purposes of these Articles.	By S.R. passed on 05/06/2013

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. The singular includes the plural and vice versa. The masculine includes the feminine or neuter gender and vice versa.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any

statutory modification thereof in force at the date at which these Articles become binding on the College.

2. The Regulations contained in Table C of the First Schedule to the Ordinance shall not apply to the College.

### COUNCIL

3. The Governing body of the College shall consist of a Council of not less than two Councillors and not more than eighteen Councillors (subject to Article 7(d) and not including any ex officio Councillors) (or such lower number as the Council may from time to time decide) elected or appointed in accordance with the following provisions together with the number (if any) of ex officio Councillors. By S.R. passed  
on 25/03/1993  
By S.R. passed  
on 06/11/2013
4. The first four Councillors shall be Li Kwok-cheung, Arthur; Leong Che-hung, Edward; Wong Kwok-kee and Man Wing-ki, David.
5. The first Councillors so appointed in accordance with the preceding Articles shall within six months from Incorporation convene an Extraordinary General Meeting of the Members of the College for the sole purpose of electing additional Councillors.
6.
  - (a) Subject to Article 6 (b), 8 and 11 and the proviso to Article 7(c) the term of the office of a Councillor shall be for a period commencing immediately after (i) the conclusion of the Annual General Meeting (the "Relevant AGM") in which he is elected as a Councillor or (ii) the Inception Time as stated in the Election Declaration made under Article 6A (h)(iii) by which he was declared elected as a Councillor (as the case may be) and ending on the conclusion of the third Annual General Meeting immediately after the Relevant AGM or the said Inception Time (as the case may be). By S.R. passed  
on 20/05/2000
  - (b) At the first Annual General Meeting of the College all Councillors shall retire from office, and at the Annual General Meeting in every one of the 3 years immediately following the year of the first Annual General Meeting one-third (1/3) of the Councillors then in office (excluding for such purpose those Councillors holding any office mentioned in Article 7 (a)) or, if their number is not 3 or a multiple of 3, then the number nearest one-third (1/3), shall retire from office. Such Councillors to retire shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. By S.R. passed  
on 16/10/1990
  - (c) A retiring Councillor shall be eligible for re-election. By S.R. passed  
on 20/05/2000

6A. If the Council determines that it is expedient to do so, the election of Councillors by the Fellows shall be conducted in accordance with the following provisions and these Articles:-

- (a) The Council shall give notice to the Fellows concerning the election of Councillors pursuant to this Article stating:-
  - (i) the number of vacancies;
  - (ii) the time and date (the "Inception Time") upon which the office of each of the Councillors to be elected shall take effect;
  - (iii) that any Fellow may nominate candidates for such election (provided that the number of candidates nominated by him shall not exceed the number of vacancies);
  - (iv) that such nomination of candidates for election must be received by the Secretary at the Office within such period ("the Nomination Period") as shall be determined by the Council and specified in the notice, being a period of not less than 14 days and not more than 28 days after the date of the notice.
- (b) Such nomination of candidate for election shall be:-
  - (i) in such form as may from time to time be approved by the Council;
  - (ii) received by the Secretary at the Office within the Nomination Period; and
  - (iii) accompanied by a consent to candidature in writing signed by the candidate being nominated.
- (c) A candidate may withdraw his candidature by notice in writing signed by the candidate and attested by one witness and addressed to the Secretary and deposited at the Office not later than the second day immediately following the expiration of the Nomination Period.
- (d) If the number of persons remaining validly nominated after any withdrawals in Articles 6A(c) does not exceed the number of vacancies, such person or persons (if any) shall be declared elected in the Nomination Notice sent pursuant to Article 6A(e).
- (e) Within 10 days after the expiration of the Nomination Period the Secretary on behalf of the Council shall send to the Fellows the following:-
  - (i) a notice ("Nomination Notice") of all nominations received by the Secretary during the Nomination Period; and

- (ii) (in any case other than the case mentioned in Article 6A(d)) a ballot paper which shall contain:-
  - (aa) the name and business address of each candidate; and
  - (bb) a statement to the effect that the ballot paper must be returned to and received at the Office at or before 5:00 p.m. on the date ("the Appointed Date") specified in the ballot paper (which date shall be not less than 14 days and not more than 28 days from the date of the Nomination Notice).
  
- (f) In order that his vote to which the ballot paper relates shall be valid a Fellow to whom a ballot paper is sent shall only use the original form of that ballot paper so sent to him and shall comply with the following, failing which the ballot paper shall be rejected:-
  - (i) he shall mark his ballot paper (either personally or by his direction or instruction) indicating the candidate or candidates he is entitled to vote for,
  - (ii) he shall not mark his ballot paper if he abstains from the vote; and
  - (iii) in either case he shall return such ballot paper by any one of the following methods (but not by facsimile or electronic transmission):-
    - (aa) by post
    - (bb) by hand delivery
    - (cc) by courier
 so as to reach the Office at or before the time of the Appointed Date specified in the ballot paper.
  
- (g) The Councillors shall from time to time elect not less than one and not more than three (or any greater number fixed by the Councillors from time to time) of their number to be the Election Officer(s) acting jointly.
  
- (h)
  - (i) The Election Officer(s) shall count the votes in the presence of the Honorary Auditor of the College or its representative;
  - (ii) Where, after the counting of the votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the Election Officer(s) shall forthwith decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote; and
  - (iii) When the result of the votes has been ascertained the Election Officer(s) shall forthwith declare to be elected (the "Election Declaration") such number of the candidate or candidates as

corresponding to the number of vacancies mentioned in the notice given pursuant to Article 6A(a) according to the number of votes in his or their favour respectively and state the Inception Time for each candidate declared to be elected.

- (i) The Council may from time to time specify the respective forms of nomination of candidate, consent to candidature, Nomination Notice and ballot paper for use in relation to matters to which this Article relates.
- 6B. (a) The College in General Meeting shall always have the power to elect a Councillor in a General Meeting, and nothing contained in Article 6A shall prejudice or derogate from that power and the Council may convene a General Meeting to transact the election of Councillors if the Council determines that it is expedient to do so. By S.R. passed on 07/05/1996
- (b) Any Member who is for the time being entitled to vote at any General Meeting may nominate such number of candidates (not exceeding the number of vacancies) for the election of Councillors at a General Meeting. The form of such nomination shall be as the Council may from time to time prescribe or is otherwise acceptable to the Council. Unless the Council otherwise determines:-
- (i) such nomination shall be deposited at the Office (or at such other place within Hong Kong as the Council may determine from time to time) not less than 48 hours before the time for holding the General Meeting in which the election of Councillors is held and in default the nomination shall not be treated as valid, and
  - (ii) no other nomination of candidates may be made at the General Meeting in which the election of Councillors is held.
7. (a) At the first meeting of the Council and at each first meeting of the Council following the constitution of a Council in accordance with the foregoing provisions (in each case called the "Election Council Meeting") and subject always to Article 7 (c) there shall be elected from among the Councillors (but excluding ex officio Councillors) persons to fill the following offices insofar as such offices are vacant:- By S.R. passed on 25/03/1993
- (i) A President
  - (ii) Two Vice-Presidents
  - (iii) An Honorary Secretary
  - (iv) An Honorary Treasurer
  - (v) A Censor in chief
- (b) A person holding any office mentioned in Article 7(a) (other than a By S.R. passed on 30/05/1999

Re-elected Councillor for the purpose of Article 6) shall automatically cease to hold such office if such person ceases to be a Councillor whether pursuant to Article 6, Article 9 or Article 10 or for any other reason. For the purpose of this Article 7(b) the expression "Re-elected Councillor" means a person who, being a Councillor at the relevant time, is re-elected as a Councillor with effect immediately after his term of office as such Councillor ends according to Article 6(a).

- (c) Subject to Article 6 and Article 7(b) and the proviso below in this Article 7(c), each of the:-

By S.R. passed  
on 30/05/1999

- i. President,
- ii. Vice-President,
- iii. Honorary Secretary,
- iv. Honorary Treasurer and
- v. Censor in chief

shall hold his office in his capacity as such an officer for a term :-

- (aa) commencing immediately after the conclusion of the Election Council Meeting (the "Relevant Election Council Meeting") in which he is elected or re-elected (as the case may be) as such officer and
- (bb) ending on the conclusion of the Election Council Meeting held in the third year immediately after the Relevant Election Council Meeting

(but so that if, for any reason, no Election Council Meeting is held and concluded in such third year, the term of office of such officer shall expire on the 31st December of that third year) and, except in the case of the office of the President, shall be eligible for re-election to such office for the same term of office (provided always that in the case of each of the President and the Censor in chief and, supreme over and notwithstanding Article 6, 8 and 11, his term of office as a Councillor shall (if it would otherwise end pursuant to any of those Articles) automatically be extended until the end of such term of office as (as the case may be) such President and Censor in chief).

- (d) For the purpose of calculating the number of Councillors that the College may have for the time being and from time to time, there shall be and shall always be deemed to have been excluded the office of Councillor (the "Said Office as Councillor") assumed by the President in the period between:

By S.R. passed  
on 06/11/2013

- (i) the conclusion of the Annual General Meeting immediately prior to the Outgoing Election Council Meeting and

- (ii) the conclusion of that Outgoing Election Council Meeting.

For such purpose "Outgoing Election Council Meeting" means the Election Council Meeting on the conclusion of which the term of office of that President ends in accordance with Article 7(c)(bb).

For the avoidance of doubt, the provision of this Article applies only to the calculation of the number of Councillor as aforesaid and shall not derogate from and affect the powers, rights and duties of the Said Office as Councillor.

- 8. The Council (including the first Council) shall have power to co-opt one or more Fellows at any time and from time to time to be Councillors provided the maximum number of Councillors is not exceeded. Such co-opted Councillors shall hold office until the next Annual General Meeting of the College.
- 9. A Councillor shall be entitled to resign at any time by giving notice in writing to the Secretary.
- 10. A Councillor shall automatically cease to be a Councillor if he:-
  - (a) ceases to be a registered medical practitioner in Hong Kong; or
  - (b) ceases to practice or maintain a permanent residence in Hong Kong; or
  - (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (d) becomes prohibited from being a Councillor by reason of any order made under Section 157E or 157F of the Ordinance; or
  - (e) becomes of unsound mind; or
  - (f) resigns his office by notice in writing to the College given in accordance with Section 157D(3) (a) of the Ordinance; or
  - (g) for a Section Period (as defined below), he shall have been absent without the permission of the Council for 6 meetings of the Council held during that Section Period and for such purpose :-
    - (i) a "Section Period" means a period commencing on the date (the "Office Date") of his election or re-election as a Councillor and ending on the date immediately prior to the next anniversary (the "Relevant Anniversary") of the Office Date, and each subsequent Section Period shall commence on the expiry of the preceding Section Period and ending on the next Relevant Anniversary or the date (if earlier) when he otherwise ceases to be a Councillor;
    - (ii) an adjourned meeting shall not be treated as another meeting; or
  - (h) is directly or indirectly interested in any contract (being a contract of significance in relation to the College's business) with the College

By S.R. passed  
on 26/09/2010

and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by Section 162 of the Ordinance.

10A. Without prejudice to the generality of Article 10 and except in the case of Article 10B, an ex officio Councillor shall cease to be a Councillor if he ceases to hold the office by virtue of which he is or becomes an ex officio Councillor. By S.R. passed on 20/05/2000

10B. A Fellow who held the office of the President of the College shall, at the time (the "Relevant Time") immediately after his term of such office as the President expired in accordance with Article 7, automatically become an ex officio Councillor for a term:- By S.R. passed on 20/05/2000

- (a) commencing immediately at the Relevant Time and
- (b) ending on the conclusion of the Election Council Meeting held in the third year immediately after the year in which the Relevant Time falls

(but so that if, for any reason, no Election Council Meeting is held and concluded in such third year, the term of office of such ex officio Councillor shall expire on 31<sup>st</sup> December of that third year).

11. The Council may at any time appoint a Fellow to fill a casual vacancy in the Council. Such appointed Councillor shall hold office until the next Annual General Meeting of the College.

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

#### POWERS AND DUTIES OF COUNCILLORS

13. The business of the College shall be managed by the Council, who may pay all expenses incurred in promoting and registering the College, and may exercise all such powers of the College as are not, by the Ordinance or by these Articles, required to be exercised by the College in General Meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the College in General Meeting; but no regulation made by the College in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.

14. The Council shall have powers to make rules and regulations and to amend and suspend the same from time to time as it thinks fit provided that such rules and regulations shall not be inconsistent with the provisions of the Memorandum and Articles of Association of the College. Without restricting

the generality of the foregoing the Council shall have power to make rules and regulations with respect of the following:-

- (a) The admission by examination of persons as Fellows of the College.
  - (b) (i) The election of persons as Honorary Fellows of the College pursuant to Articles 37. By S.R. passed on 05/06/2006
  - (b) (ii) The election of persons as Ad Hominem Fellows of the College pursuant to Articles 38. By S.R. passed on 05/06/2006
  - (c) The election without examination of persons as Fellows of the College pursuant to Article 35. By S.R. passed on 05/06/2006
  - (d) The creation and maintenance of faculties or specialist boards and other groupings within the College.
  - (e) The promulgation of the duties and functions of all Officers or persons in the employ of the College.
  - (f) The creation, appointment, direction and dissolution of committees and sub-committees.
  - (g) The appointment of trustees for all or any part of the assets, property and funds of the College.
  - (h) Generally for the good order and government of the College.
15. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons whether nominated directly or indirectly by the Council to be the attorney or attorneys of the College for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
16. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the College, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine. By S.R. passed on 13/09/2014
17. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Council;
  - (b) of the names of the Councillors present at each Meeting of the Council and of any Committee of the Council;
  - (c) of all resolutions and proceedings at all meetings of the College, and of the Council and of Committees of the Council;

and every Councillor present at any Meeting of the Council or Committee of the Council shall sign his name in a book to be kept for that purpose.

18. Questions concerning the interpretation of these Articles and any regulations made by the Council shall be conclusively determined by the Council.

#### BORROWING POWERS

19. The Council may exercise all the powers of the College to borrow money, and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the College.

#### SECRETARY

20. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a Councillor and the secretary shall not be satisfied by its being done by or to the same person acting both as Councillor and as, or in place of, the Secretary.

#### PROCEEDINGS OF COUNCILLORS

21. The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it sees fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second and casting vote.

22. The President or a Vice-President may call a meeting of the Council at any time and either or both shall call a meeting at the written requisition of any six Councillors. Notice of a meeting shall be sent to all Councillors stating the purposes of the meeting. It shall not be necessary to give notice of a meeting to any Councillor for the time being absent from Hong Kong.

By S.R. passed  
on 05/06/2013

23. The quorum necessary for the transaction of business of the Council shall be fixed by the Council, and unless so fixed shall be a majority of the number of Councillors for the time being.

24. The continuing Councillors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by the Council or pursuant to these Articles as the necessary quorum of the Council, the continuing Councillors may act for the purpose of increasing the number of Councillors to that number, or of summoning a General Meeting of the College, but for no other purpose.

25. The President shall preside at all meetings of the Council. If at any meeting the President is not present within 15 minutes of the time appointed for holding the same one of the Vice-Presidents in order of seniority (determined according to their respective terms of office as such Vice-Presidents) shall preside, and in the absence of all three within the said time limit, the Councillors present shall elect a chairman from amongst their number for

By S.R. passed  
on 07/05/1996

that meeting.

26. A resolution in writing, signed by all the Councillors for the time being entitled to receive notice of a meeting of Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.
27. The Council shall keep proper Minutes of all meetings of the Council and of all business transacted. Such minutes signed by the Chairman of the next meeting shall be evidence of the facts stated therein.
28. The Councillors may delegate any of their powers to Committees (with the right for such committees to sub-delegate) consisting of such Councillor or Councillors as they think fit, but including the President if he so desires; 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.
29. 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 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting, provided that the chairman must always be a Councillor.
30. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
31. A Committee shall be entitled to co-opt members from suitably qualified persons who are not Members of the College.
32. All acts done in good faith by any meeting of the Council or of a Committee or of any person acting as a Councillor shall notwithstanding that it be afterwards discovered that there was some defect in the appointment, election or continuance in office of any such Councillor or person acting as aforesaid or that they or any of them were disqualified, be as valid as if all relevant persons had been duly appointed or elected or had duly continued in office and were qualified to be Councillors or members of the Committee in question as the case may be.

#### MEMBERSHIP

33. The number of Members with which the College proposes to be registered is 500, but the Council may from time to time register an increase in Members.
34. Membership of the College shall be divided into:-

By S.R. passed  
on 05/06/2006

- (a) Honorary Fellows,
  - (b) Ad Hominem Fellows,
  - (c) Fellows and
  - (d) Ordinary Members.
35. After the date of the First Annual General Meeting every candidate to be a Fellow by election without examination shall be a registered medical practitioner in Hong Kong or a Relevant Registered Trainer proposed and seconded by five Fellows of the College and shall with his application submit evidence of such Surgical qualifications and current and past practice within the field of Surgery as a registered medical practitioner in Hong Kong or as a practitioner in medicines anywhere outside Hong Kong as the Council may from time to time approve as meeting the necessary requirement for the Fellowship of the College. Such application shall be submitted to the Secretary and upon approval by the Council and payment of the entrance fee and the annual membership fee such applicant shall become a Fellow. By S.R. passed on 05/06/2013
36. Any registered medical practitioner in Hong Kong or any Relevant Registered Trainee who have respectively completed any training and passed any examination prescribed by the Council in accordance with regulations made pursuant to Article 14 shall be entitled upon written application to the Council and subject to approval by the Council and payment of the entrance fee and the annual membership fee from time to time fixed by the Council to be a Fellow of the College. By S.R. passed on 05/06/2013
37. The Council shall be entitled at their discretion to appoint Honorary Fellows of the College. By S.R. passed on 05/06/2006
38. The Council shall be entitled at their discretion to appoint Ad Hominem Fellows of the College. Every candidate to be an Ad Hominem Fellow shall be proposed and seconded by five fellows of the College and:- By S.R. passed on 05/06/2006
- (a) shall possess such Surgical qualifications and current and past practice within the field of Surgery (in Hong Kong or elsewhere) as the Council may from time to time at their discretion approve as meeting the requirement for Ad Hominem Fellowship of the College; and
  - (b) shall, in the opinion of the Council, be a medical practitioner of distinction or high professional honour or achievement.
39. Ordinary Members shall be eligible to enjoy all the privileges of the College except the power of voting at general meetings of the College (or in the election of Councillors) and being a Councillor. By S.R. passed on 07/05/1996
40. Any registered medical practitioner in Hong Kong or any Relevant Registered Trainee who have completed any training and passed any By S.R. passed on 05/06/2013

examination respectively as the Council shall from time to time require shall be eligible to be an Ordinary Member of the College.

41. Every candidate for Ordinary Membership of the College shall be proposed and seconded by two Fellows and shall apply in writing in such form as the Council may from time to time decide and pay the annual membership fee from time to time fixed by the Council.
42. The subscribers to the Memorandum of Association of the College shall be Fellows of the College.
43. If any Member shall fail to pay this annual subscription or other sums which may be due from him to the College for a period of three months after the same as become due, notice shall be sent to him calling his attention thereto and if he does not pay the account within one month following he shall be erased from the books of the College. However, if at any time he shall give to the Council a satisfactory explanation he may at the discretion of the Council and upon payment of arrears be re-admitted into membership.
44. A Member may resign by notice in writing to the Secretary but he shall be liable for payment of his subscription for the current year in which he resigns.
45. If any Member violates the Constitution of the College or if his conduct is such as is, in the opinion of the Council, likely to be injurious to the interests of the College and if the Member complained of shall fail to explain his conduct to the satisfaction of the Council they may declare that such Member shall cease to be a Member of the College and his name shall be removed from the list of Members. Such Member may rejoin if he reapplies via the normal channels.
46. When a Member ceases to be a Member of the College either by resignation or otherwise, the College shall not return any subscription paid by such Member before he ceased to be a Member.

#### GENERAL MEETINGS

47. The College shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the College and that of the next, provided that so long as the College holds its first Annual General Meeting within 18 months of Incorporation, it need not hold it in the year of its Incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
48. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

49. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisition, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Councillor capable of acting to form a quorum, any Councillor or any 2 Members of the College may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

#### NOTICE OF GENERAL MEETINGS

50. A General Meeting called for the passing of a special resolution to add to or amend the Memorandum or Articles of Association shall be called by 28 days' notice at the least, an Annual General Meeting and a Meeting called for the passing of any other special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the College other than an Annual General Meeting or a Meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of Meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the College in General Meeting, to such persons as are, under the Articles, entitled to receive such notices from the College.

Provided that a Meeting of the College shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
51. The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

52. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance

sheets, and the reports of the Council and auditors, accepting the nomination of Councillors in accordance with the provisions hereof and the appointment of, and the fixing of the remuneration of, the auditors.

53. 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 and continues to be present until the conclusion of the Meeting; save as herein otherwise provided twenty Members present in person or by proxy shall be a quorum.
54. If within half an hour from the time appointed for the meeting a quorum is not present, the Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine, 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.
55. The President of the Council shall preside as chairman at every General Meeting of the College, or if he shall not be present within 15 minutes after the time appointed for the holding of the Meeting or is unwilling to act or is absent from Hong Kong or has given notice to the College of his intention not to attend the meeting one of the Vice President in order of seniority shall so act, but failing him as aforesaid the Councillors present shall elect one of their number to be chairman of the Meeting.
56. If at any meeting no Councillor is willing to act as Chairman or if no Councillor is present within 15 minutes after the time appointed for holding the Meeting, the Fellows present shall choose one of their number to be chairman of the Meeting.
57. The Chairman 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. When a meeting is adjourned for 30 days or more if it is to be held of a time other than that stated at the Original Meeting, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
58. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairman if he deems the show of hands in his opinion to be inconclusive; or
- (b) by at least 10 Members present in person or by proxy;

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry in the book containing the minutes of the proceedings of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 59. Except as provided in Article 61, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 60. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 61. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### VOTES OF FELLOWS

- 62. Every Fellow shall have 1 vote.
- 63. Unless the Council otherwise determines (either generally or in any specific instance) no Fellow shall be entitled:-
  - (a) to vote at any General Meeting or
  - (b) to receive the Nomination Notice or the ballot paper under Article 6A(e) or to exercise any right of vote to which that ballot paper relates

By S.R. passed  
on 07/05/1996

unless all subscriptions payable by him to the College in his capacity as a Member have been paid not less than one month before the date of that General Meeting or the date of expiration of the Nomination Period pursuant to which that Nomination Notice or that ballot paper is related or otherwise sent (as the case may be).

- 64. On a poll votes may be given either personally or by proxy.

65. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing.
66. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within Hong Kong as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
67. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

"The College of Surgeons of Hong Kong Limited ("the College")

I, \_\_\_\_\_ of \_\_\_\_\_, being a Fellow of the \_\_\_\_\_ College, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the [Annual or Extraordinary, as the case may be] General Meeting of the College to be held on the day of \_\_\_\_\_ 19\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_."

68. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### THE SEAL

69. The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a Committee of the Council authorized by the Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the President or the Vice-President, and countersigned by another Councillor.

#### ACCOUNTS

70. The Council shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the College and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the College; and
  - (c) the assets and liabilities of the College.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the College's affairs and to explain its transactions.

71. The books of account shall be kept at the Office or, subject to Section 121(3) of the Ordinance, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Councillors.
72. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of Members not being Councillors, and no Member (not being a Councillor) shall have any right of inspecting any account or book or document of the College except as conferred by statute or authorized by the Council or by the College in General Meeting.
73. The Council shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the College in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Ordinance.
74. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the College in General Meeting, together with a copy of the Council's report and a copy of the auditor's report, shall not less than 14 days before the date of the Meeting be sent to every Member of, and every holder of debentures of, the College.

Provided that this Article shall not require a copy of those documents to be sent to any persons of whose address the College is not aware or to more than one of the joint holders of any debentures.

#### AUDIT

75. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

#### NOTICES

76. A notice may be given by the College to any Member either personally or by sending it by post to him to the address, if any, within Hong Kong supplied by him to the College for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a Meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every General Meeting shall be given in any manner hereinbefore authorized to:-

- (a) every Member except those Members who have not supplied to the College an address within Hong Kong for the giving of notices to them, and
- (b) the auditors for the time being of the College.

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

77. Every Councillor, agent, auditor, Secretary and other officer for the time being of the College shall be indemnified out of the assets of the College against any liability incurred by him in relation to the College in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 358 of the Ordinance in which relief is granted to him by the court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

(sd) WONG KWOK-KEE  
Consultant Surgeon  
Government Surgical Unit  
Queen Mary Hospital  
1318 Central Building  
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Hong Kong

(sd) CHAN YAU TUNG  
Consultant Surgeon  
Surgical Unit B  
Princess Margaret Hospital  
Kowloon

(sd) WATT CHUNG YIN  
Consultant Surgeon  
Surgical Unit B  
Queen Elizabeth Hospital  
Kowloon

(sd) LO KWOK HUNG  
Consultant Surgeon  
Surgical Unit A  
Princess Margaret Hospital  
Kowloon

(sd) LAU WAN YEE  
Senior Lecturer  
Department of Surgery  
Prince of Wales Hospital  
Shatin  
New Territories

(sd) LEONG CHE HUNG  
Private Practitioner  
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(sd) LOK WANG YIP  
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Reader  
Department of Surgery  
University of Hong Kong  
Queen Mary Hospital  
Pokfulam Road  
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(sd) ONG BENG HONG  
Consultant Surgeon  
United Christian Hospital  
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Kowloon

(sd) LI KA WAH, MICHAEL  
Consultant Surgeon  
Alice Ho Miu Ling Nethersole Hospital  
Bonham Road  
Hong Kong

(sd) LEE MAN KONG  
Consultant Neurosurgeon  
Queen Elizabeth Hospital  
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(sd) IAN H. NICOLSON  
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(sd) KWOK FRANK WILLIAM  
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(sd) HO CHI PING, PATRICK  
Chairman  
Hong Kong Ophthalmological Society  
Department of Surgery  
Prince of Wales Hospital  
Shatin, N.T.

(sd) LEUNG PING CHUNG  
Professor & Chairman  
Department of Orthopaedic &  
Traumatology –The Chinese  
University of Hong Kong  
Prince of Wales Hospital  
Shatin, N.T.

(sd) CHAN KAI MING  
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Date: 17th April 1989

Dated the 17th day of April 1989.

Witness to the above signatures. (except for his own)

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